

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 28 June 2013 (the “**Prospectus**”) issued by S. Culture International 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 invitation or offer to acquire, purchase or subscribe for Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.*

*This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to registration or an exemption from registration requirements under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The Public Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not and is not currently intended to be any public offering of securities in the United States.*

*In connection with the Global Offering, the Sole Global Coordinator, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or maintaining the market price of our Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Public Offer. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Public Offer. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the SFO.*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Saturday, 3 August 2013, being the 30th day after the last day for lodging applications under the Public Offer. After this date, no further stabilising action may be taken, and demand for the Shares and the price of the Shares could fall.*



**S. CULTURE INTERNATIONAL HOLDINGS LIMITED**  
**港大零售國際控股有限公司**

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

**GLOBAL OFFERING**

- Number of Offer Shares : 50,000,000 new Shares (subject to the Over-allotment Option)**
- Number of International Placing Shares : 45,000,000 new Shares (subject to adjustment and the Over-allotment Option)**
- Number of Public Offer Shares : 5,000,000 new Shares (subject to adjustment)**
- Offer Price : Not more than HK\$2.13 per Share and expected to be not less than HK\$1.51 per Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)**
- Nominal value : HK\$0.01 each**
- Stock code : 1255**

**Sole Sponsor**



**Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager**



Application has been made by the Company to the Stock Exchange for the approval of the listing of, and permission to deal in, (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Global Offering and the Capitalisation Issue; and (iii) the Shares that may be issued pursuant to the exercise of the Over-allotment Option and the Share Option Scheme. The Global Offering comprises the Public Offer of initially 5,000,000 Shares, representing approximately 10% of the total number of Shares initially being offered in the Global Offering (subject to adjustment), and the International Placing of initially 45,000,000 Shares, representing approximately 90% of the total number of Shares initially being offered in the Global Offering Shares (subject to adjustment and the Over-allotment Option). The allocation of the Shares between the Public Offer and the International Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Global Offering — The Public Offer” in the Prospectus.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 11 July 2013, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 11 July 2013. In the event that the Over-allotment Option is exercised, an announcement will be made on the Company's website at [www.s-culture.com](http://www.s-culture.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Offer Price will not be more than HK\$2.13 per Offer Share and is expected to be not less than HK\$1.51 per Offer Share. Applicants for Public Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$2.13 for each Offer Share together with a brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.13 per Offer Share.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.** Applicants who would like to be allocated the Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms or submit applications online through the designated website of the HK eIPO White Form Service Provider [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allocated Public Offer Shares 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' stock account should (i) complete and sign the **YELLOW** Application Forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 June 2013 until 12:00 noon on Thursday, 4 July 2013 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or their stockbroker, who may have such Application Forms and Prospectus available; or (ii) give electronic application instructions to HKSCC via CCASS. Eligible Employees who wish to be allotted the Employee Reserved Shares should complete and sign the **PINK** 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 Friday, 28 June 2013 until 12:00 noon on Thursday, 4 July 2013 at:

**RHB OSK Securities Hong Kong Limited** at 12th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong;

**Cinda International Securities Limited** at 45/F., Cosco Tower, 183 Queen's Road Central, Hong Kong;

**CMB International Capital Limited** at Room 1803-4, 18/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong;

**Industrial Securities (Hong Kong) Capital Limited** at Unit 3201, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong; and

**SBI E2-Capital Financial Services Limited** at Unit A2, 32/F., United Centre, 95 Queensway, Hong Kong.

or any of the following branches of **The Bank of East Asia, Limited**:

<b>District</b>	<b>Branch name</b>	<b>Branch address</b>
Hong Kong Island	Wanchai Branch	Shop A–C, G/F, Easey Commercial Building, 253–261 Hennessy Road, Wanchai
	Taikoo Shing Branch	Shop G1010–1011, Yiu Sing Mansion
Kowloon	Prince Edward Branch	G/F, Hanley House, 776–778 Nathan Road
	Millennium City 5 Branch	Shop 1, G/F, Millennium City 5, 418 Kwun Tong Road, Kwun Tong
	East Tsim Sha Tsui Branch	Shop G3–G5, G/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui
New Territories	Tai Wai Branch	16–18 Tai Wai Road, Cheung Fung Mansion, Shatin
	Metro City Plaza Branch	Shop 243, Level 2, Metro City Plaza I, Tseung Kwan O

You can collect a **YELLOW** Application Form and a prospectus during normal business hours from 9:00 a.m. on Friday, 28 June 2013 till 12:00 noon on Thursday, 4 July 2013 from:

