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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 29 September 2018 (the “**Prospectus**”) of Grand Talents Group 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.



GRAND TALENTS GROUP HOLDINGS LIMITED 廣駿集團控股有限公司

(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	: 120,000,000 Shares
Number of Public Offer Shares	: 12,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 108,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	: Not more than HK\$0.55 per Offer Share and expected to be not less than HK\$0.40 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 8516

Sole Sponsor



Sole Bookrunner and Joint Lead Manager



Joint Lead Manager



Elstone Securities Limited

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance are available, for information purposes only, at the office of Pulsar Capital Limited at Unit 318, 3/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong during normal office hours from 9:00 a.m. on Saturday, 29 September 2018 to 12:00 p.m. on Friday, 5 October 2018 (both dates inclusive and on Business Days only).

Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Share Offer and as mentioned in the Prospectus (including any Shares which may be issued pursuant to the Capitalisation Issue and any Shares which may be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option and the exercise of options which may be granted under the Share Option Scheme). Subject to the granting by the Stock Exchange of the approval for the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus 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 or on 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 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 Share Offer comprises the Public Offer and the Placing. A total of 120,000,000 Shares will be made available under the Share Offer, of which 12,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will be conditionally placed under the Public Offer. The remaining 108,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the Offer Shares, will be offered under the Placing. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed "Structure and Conditions of the Share Offer" in the Prospectus. 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 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. 24,000,000 Offer Shares).

Pursuant to the Underwriting Agreements, our Company has granted to the Sole Bookrunner (for itself and on behalf of the Underwriters) the Offer Size Adjustment Option, which is exercisable by the Sole Bookrunner (for itself and on behalf of the Underwriters) in its absolute discretion on or before the business day immediately before the date of allotment results announcement, in writing, to require our Company to allot and issue up to 18,000,000 additional Shares at the Offer Price, representing 15% of the total number of Shares initially available for subscription under the Share Offer. Any such additional Shares may be issued to cover any excess demand in the Share Offer at the absolute discretion of the Sole Bookrunner (for itself and on behalf of the Underwriters).

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the Sole Bookrunner to meet any excess demand in the Share Offer. 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 Share Offer which will only be satisfied by the exercise of the Offer Size Adjustment Option in full or in part.

Our Company will disclose in its allotment results announcement 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 then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date. The allotment results announcement will be published on the website of the Stock Exchange at **www.hkexnews.hk** and our Company's website at **www.grandtalentsgroup.com.hk**.

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 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. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (where applicable) 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** and the Company's website at **www.grandtalentsgroup.com.hk** on the next Business Day following the date of such lapse.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors should note that the Sole Bookrunner (for itself and on behalf of the Underwriters) are entitled to terminate the Public Offer Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth in the subsection headed "Underwriting — Underwriting arrangements and expenses — Public Offer — 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 Monday, 15 October 2018).

The Offer Price will not be more than HK\$0.55 per Offer Share and is expected to be not less than HK\$0.40 per Offer Share. Applicants under the Public Offer should pay, on application, the maximum Offer Price of HK\$0.55 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\$2,777.71 for the board lot of 5,000 Shares, subject to refund if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.55 per Offer Share.

The Offer Price is expected to be determined by the Price Determination Agreement between the Sole Bookrunner (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on Saturday, 6 October 2018, or such later date as may be agreed between the Sole Bookrunner (for itself and on behalf of the Underwriters) and the Company. If, for whatever reason, the Sole Bookrunner (for itself and on behalf of the Underwriters) and the Company are unable to reach agreement on the Offer Price on or before Thursday, 11 October 2018, the Share Offer will not become unconditional and will lapse. In case of such event, a notice will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.grandtalentsgroup.com.hk.

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 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.

WHERE TO COLLECT THE PROSPECTUS AND APPLICATION FORMS

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Saturday, 29 September 2018 until 12:00 noon on Friday, 5 October 2018, from:

- (i) any of the following offices of the following parties:

Sun International Securities Limited

Unit 2412-13, 24/F,
China Merchants Tower,
Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong

Elstone Securities Limited

Suite 3712, 37/F,
West Tower, Shun Tak Centre,
168-200 Connaught Road Central,
Hong Kong

(ii) any of the following outlets of Bank of Communications Co., Ltd. Hong Kong Branch:

District	Outlet Name	Address
Hong Kong	Business Department	20 Pedder Street, Central
	King's Road Sub-Branch	G/F., Kailey Court, 67-71 King's Road
Kowloon	Kwun Tong Sub-Branch	Shop E, Block G & H, G/F., East Sun Industrial Centre, 16 Shing Yip Street, Kwun Tong

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Saturday, 29 September 2018 until 12:00 noon on Friday, 5 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 Prospectus available.

TIME FOR LODGING APPLICATION FORMS

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Bank of Communications (Nominee) Co. Ltd. – Grand Talents Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the outlets of the receiving bank listed above, at the following times:

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

The latest time for lodging your application is 12:00 noon on Friday, 5 October 2018. The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 5 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 (24 hours daily, except on the last application day) from 9:00 a.m. on Saturday, 29 September 2018, until 11:30 a.m. on Friday, 5 October 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 5 October 2018, or such later time as described in the section "How to Apply for the 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 Saturday, 29 September 2018, until 12:00 noon on Friday, 5 October 2018, or such later time as described in the section “How to Apply for the Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

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 Public Offer Shares on your behalf.

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 Public Offer.

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.

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 approval for 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.

PUBLICATION OF RESULTS

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** and the Company’s website at **www.grandtalentsgroup.com.hk** 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 5,000 Shares. The GEM stock code for the Shares is 8516.

By order of the Board
Grand Talents Group Holdings Limited
Ha Chak Hung
Chairman and Executive Director

Hong Kong, 29 September 2018

As at the date of this announcement, the Executive Directors are Mr. Ha Chak Hung, Mr. Ip Chu Shing, the Non-executive Director is Mr. Lau Yik Lok and the Independent Non-executive Directors are Ms. Tang Shui Man, Dr. Fok Wai Sun and Mr. Yuk Kai Yao.

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 and the Application Forms will remain on the GEM website 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 and the Application Forms will also be published on the Company's website at www.grandtalentsgroup.com.hk.