

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated Friday, 27 February 2015 (the “**Prospectus**”) issued by KTL International Holdings Group 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 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 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.

Subject to the size of the Global Offering being equal to or more than HK\$100 million, in connection with the Global Offering, CCB International Capital Limited as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it may on behalf of the Underwriters effect transactions with a view to stabilising 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 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, its affiliates or any person acting for it, 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 Hong Kong Public Offering. Such transaction may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

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



KTL International Holdings Group Limited

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 28,000,000 Shares (subject to the Adjustment Option)
Number of Hong Kong Public Offer Shares	: 2,800,000 Shares (subject to reallocation)
Number of International Placing Shares	: 25,200,000 Shares (subject to reallocation and the Adjustment Option)
Offer Price	: Not more than HK\$5.00 per Offer Share and expected to be not less than HK\$3.00 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\$0.01 per Share
Stock code	: 442

Sole Global Coordinator



Joint Sponsors



Joint Bookrunners and Joint Lead Managers



Convoy Investment Services Limited
康宏証券投資服務有限公司

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 pursuant to the Global Offering (including any Shares which may be issued pursuant to the exercise of the Adjustment Option), the Capitalisation Issue and any Shares which fall to be issued pursuant to the exercise of the options granted under the Share Option Scheme. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 11 March 2015. In the event the Adjustment Option is exercised, an announcement will be made by the Company on the Company's website at www.ktl.com.hk and the Stock Exchange's website at www.hkexnews.hk.

The Global Offering of 28,000,000 Shares (subject to the Adjustment Option) comprises the: (1) Hong Kong Public Offering of 2,800,000 Offer Shares (subject to reallocation); and (2) International Placing of 25,200,000 Offer Shares (subject to reallocation and the Adjustment 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 "Structure and Conditions of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company expects to grant either an Over-allotment Option or an Offer Size Adjustment Option to the International Underwriters pursuant to the exercise of which the Company will be required to allot and issue up to 4,200,000 additional new Shares, representing approximately 15% of the initial number of Offer Shares, at the Offer Price. If the final Offer Price is less than HK\$3.58 and as a result, the size of the Global Offering is less than HK\$100 million, the Joint Bookrunners (for themselves and on behalf of the International Underwriters) can only exercise the Offer Size Adjustment Option to cover over-allocations under the International Placing and there will be no stabilisation action. If the final Offer Price is equal to or more than HK\$3.58 and as a result, the size of the Global Offering is equal to or more than HK\$100 million, the Joint Bookrunners (for themselves and on behalf of the International Underwriters) can only exercise the Over-allotment Option to cover over-allocations under the International Placing.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of 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 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\$5.00 per Offer Share and is currently expected to be not less than HK\$3.00 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$5.00 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\$5.00 per Offer Share.

Applications for the Hong Kong Public 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 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 Hong Kong 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 collected during normal business hours from 9:00 a.m. on Friday, 27 February 2015, until 12:00 noon on Wednesday, 4 March 2015 from:

- any of the following offices of the **Joint Bookrunners**:

CCB International Capital Limited	12/F, CCB Tower, 3 Connaught Road Central, Central, Hong Kong
China Galaxy International Securities (Hong Kong) Co., Limited	Unit 3501-3507, 35/F, Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Sheung Wan, Hong Kong
Convoy Investment Services Limited	Unit C, 24/F, @CONVOY 169 Electric Road North Point Hong Kong

- any of the following branches of the receiving banks:

Bank of Communications Co., Ltd. Hong Kong Branch

	Branch	Address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	Taikoo Shing Sub-Branch	Shop 38, G/F., Cityplaza 2, 18 Taikoo Shing Road
Kowloon	Cheung Sha Wan Plaza Sub-Branch	Unit G04, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road
	Kwun Tong Sub-Branch	Shop A, G/F., Hong Ning Court, 55 Hong Ning Road, Kwun Tong
New Territories	Tsuen Wan Sub-Branch	G/F., Shop G9B-G11, Pacific Commercial Plaza, Bo Shek Mansion, 328 Sha Tsui Road, Tsuen Wan
	Shatin Sub-Branch	Shop No. 193, Level 3, Lucky Plaza, Shatin

Hang Seng Bank Limited

	Branch	Address
Hong Kong Island	Head Office	83 Des Voeux Road, Central
	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 Friday, 27 February 2015 until 12:00 noon on Wednesday, 4 March 2015 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 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 banker's cashier order payable to "Bank of Communications (Nominee) Co. Ltd. – KTL International Public Offer" attached should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving banks listed above on such dates and during such time as specified in the Application Forms.

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 Friday, 27 February 2015 until 11:30 a.m. on Wednesday, 4 March 2015 or such later time as described in the section "How to Apply for the Hong Kong Public Offer Shares – 10. 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 can input **electronic application instructions** from 9:00 a.m. on Friday, 27 February 2015 until 12:00 noon on Wednesday, 4 March 2015 or such later time as described in the section "How to Apply for the Hong Kong Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections "Structure and Conditions of the Global Offering" and "How to Apply for the Hong Kong Public 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 indications of interest in the International Placing, the level of applications in respect of the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offer Shares on Tuesday, 10 March 2015 (i) in South China Morning Post (in English); (ii) in Hong Kong Economic Times (in Chinese); (iii) on the Stock Exchange's website (www.hkexnews.hk) and (iv) on the Company's website (www.ktl.com.hk). 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 Tuesday, 10 March 2015 as described in the section "How to Apply for the Hong Kong Public Offer Shares – 11. 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 Wednesday, 11 March 2015 provided that the Global Offering has become unconditional and the right of termination described in the section “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 Wednesday, 11 March 2015. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 442.

By order of the Board of Directors
KTL International Holdings Group Limited
Kei York Pang Victor
Co-Chairman and Executive Director

Hong Kong, 27 February 2015

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Kei York Pang Victor, Mr. Li Man Chun and Mr. Kei Yeuk Lun Calan as executive Directors, and Mr. Ting Tit Cheung, Mr. Chan Chi Kuen and Mr. Lo Chun Pong 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).