

Unless defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2018 (the “Prospectus”) of Byleasing Holdings Limited (the “Company”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about 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.



## Byleasing Holdings Limited 百應租賃控股有限公司

(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 : 67,500,000 Shares (subject to the Offer Size Adjustment Option)**
- Number of Public Offer Shares : 6,750,000 Shares (subject to reallocation)**
- Number of Placing Shares : 60,750,000 Shares (subject to reallocation and the Offer Size Adjustment Option)**
- Offer Price : Not more than HK\$1.42 per Offer Share and expected to be not less than HK\$1.20 per Offer Share, (payable in full on application in Hong Kong dollars and subject to refund, plus brokerage fee of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005%)**
- Nominal value : HK\$0.01 per Share**
- Stock code : 8525**

Sole Sponsor



Sole Global Coordinator



Joint Bookrunner &  
Joint Lead Manager



Joint Bookrunner



Joint Lead Managers



Application has been made by the Company through its Sole Sponsor, Changjiang Corporate Finance (HK) Limited, having its office at Suite 1908, 19/F, Cosco Tower, 183 Queen's Road Central, Hong Kong, 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 (including any additional Shares which may be issued pursuant to the Capitalization Issue and any Shares which fall to be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option and any options which may be granted under the Share Option Scheme).

The Share Offer comprises (a) the Public Offer of initially 6,750,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Share Offer, and (b) the Placing of initially 60,750,000 Shares, representing 90% of the total number of Offer Shares initially available under the Share Offer (subject to reallocation and the Offer Size Adjustment Option). 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. The Offer Shares initially offered by the Company in the Share Offer represents 25% of the issued share capital of the Company immediately after completion of the Share Offer and Capitalization Issue (without taking into account any Shares that may be issued pursuant to the exercise of the Offer Size Adjustment Option or any options that may be granted under the Share Option Scheme), on and subject to the terms and conditions set out in the Underwriting Agreements and the Prospectus.

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the Sole Global Coordinator to meet any excess demand in the Placing. The Offer Size Adjustment Option will not be associated with any price stabilization 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).

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 6,750,000 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 13,500,000 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.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the Listing Date or, under contingent situation, any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day (as defined in the GEM Listing Rules) 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\$1.42 per Offer Share and is expected to be not less than HK\$1.20 per Offer Share, unless otherwise announced. Applicants for the Offer Shares shall pay in full, on application, the maximum Offer Price of HK\$1.42 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.42 per Offer Share.

The Share Offer is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Sole Global Coordinator (for itself and on behalf of the Underwriters) 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 thereafter, all money received will be refunded to applicants for 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](http://www.hkexnews.hk) and the Company’s website at [www.byleasing.com](http://www.byleasing.com) on the next business day immediately following the date of such lapse.

The Offer Shares are fully underwritten by the Underwriters under the terms of the Underwriting Agreements. Prospective investors should note that the Sole Global Coordinator (for itself and on behalf of the Underwriters) are entitled to terminate their obligations under the Underwriting Agreements by giving notice in writing to the Company upon the occurrence of any of the events set forth in the section headed “Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is expected to be on Wednesday, 18 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 related Application Forms.**

Applicants who wish to have the Public Offer Shares allotted and issued in their own names should (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](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who wish to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant 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.

The office of Sole Sponsor is located at Suite 1908, 19/F, Cosco Tower, 183 Queen's Road Central, Central, Hong Kong. Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Saturday, 30 June 2018 until 12:00 noon on Monday, 9 July 2018 from:

**(i) 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	Rm 4001-02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong

**(ii) Any of the following branches of Bank of China (Hong Kong) Limited, the receiving banks for the Public Offer:**

	<b>Branch</b>	<b>Address</b>
<b>Kowloon</b>	Shanghai Street (Mong Kok) Branch	611-617 Shanghai Street, Mong Kok
<b>New Territories</b>	Kau Yuk Road Branch	18-24 Kau Yuk Road, Yuen Long

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Saturday, 30 June 2018 until 12:00 noon on Monday, 9 July 2018, from: (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) your stockbroker, who may have such **YELLOW** Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — BYLEASING PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank listed above, at the following times:

Saturday, 30 June 2018	—	9:00 a.m. to 1:00 p.m.
Tuesday, 3 July 2018	—	9:00 a.m. to 5:00 p.m.
Wednesday, 4 July 2018	—	9:00 a.m. to 5:00 p.m.
Thursday, 5 July 2018	—	9:00 a.m. to 5:00 p.m.
Friday, 6 July 2018	—	9:00 a.m. to 5:00 p.m.
Saturday, 7 July 2018	—	9:00 a.m. to 1:00 p.m.
Monday, 9 July 2018	—	9:00 a.m. to 12:00 noon

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

The application for the Public Offer Shares will commence on Saturday, 30 June 2018 through Monday, 9 July 2018, being slightly longer than normal market practice of four days. The application monies (including the brokerages, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Tuesday, 17 July 2018. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Wednesday, 18 July 2018.

***Time for Inputting Electronic Application Instructions***

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates:

Tuesday, 3 July 2018	—	8:00 a.m. to 8:30 p.m. <sup>(1)</sup>
Wednesday, 4 July 2018	—	8:00 a.m. to 8:30 p.m. <sup>(1)</sup>
Thursday, 5 July 2018	—	8:00 a.m. to 8:30 p.m. <sup>(1)</sup>
Friday, 6 July 2018	—	8:00 a.m. to 8:30 p.m. <sup>(1)</sup>
Saturday, 7 July 2018	—	8:00 a.m. to 1:00 p.m. <sup>(1)</sup>
Monday, 9 July 2018	—	8:00 a.m. <sup>(1)</sup> to 12:00 noon

*Note:*

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input electronic application instructions from 6:00 a.m. on Monday, 2 July 2018 until 12:00 noon on Monday, 9 July 2018 or such later time as described in the paragraph headed “How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

The final Offer Price is expected to be determined by the Price Determination Agreement between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or around Wednesday, 11 July 2018 or such later date as may be agreed between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company.

If, for any reason, the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company are unable to reach any agreement on the Offer Price by Wednesday, 11 July 2018, the Share Offer will not become unconditional and will lapse immediately. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.byleasing.com](http://www.byleasing.com).

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications under the Public Offer and the basis of allotment of the Public Offer Shares on Tuesday, 17 July 2018 on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.byleasing.com](http://www.byleasing.com).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available in the manner specified in the section headed "How to Apply for the Public Offer Shares — 11. Publication of Results" in the Prospectus on Tuesday, 17 July 2018.

No temporary document 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 the Underwriting Agreements are not terminated in accordance with their respective terms at or before 8:00 a.m. on Wednesday, 18 July 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 18 July 2018. The Shares will be traded in board lots of 2,000 Shares each and the stock code of the Shares is 8525.

By order of the Board  
**Byleasing Holdings Limited**  
**Mr. Zhou Shiyuan**  
*Chairman and Executive Director*

Hong Kong, 30 June 2018

*As of the date of this announcement, the executive Directors are Mr. Zhou Shiyuan, Mr. Chen Xinwei and Mr. Huang Dake, the non-executive Director is Mr. Ke Jinding and the independent non-executive Directors are Mr. Chen Chaolin, Mr. Tu Liandong and Mr. Xie Mianbi.*

*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; and (ii) 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 Stock Exchange's website at [www.hkexnews.hk](http://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.byleasing.com](http://www.byleasing.com).*