

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated June 16, 2014 (the “**Prospectus**”) issued by Cosmo Lady (China) Holdings Company Limited (the “**Company**”).

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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. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

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 in the United States. The Offer 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 of securities in the United States.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司), as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization 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 Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

In connection with the Global Offering, the Company and Harmonious Composition Investment Holdings Limited (“**Harmonious Composition**”) are expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters.



Cosmo Lady (China) Holdings Company Limited

都市麗人(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	406,457,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	40,646,000 Shares (subject to adjustment)
Number of International Offer Shares	:	365,811,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	:	HK\$4.42 per Offer 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	:	US\$0.01 per Share
Stock code	:	2298

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Morgan Stanley



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Capitalization Issue and the Global Offering (including the additional Shares which may be issued or sold pursuant to the exercise of the Over-allotment Option) and pursuant to the exercise of any options which may be granted under the Share Option Scheme. Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, June 26, 2014. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.cosmo-lady.com.hk and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of initially 40,646,000 Hong Kong Offer Shares (subject to adjustment), representing approximately 10% of the Offer Shares, and the International Offering of initially 365,811,000 International Offer Shares (subject to adjustment and the Over-allotment Option), representing approximately 90% of the Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and 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 date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transaction 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 to enable the Shares to be admitted into CCASS.

In connection with the Global Offering, the Company and Harmonious Composition are expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the International Underwriters. Pursuant to the Over-allotment Option, the Joint Global Coordinators has the right, exercisable at any time from the Listing Date until 30 days after the last date for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue and Harmonious Composition to sell up to an aggregate of 60,968,000 additional Shares (representing approximately 15% of the Offer Shares initially available under the Global Offering), at the Offer Price to, among other things, cover over-allocations in the International Offering, if any. The Over-allotment Option shall be exercised in respect of Harmonious Composition Option Shares and the Company Option Shares in sequence, such that (i) the Harmonious Composition Option Shares shall first be sold under the Over-allotment Option and (ii) the Over-allotment Option shall be exercised in respect of the Company Option Shares only after all the Harmonious Composition Option Shares have been sold.

The Offer Price will not be more than HK\$4.42 per Offer Share and is expected to be not less than HK\$3.27 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$4.42 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund.

Applications for the Hong Kong 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 to have the allocated Hong Kong Offer Shares 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 **White Form eIPO** Service Provider at **www.eipo.com.hk** under the **White Form eIPO** Service. Applicants who would like to have the allocated Hong Kong 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 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 Form, may be obtained during normal business hours from 9:00 a.m. on Monday, June 16, 2014, until 12:00 noon on Thursday, June 19, 2014 from:

(i) the following addresses of the Hong Kong Underwriters:

Morgan Stanley Asia Limited (摩根士丹利亞洲有限公司)

46/F, International Commerce Centre
1 Austin Road West, Kowloon
Hong Kong

China International Capital Corporation Hong Kong Securities Limited (中國國際金融香港證券有限公司)

29th Floor, One International Finance Centre
1 Harbour View Street, Central
Hong Kong

Essence International Securities (Hong Kong) Limited (安信國際證券(香港)有限公司)

39/F., One Exchange Square
Central
Hong Kong

Haitong International Securities Company Limited (海通國際證券有限公司)

22/F Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

(ii) any of the following branches of **Bank of China (Hong Kong) Limited**:

	Branch	Address
Hong Kong Island	Bank of China Tower Branch Central District (Wing On House) Branch	3/F, 1 Garden Road 71 Des Voeux Road Central
	409 Hennessy Road Branch	409-415 Hennessy Road, Wan Chai
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
	North Point (Kiu Fai Mansion) Branch	413-415 King's Road, North Point
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan
Kowloon	Mong Kok Branch 194 Cheung Sha Wan Road Branch	589 Nathan Road, Mong Kok 194-196 Cheung Sha Wan Road, Sham Shui Po, Kowloon
	Wong Tai Sin Branch	Shop G13, Wong Tai Sin Plaza, Wong Tai Sin
	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong
	East Point City Branch	Shop 101, East Point City, Tseung Kwan O
New Territories	Lucky Plaza Branch	Lucky Plaza, Wang Pok Street, Sha Tin
	Yuen Long (Hang Fat Mansion) Branch	8-18 Castle Peak Road, Yuen Long

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, June 16, 2014 until 12:00 noon on Thursday, June 19, 2014 from the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of China (Hong Kong) Nominees Limited — Cosmo Lady Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of Bank of China (Hong Kong) Limited referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** Service at www.eipo.com.hk from 9:00 a.m. on Monday, June 16, 2014 until 11:30 a.m. on Thursday, June 19, 2014 or such later time as described in the section headed "How to apply for Hong Kong Offer Shares — X. Effect of bad weather on the opening of the application lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants may input **electronic application instructions** from 9:00 a.m. on Monday, June 16, 2014 until 12:00 noon on Thursday, June 19, 2014 or such later time as described in the section headed “How to apply for Hong Kong Offer Shares — X. Effect of bad weather on the opening of the application lists” in the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in South China Morning Post (in English); (ii) in Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk); and (iv) on our website (www.cosmo-lady.com.hk) on or before Wednesday, June 25, 2014. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, June 25, 2014 as described in the section headed “How to apply for Hong Kong Offer Shares — XI. Publication of results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Thursday, June 26, 2014 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, June 26, 2014. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 2298.

By order of the Board
Cosmo Lady (China) Holdings Company Limited
Zheng Yaonan
Chairman

Hong Kong, 16 June 2014

As at the date of this announcement, the Board comprises Mr. Zheng Yaonan, Mr. Zhang Shengfeng, Mr. Lin Zonghong, Mr. Cheng Zuming and Ms. Wu Xiaoli as executive Directors; Mr. Wen Baoma as non-executive Director; and Mr. Yau Chi Ming, Dr. Dai Yiyi and Mr. Chen Zhigang as independent non-executive Directors.

Please also refer to the published version of this announcement in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese).