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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 28 September 2018 (the “**Prospectus**”) of Fameglow Holdings 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.

## **Fameglow Holdings Limited**

**亮晴控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

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

<b>Number of Offer Shares</b>	<b>:</b>	<b>200,000,000 Shares (subject to the Offer Size Adjustment Option)</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>20,000,000 Shares (subject to reallocation)</b>
<b>Number of Placing Shares</b>	<b>:</b>	<b>180,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$0.44 per Offer Share (payable in full in Hong Kong dollars on application plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund) and expected to be not less than HK\$0.28 per Offer Share</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>8603</b>

**Sole Sponsor**



**Sole Bookrunner**



**Joint Lead Managers**



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 (including any Shares which may be issued pursuant to the Capitalisation Issue and any Shares which fall to be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option or of any options which may be granted under the Share Option Scheme).

The Share Offer comprises the Placing and the Public Offer. A total of 200,000,000 Shares will be initially made available under the Share Offer, of which initially 180,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The remaining 20,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will be initially offered under the Public Offer.

The allocation of Offer Shares between the Public Offer and the Placing is subject to reallocation, as described in the section headed “Structure and Conditions of the Share Offer – The Public Offer – Reallocation” in the Prospectus. In addition, the Sole Bookrunner (for itself and on behalf of the Underwriters) may reallocate the Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEx-GL91-18, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 40,000,000 Public Offer Shares).

In connection with the Share Offer, the Company has granted to the Sole Bookrunner (for itself and on behalf of the Placing Underwriters) the Offer Size Adjustment Option. Pursuant to the Offer Size Adjustment Option, the Company may be required to allot and issue, at the final Offer Price, up to an aggregate of 30,000,000 additional Shares, representing 15% of the Offer Shares initially available under the Share Offer. The Offer Size Adjustment Option can only be exercised by the Sole Bookrunner (for itself and on behalf of the Placing Underwriters) at any time before 5:00 p.m. on the business day immediately before the date of the announcement of the results of allocation and the basis of allocation of the Public Offer Shares, otherwise it will lapse. If the Offer Size Adjustment Option is exercised in full, the Company will be required to issue 30,000,000 additional Shares, representing approximately 3.6% of the Company’s total enlarged number of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue and the exercise of the Offer Size Adjustment Option but without taking into account any Shares which may fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme. The Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option will not be used for price stabilisation purpose and the Offer Size Adjustment Option is not subject to the Securities and Futures (Price Stabilising) Rules of the SFO (Chapter 571W of the Laws of Hong Kong).

The Company will disclose in its allotment results announcement, which will be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.fameglow.com](http://www.fameglow.com) on or before Friday, 12 October 2018, whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by that time, then the Offer Size Adjustment Option will have lapsed and cannot be exercised on any future date.

The Share Offer is fully underwritten by the Underwriters, subject to the terms and conditions of the Underwriting Agreements. Prospective investors of the Share Offer should note that the Underwriters are entitled, in their absolute discretion, to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Sole Bookrunner (for itself and on behalf of the Underwriters) upon the occurrence of any of the events set out under the paragraph headed “Underwriting arrangements and expenses – Grounds for termination” in the section headed “Underwriting” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Monday, 15 October 2018.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and Conditions of the Share Offer” in the Prospectus and the Underwriting Agreements. 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 application monies received will be refunded to 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 by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.fameglow.com](http://www.fameglow.com) on the next Business Day following the date of such lapse.

The Offer Price will be not more than HK\$0.44 per Offer Share and is expected to be not less than HK\$ 0.28 per Offer Share. Applicants under the Public Offer should pay, on application, the maximum Offer Price of HK\$0.44 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy in full upon application for Public Offer Shares under the terms set out in the Application Forms, equal to a total of HK\$4,444.34 for the board lot of 10,000 Shares, subject to refund if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.44 per Offer Share. The Offer Price is expected to be determined by the Price Determination Agreement between Sorrento Securities, Innovax Securities and the Company on the Price Determination Date, which is expected to be on or about Thursday, 4 October 2018 or such later date as may be agreed between the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters). If, for any reason, Sorrento Securities, Innovax Securities and the Company are unable to reach an agreement on the Offer Price on or before Thursday, 11 October 2018 (or such other time as the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters) may agree), the Share Offer will not proceed and will lapse. In case of such event, a notice will be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.fameglow.com](http://www.fameglow.com).