- the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong
- your stockbroker may also have Application Forms and this prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders payable to "The Bank of East Asia (Nominees) Limited — S. Culture Public Offer" should be securely stapled and should be deposited in the special collection boxes provided at any of the branches and sub-branches referred to above on the following dates during the following times:

**Friday, 28 June 2013** — **9:00 a.m. to 5:00 p.m.**  
**Saturday, 29 June 2013** — **9:00 a.m. to 1:00 p.m.**  
**Tuesday, 2 July 2013** — **9:00 a.m. to 5:00 p.m.**  
**Wednesday, 3 July 2013** — **9:00 a.m. to 5:00 p.m.**  
**Thursday, 4 July 2013** — **9:00 a.m. to 12:00 noon**

Applicants applying by **HK eIPO White Form** may submit their applications to the HK eIPO White Form Service Provider through the designated website [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Friday, 28 June 2013 until 11:30 a.m. on Thursday, 4 July 2013 (24 hours daily, except on the last application day) (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal being in force as described in "How to Apply for the Public Offer Shares and Employee Reserved Shares — 6. When may application be made — (f) Effect of bad weather on the opening of the application lists" in the Prospectus).

A **PINK** Application Form together with the Prospectus can be collected from the Company's headquarters at Flat F–J, 11th Floor Block 2, Kwai Tak Industrial Centre, 15–33 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong during normal business hours from 9:00 a.m. on Friday, 28 June 2013 until 4:00 p.m. on Wednesday, 3 July 2013. Electronic copies of the **PINK** Application Form and the Prospectus can be viewed from the website of the Company at [www.s-culture.com](http://www.s-culture.com). Completed **PINK** Application Form, together with a cheque attached and marked payable to "The Bank of East Asia (Nominees) Limited — S. Culture Public Offer" for the payment must be returned to the Company's headquarters by 4:00 p.m. on Wednesday, 3 July 2013.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 28 June 2013 until 12:00 noon on Thursday, 4 July 2013. The application lists will open from 11:45 a.m. to 12:00 noon on Thursday, 4 July 2013 (or such later date as may apply in case of certain bad weather conditions as described in "How to Apply for the Public Offer Shares and Employee Reserved Shares — 6. When may application be made — (f) Effect of bad weather on the opening of the application lists" in the Prospectus). Please refer to "Structure and Conditions of the Global Offering" and "How to Apply for the Public Offer Shares and Employee Reserved Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement on the Offer Price, the level of applications in the Public Offer and Employee Preferential Offering, the level of indications of interest in the International Placing and the basis of allocation of the Public Offer Shares and Employee Preferential Offering on Wednesday, 10 July 2013 in The Standard (in English) and Sing Tao Daily (in Chinese), on the Company's website at [www.s-culture.com](http://www.s-culture.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations of the Public Offer and Employee Preferential Offering, the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) and the number of Public Offer Shares/Employee Reserved Shares successfully applied for under **WHITE**, **YELLOW** and **PINK** Application Forms, by **HK eIPO**

**White Form** and by giving **electronic application** instructions to HKSCC via CCASS, will be made available through a variety of channels from Wednesday, 10 July 2013 as described in “How to Apply for the Public Offer Shares and Employee Reserved Shares — 9. Publication of Results, Despatch/Collection of Share Certificates and Refunds of Application Monies — (a) Publication of results” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application monies paid. Share certificates will only become valid documents of title provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms, which is expected to be at 8:00 a.m. on Thursday, 11 July 2013.

Dealings in the Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 11 July 2013. Our Shares will be traded in board lots of 2,000 Shares each. The stock code of our Shares is 1255.

By Order of the Board of  
**S. Culture International Holdings Limited**  
**Chu Siu Ming**  
*Executive Director*

Hong Kong, 28 June 2013

*As at the date of this announcement, our Executive Directors are Mr. Chu Siu Ming, Mr. Chu Chun Ho, Dominic and Mr. Chu Chun Wah, Haeta, the non-executive Directors are Mr. Chong Hot Hoi, Mr. Chong Hok Hei, Charles and Mr. Yu Fuk Lun, and the independent non-executive Directors are Mr. Wan Kam To, Mr. Yau Tat Wang, Dennis and Mr. Lam Man Tin.*

*Please also refer to the published version of this announcement in The Standard (in English) and Sing Tao Daily (in Chinese).*