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*Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 20 June 2018 (the “**Prospectus**”) of Tong Kee (Holding) Limited (the “**Company**”).*

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. Prospective 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 (including its territories and possessions, any state of the United States 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 or in any other jurisdictions. The 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 in the United States 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.*

TONG KEE (HOLDING) LIMITED

棠記(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

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

- Total number of Offer Shares : 200,000,000 Shares comprising 160,000,000 New Shares and 40,000,000 Sale Shares
- Number of Public Offer Shares : 20,000,000 New Shares (subject to re-allocation)
- Number of Placing Shares : 180,000,000 Shares comprising 140,000,000 New Shares and 40,000,000 Sale Shares (subject to re-allocation)
- Offer Price : Not more than HK\$0.30 per Offer Share and expected to be not less than HK\$0.25 per Offer Share (payable in full on application in Hong Kong dollars plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund)
- Nominal Value : HK\$0.01 per Share
- Stock Code : 8305

Sole Sponsor



紅日資本有限公司

RED SUN CAPITAL LIMITED

Joint Bookrunners and Joint Lead Managers



潮商證券有限公司
ChaoShang Securities Limited



信達國際
CINDA INTERNATIONAL

Co-Lead Manager



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Application has been made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued on GEM pursuant to the Capitalisation Issue and the Share Offer (including any additional Shares which may be issued pursuant to the exercise of the options that may be granted under the Share Option Scheme). Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 4 July 2018, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Wednesday, 4 July 2018.

The Share Offer comprises the Public Offer of initially 20,000,000 New Shares (subject to re-allocation) and the Placing of initially 180,000,000 Shares comprising 140,000,000 New Shares and 40,000,000 Sale Shares (subject to re-allocation) representing 10% and 90% of the total number of Offer Shares initially being offered under the Share Offer, respectively. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

Where (i) the Placing Shares are fully subscribed or oversubscribed and the Public Offer Shares are fully subscribed or oversubscribed by less than 15 times or (ii) the Placing Shares are undersubscribed and the Public Offer Shares are oversubscribed irrespective of the number of times, up to 20,000,000 Offer Shares may be reallocated to the Public Offer from the Placing, so that the total number of the Offer Shares available under the Public Offer will be increased to 40,000,000 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Share Offer. For further details of the reallocation of the Offer Shares between the Public Offer and the Placing, please refer to the section headed “Structure and Conditions of the Share Offer” in the Prospectus. The allotment results announcement will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.tongkee.com.hk.

Subject to the granting of the approval of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the Company’s 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 the Listing Date i.e. Wednesday, 4 July 2018, or on 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.

The Offer Price will be not more than HK\$0.30 per Offer Share and is expected to be not less than HK\$0.25 per Offer Share, unless otherwise announced. Applicants under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.30 per Offer Share plus a brokerage fee of 1%, a SFC transaction levy of 0.0027% and a Stock Exchange trading fee of 0.005% in full on application for Shares under the terms set out in the Prospectus and the Application Forms, subject to refund.

If the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.30 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the paragraph headed “How to Apply for Public Offer Shares — 13. Refund of Application Monies” in the Prospectus.

The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately.

Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.tongkee.com.hk on the next Business Day following the date of such lapse. Prospective investors should note that the Joint Bookrunners are entitled, in their absolute discretion, to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Bookrunners (with a copy of such notice to the other parties to the Underwriting Agreements) upon the occurrence of any of the events set forth under the section headed “Underwriting — The Public Offer Underwriting Agreement — Grounds for Termination” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Wednesday, 4 July 2018.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.

Applicants who would like the allotted Public Offer Shares to be issued in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like the allotted Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant’s stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS to cause the HKSCC Nominees to apply for them.

Printed copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 20 June 2018 until 12:00 noon on Monday, 25 June 2018 (or such later date and time as may apply as described in the section headed “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus) from:

(i) any of the following offices of the Public Offer Underwriters:

Cinda International Capital Limited

45/F, Cosco Tower
183 Queen’s Road Central
Hong Kong

ChaoShang Securities Limited

Room 4001–02, China Resources Building
26 Harbour Road
Wanchai
Hong Kong

(ii) any of the following branches of the receiving bank for the Public Offer, DBS Bank (Hong Kong) Limited:

Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central, Central
Kowloon	Nathan Road — SME Banking Centre	2/F, Wofoo Commercial Building, 574–576 Nathan Road, Mongkok
Kowloon	Yaumatei Branch	G/F & 1/F, 131–137 Woosung Street, Yaumatei
New Territories	Yuen Long Branch	G/F, 1–5 Tai Tong Road, Yuen Long

Printed copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 20 June 2018 until 12:00 noon on Monday, 25 June 2018 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "**Ting Hong Nominees Limited — Tong Kee 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 times:

Wednesday, 20 June 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 21 June 2018 — 9:00 a.m. to 5:00 p.m.
Friday, 22 June 2018 — 9:00 a.m. to 5:00 p.m.
Saturday, 23 June 2018 — 9:00 a.m. to 1:00 p.m.
Monday, 25 June 2018 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** service may submit applications through the **HK eIPO White Form** Service Provider at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Wednesday, 20 June 2018 until 11:30 a.m. on Monday, 25 June 2018 or such later time as described in the section headed "How to Apply for Public Offer Shares — 10. 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 Wednesday, 20 June 2018 until 12:00 noon on Monday, 25 June 2018 or such later time as described in the section headed "How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price is expected to be fixed by the Price Determination Agreement between the Company (for itself and on behalf of the Selling Shareholder) and the Joint Bookrunners (for itself and on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, 26 June 2018 or such later date as the Company (for themselves and on behalf of the Selling Shareholder) and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree. If, for whatever reason, the Company (for itself and on behalf of the Selling Shareholder) and the Joint Bookrunners (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price on the Price Determination Date, or such later date or time as agreed between the Company (for itself and on behalf of the Selling Shareholder) and the Joint Bookrunners (for themselves and on behalf of the Underwriters), the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.tongkee.com.hk.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the basis of allocation and the results of applications in the Public Offer on Tuesday, 3 July 2018 on the Company's website at www.tongkee.com.hk and the website of the Stock Exchange at www.hkexnews.hk. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers (where applicable) of successful applicants under the Public Offer will be available through a variety of channels from Tuesday, 3 July 2018 as described in the section headed "How to Apply for Public Offer Shares — 11. Publication of Results" in the Prospectus.

Share certificates will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with its terms and conditions prior to 8:00 a.m. (Hong Kong time) on the Listing Date i.e. Wednesday, 4 July 2018. No temporary documents of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application.

Assuming that the Share Offer becomes unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms at or before 8:00 a.m. (Hong Kong time) on Wednesday, 4 July 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 4 July 2018. The Shares will be traded in board lots of 10,000 Shares each. The stock code for the Shares is 8305.

By order of the Board
Tong Kee (Holding) Limited
Heung Chung Sum
Chairman and executive Director

Hong Kong, 20 June 2018

As at the date of this announcement, our executive Directors are Heung Chung Sum and Chan Wai Hon Alan, our non-executive Directors are Heung Joe Tung and Heung Joe Yee and our independent non-executive Directors are Ip Wai Hung, Ko, Wilson Wai Shun and Chan Chi Hang.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the GEM website of the Stock Exchange at www.hkgem.com and the Stock Exchange's Website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least seven 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.tongkee.com.hk.