Applicants who would like to have the allotted Public Offer Shares registered 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](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares registered 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.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 September 2018 until 12:00 noon on Thursday, 4 October 2018, from the following locations:

- (i) the office of the Sole Sponsor:

**Innovax Capital Limited**

Room 2002, 20/F  
Chinachem Century Tower  
178 Gloucester Road  
Wanchai, Hong Kong

- (ii) the following offices of the Public Offer Underwriters:

**Sorrento Securities Limited**

11/F, The Wellington  
198 Wellington Street  
Central, Hong Kong

**Innovax Securities Limited**

Unit A-C, 20/F  
Neich Tower  
128 Gloucester Road  
Wanchai, Hong Kong

- (iii) any of the following designated branches of the receiving bank, Industrial and Commercial Bank of China (Asia) Limited:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong	Siu Sai Wan Branch	Shop Nos 17-19, Ground Floor, Harmony Garden, No. 9 Siu Sai Wan Road, Hong Kong
Kowloon	Ho Man Tin Branch	G/F, Tsan Yung Mansion, No. 70 Waterloo Road, Ho Man Tin, Kowloon, Hong Kong
New Territories	Kwai Chung Branch	Unit G02, Tower A, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, New Territories, Hong Kong

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 September 2018 until 12:00 noon on Thursday, 4 October 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and the copies of the Prospectus available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**ICBC (ASIA) NOMINEE LIMITED – FAMEGLOW HOLDINGS 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:

**9:00 a.m. to 5:00 p.m. – Friday, 28 September 2018**  
**9:00 a.m. to 1:00 p.m. – Saturday, 29 September 2018**  
**9:00 a.m. to 5:00 p.m. – Tuesday, 2 October 2018**  
**9:00 a.m. to 5:00 p.m. – Wednesday, 3 October 2018**  
**9:00 a.m. to 12:00 noon – Thursday, 4 October 2018**

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 4 October 2018, the last application day 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.

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 Friday, 28 September 2018 until 11:30 a.m. on Thursday, 4 October 2018 or such later time as described in the section headed "How to Apply for the Public Offer Shares – 5. Applying through **HK eIPO White Form**" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 28 September 2018 until 12:00 noon on Thursday, 4 October 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.

All Share certificates will only become valid certificates of title when the Share Offer has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its respective terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

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

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

**No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

All necessary arrangements have been made for the Shares to be admitted into CCASS. 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 the Listing Date, which is expected to be Monday, 15 October 2018 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.

The announcement of the final Offer Price, the level of indication of interest in the Placing, the level of applications of the Public Offer and the basis of allocation of the Public Offer Shares will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.fameglow.com](http://www.fameglow.com) on Friday, 12 October 2018.

Results of allocations under the Public Offer, with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) for the Public Offer, will be made available on Friday, 12 October 2018 and in the manner specified in the section headed "How to Apply for the Public Offer Shares – 11. Publication of results" in the Prospectus.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 15 October 2018. Shares will be traded in board lots of 10,000 Shares. The GEM stock code for the Shares is 8603.

By order of the Board  
**Fameglow Holdings Limited**  
**Mr. Yip Chun Kwok, Danny MH**  
*Chairman and Executive Director*

Hong Kong, 28 September 2018

*As at the date of this announcement, the executive Directors are Mr. Yip Chun Kwok, Danny MH and Ms. Fu Chi Ching; and the independent non-executive Directors are Mr. Chan Sing Nun, Mr. Khoo Wun Fat William and Mr. Yu Chi Wing.*

*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 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 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.fameglow.com](http://www.fameglow.com).*