

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 17 May 2018 (the “**Prospectus**”) issued by Niche-Tech Group Limited (the “**Company**”).*

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States of America or in any other jurisdictions. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold, pledged or transferred within the United States of America except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States of America.*



nichetech

NICHE-TECH GROUP LIMITED

駿碼科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

**LISTING ON GEM OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF SHARE OFFER**

- Number of Offer Shares : 170,000,000 Shares (subject to
the Offer Size Adjustment Option)**
- Number of Hong Kong Offer Shares : 17,000,000 Shares
(subject to reallocation)**
- Number of Placing Shares : 153,000,000 Shares
(subject to reallocation and
the Offer Size Adjustment Option)**
- Offer Price : Not more than HK\$0.58 per Offer Share, and
expected to be not less than
HK\$0.42 per Offer Share plus
brokerage of 1%, SFC transaction
levy of 0.0027% and Stock Exchange
trading fee of 0.005% (payable in full on
application in Hong Kong dollars)**
- Nominal value : HK\$0.01 per Share**
- Stock code : 8490**

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



The Share Offer comprises the Hong Kong Public Offering and the Placing (subject to the Offer Size Adjustment Option). The Company is offering 170,000,000 Offer Shares under the Share Offer at the Offer Price, representing 25% of the issued share capital of the Company upon completion of the Share Offer and Capitalisation Issue (assuming that the Offer Size Adjustment Option is not exercised and without taking into account any Shares which may be allotted and issued upon the exercise of any option which may be granted under the Share Option Scheme), on and subject to the terms and conditions as set out in the Underwriting Agreements and the Prospectus. Among the 170,000,000 Offer Shares, 17,000,000 Offer Shares (subject to reallocation), representing 10% of the total number of the Offer Shares, will be offered under the Hong Kong Public Offering and the remaining 153,000,000 Offer Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the total number of the Offer Shares, will be conditionally placed under the Placing by the Underwriter(s), on behalf of the Company, to selected professional, institutional and/or other placing investors in Hong Kong.

The allocation of the Offer Shares between the Hong Kong Public Offering and the Placing will be subject to adjustment as described in “Structure of the Share Offer” in the Prospectus. In particular, the Joint Bookrunners (for themselves and on behalf of the Underwriters) may reallocate the Offer Shares from the Placing to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.42 per Offer Share) stated in the Prospectus and the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 34,000,000 Offer Shares).

Applicants who would like the Hong Kong Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the Hong Kong Offer Shares to be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant’s stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 17 May 2018 until 12:00 noon on Wednesday, 23 May 2018 at:

- (a) any of the following offices of the Public Offer Underwriter(s):

South China Securities Limited

28/F., Bank of China Tower
No. 1, Garden Road
Central
Hong Kong

Lego Securities Limited

Room 804, 8/F
Jubilee Centre
46 Gloucester Road
Wanchai
Hong Kong

- (b) any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**, the receiving bank for the Hong Kong Public Offering:

District	Branch Name	Address
Hong Kong Island	88 Des Voeux Road	88 Des Voeux Road Central Central
	Wanchai Southorn	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building No. 156-162 Hennessy Road Wanchai
	Quarry Bay	G/F, Westlands Gardens 1027 King's Road Quarry Bay
Kowloon	Mei Foo Manhattan	Shop Nos. 07 & 09, Ground Floor Mei Foo Plaza Mei Foo Sun Chuen
New Territories	Metroplaza	Shop 473B, Level 4, Metroplaza 223 Hing Fong Road Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 17 May 2018 until 12:00 noon on Wednesday, 23 May 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Horsford Nominees Limited – Niche-Tech Group Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

Thursday, 17 May 2018 – 9:00 a.m. to 5:00 p.m.
Friday, 18 May 2018 – 9:00 a.m. to 5:00 p.m.
Saturday, 19 May 2018 – 9:00 a.m. to 1:00 p.m.
Monday, 21 May 2018 – 9:00 a.m. to 5:00 p.m.
Wednesday, 23 May 2018 – 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 23 May 2018, the last application day or such later time as described in "How to apply for the Hong Kong Offer Shares – 9. Effect of bad weather on the opening of the application lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 17 May 2018 until 12:00 noon on Wednesday, 23 May 2018 (24 hours daily, except the last application day).

