

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, November 4, 2014 (the “**Prospectus**”) issued by Fulum Group 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. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Placing described below before deciding whether or not to invest in the Shares thereby 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 this 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 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. The Offer Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, BOCI Asia Limited, 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 supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the 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 date of closing of the application lists 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 actions cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and 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 and demand for the Shares and the price of the Shares could fall.



Fulum Group Holdings Limited
富臨集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 325,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 32,500,000 Shares (subject to adjustment)
Number of International Placing Shares : 292,500,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price : HK\$1.66 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : HK\$0.001 per Share
Stock code : 1443

Sole Sponsor

Deutsche Securities Asia Limited

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Deutsche Bank AG, Hong Kong Branch

BOCI Asia Limited

Deutsche Bank Group 

 **BOC INTERNATIONAL**

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 to be issued as described in the Prospectus (including (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Capitalization Issue and the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the Shares which may be issued pursuant to the exercise of the Pre-IPO Share Options and the Post-IPO Share Options). Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, November 13, 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.fulum.com.hk and the Stock Exchange's website at www.hkexnews.hk.

The Global Offering comprises the: (1) Hong Kong Public Offering of 32,500,000 Offer Shares (subject to adjustment); and (2) International Placing of 292,500,000 Offer Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section headed "Structure and Conditions of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators on behalf of the International Underwriters, to require the Company to allot and issue up to 48,750,000 additional Shares, representing approximately 15% of the number of Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Placing, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board 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 on 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. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.66 per Offer Share and is currently expected to be not less than HK\$1.26 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\$1.66 per Offer Share together with brokerage of 1.0%, 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\$1.26 per Offer Share.

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 and the designated website (www.hkeipo.hk) for the HK eIPO White Form. Applicants who would like to have the allotted Hong Kong 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 Hong Kong 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 collected during normal business hours from 9:00 a.m. on Tuesday, November 4, 2014, until 12:00 noon on Friday, November 7, 2014 from

(i) any of the following offices of the Joint Bookrunners:

Deutsche Bank AG, Hong Kong Branch	52/F, International Commerce Centre 1 Austin Road West Kowloon, Hong Kong
BOCI Asia Limited	26th Floor, Bank of China Tower 1 Garden Road Hong Kong

(ii) any of the branches of the following receiving banks:

Standard Chartered Bank (Hong Kong) Limited

	Branch	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King's Road, North Point
Kowloon	Kwun Tong Hoi Yuen Road Branch	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong, Kowloon
	Tsimshatsui Branch	G/F, 8A-10 Granville Road, Tsimshatsui
	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
New Territories	Tuen Mun Town Plaza Branch	Shop No. G047-G052, Tuen Mun Town Plaza Phase I, Tuen Mun
	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi

Hang Seng Bank Limited

	Branch	Address
Hong Kong Island	Head Office	83 Des Voeux Road Central
	Wanchai Branch	200 Hennessy Road
	North Point Branch	335 King's Road
Kowloon	Tsimshatsui Branch	18 Carnarvon Road
	Yaumati Branch	363 Nathan Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Tuesday, November 4, 2014 until 12:00 noon on Friday, November 7, 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 all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order marked payable to "**Horsford Nominees Limited — Fulum Group Public Offer**" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Tuesday, November 4, 2014 — 9:00 a.m. to 5:00 p.m.
Wednesday, November 5, 2014 — 9:00 a.m. to 5:00 p.m.
Thursday, November 6, 2014 — 9:00 a.m. to 5:00 p.m.
Friday, November 7, 2014 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form Service** at www.hkeipo.hk from 9:00 a.m. on Tuesday, November 4, 2014 until 11:30 a.m. on Friday, November 7, 2014 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Time for Inputting Electronic Application Instructions

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

Tuesday, November 4, 2014 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, November 5, 2014 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, November 6, 2014 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, November 7, 2014 — 8:00 a.m.⁽¹⁾ 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 9:00 a.m. on Tuesday, November 4, 2014 until 12:00 noon on Friday, November 7, 2014 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, November 7, 2014 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections headed "Structure and Conditions 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 final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Wednesday, November 12, 2014 (i) in The Standard (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the Stock Exchange's website (www.hkexnews.hk) and (iv) on the Company's website (www.fulum.com.hk). The results of allocations and the identification document number, where appropriate, of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, November 12, 2014 as described in the section headed "How to Apply for Hong Kong Offer Shares — 11. Publication of Results" in the Prospectus, including the websites of the Stock Exchange at www.hkexnews.hk and on the Company's website at www.fulum.com.hk.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Thursday, November 13, 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 sums paid on application. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, November 13, 2014. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 1443.

On behalf of the Board of Directors of
Fulum Group Holdings Limited
Yeung Wai

Chairman, Executive Director and Chief Executive Officer

Hong Kong, November 4, 2014

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Yeung Wai, Mr. Yeung Yun Chuen, Mr. Yeung Yun Kei and Mr. Leung Siu Sun as Executive Directors, and Mr. Fan Chun Wah Andrew, Mr. Lock Kwok On Anthony and Mr. Wu Kam On Keith as Independent Non-executive Directors.

Please also refer to the published version of this announcement in The Standard (in English) and the Hong Kong Economic Times (in Chinese).