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

Please refer to "Structure of the Share Offer" and "How to apply for the Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

In connection with the Share Offer, the Company is expected to grant to the Placing Underwriters the Offer Size Adjustment Option under the Placing Underwriting Agreement, which is exercisable by the Joint Bookrunners (for themselves and on behalf of the Placing Underwriter(s)) on or before the business day immediately before the date of allotment results announcement (or otherwise it will lapse), to require the Company to allot and issue up to 25,500,000 additional new Shares at the Offer Price (representing 15% of the total number of Offer Shares initially being offered under the Share Offer).

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the Joint Bookrunners to meet any over-allocation in the Placing. The Offer Size Adjustment Option will not be associated with any price stabilisation activity of the Shares in the secondary market after the listing of the Shares on GEM and will not be subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong). No purchase of the Shares in the secondary market will be effected to cover any excess demand in the Placing which will only be satisfied by the exercise of the Offer Size Adjustment Option in full or in part. The Company will disclose in the announcement of the results of allocations and the basis of allocation of the Hong Kong Offer Shares whether, and to what extent, the Offer Size Adjustment Option has been exercised. In the event that the Offer Size Adjustment Option has not been exercised by the Joint Bookrunners on behalf of the Placing Underwriter(s), the Company will confirm in such announcement that the Offer Size Adjustment Option has lapsed and cannot be exercised at any future date.

Application for the Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth in “Structure of the Share Offer – Conditions of the Hong Kong Public Offering” in the Prospectus. The Offer Shares are fully underwritten by the Underwriter(s) pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Sole Sponsor and/or the Joint Bookrunners (for themselves and on behalf of the Underwriters) is entitled, in its absolute discretion, to terminate the Underwriting Agreements by notice in writing to the Company upon the occurrence of any of the events set out in “Underwriting – Underwriting Arrangements and Expenses – The Hong Kong Public Offering – Grounds for termination” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. expected to be Wednesday, 30 May 2018.

In the event that the conditions of the Share Offer as mentioned therein are not fulfilled (or waived, where applicable) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will lapse and the subscription money received will be returned to the applicants of the Share Offer or the Underwriter(s) without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.nichetechcorp.com on the next Business Day following the date of such lapse.

The Offer Price per Offer Share will not be more than HK\$0.58 and is expected to be not less than HK\$0.42. Applicants for Hong Kong Offer Shares under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$0.58 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.58 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest. Please refer to "How to apply for the Hong Kong Offer Shares – 12. Refund of Application Monies" in the Prospectus.

The final Offer Price will fall within the indicative Offer Price range as stated in the Prospectus unless otherwise announced. The Offer Price is expected to be fixed by the Price Determination Agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriter(s)) and the Company on the Price Determination Date, which is currently scheduled to be on or about Thursday, 24 May 2018, or such other date as the parties may agree. If, for whatever reason, the Joint Bookrunners (for themselves and on behalf of the Underwriter(s)) and the Company are unable to reach an agreement on the Offer Price by the Price Determination Date, the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.nichetechcorp.com.

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue (including any Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and any Shares to be issued upon the exercise of any options which may be granted under the Share Option Scheme). Subject to the granting by the Stock Exchange of the listing of and permission to deal in the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted

as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

Share certificates for the Offer Shares will only become valid certificates of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their respective terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies paid for the Offer Shares.

The announcement of the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Hong Kong Public Offering, the basis of allotment of the Hong Kong Offer Shares and the number of Offer Shares reallocated, if any, between the Hong Kong Public Offering and the Placing will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.nichetechcorp.com on Tuesday, 29 May 2018.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be made available on Tuesday, 29 May 2018 in the manner described in "How to apply for the Hong Kong Offer Shares – 10. Publication of results" in the Prospectus.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 30 May 2018. The Shares will be traded in board lots of 5,000 Shares. The GEM stock code for the Shares is 8490.

By order of the Board
Niche-Tech Group Limited
Chow Bok Hin Felix
Executive chairman and executive Director

Hong Kong, 17 May 2018

As at the date of this announcement, our executive Directors are Mr. Chow Bok Hin Felix, Professor Chow Chun Kay Stephen GBS, SBS, BBS, JP and Mr. Shi Yiwu; our non-executive Director is Mr. Ma Yung King Leo and our independent non-executive Directors are Professor Ng Wang Wai Charles, Dr. Cheng Faat Ting Gary and Mr. Tai Chun Kit.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.nichetechcorp.com.