

Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 8 March 2016 (the “**Prospectus**”) issued by K. H. 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. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

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K. H. GROUP HOLDINGS LIMITED

劍虹集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

PLACING AND PUBLIC OFFER

Number of Offer Shares	: 100,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares	: 10,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 90,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	: Not more than HK\$0.95 per Offer Share and expected to be not less than HK\$0.80 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	: 1557

Sponsor

AmCap

Ample Capital Limited

豐盛融資有限公司

Joint Lead Managers and Bookrunners

AmCap
Ample Orient Capital Limited

 **鼎成證券有限公司**
Gransing Securities Co., Limited

Application has been made by the Company to the Listing Committee for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including the additional Shares which may be issued under the Capitalisation Issue, exercise of the options that have been granted under the Share Option Scheme and exercise of the Offer Size Adjustment Option).

The Share Offer comprises the Placing and the Public Offer. A total of initially 100,000,000 Shares (subject to the Offer Size Adjustment Option) will be made available under the Share Offer, of which 90,000,000 Placing Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the Offer Shares, will initially be conditionally placed with selected professional, institutional and private investors under the Placing. The remaining 10,000,000 Public Offer Shares (subject to reallocation), representing 10% of the Offer Shares, will initially be offered to members of the public in Hong Kong under the Public Offer. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

The Company has granted the Offer Size Adjustment Option to the Placing Underwriters, exercisable with the consent of the Company by Ample Orient Capital Limited (“AOCL”) on behalf of the Placing Underwriters, at any time before 5:00 p.m. on the business day immediately before the date of the announcement of the results of allocations and the basis of allocation of the Public Offer Shares, to require the Company to allot and issue up to 15,000,000 additional Placing Shares, representing up to 15% of the Offer Shares initially available under the Share Offer, at the Offer Price per Offer Share solely to cover over-allocations in the Placing. The Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after listing of the Shares on the Stock Exchange and is not subject to the Securities and Future (Price Stabilizing) Rules of the SFO. Any such additional Shares may be issued to cover any excess demand in the Placing and in the event that the Offer Size Adjustment Option is exercised with the consent of the Company, AOCL may decide to whom and proportions in which the additional Shares will be allotted. The Company will disclose in the announcement of the results of allocations and the basis of allocation of the Public Offer Shares, 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 Stock Exchange website at www.hkexnews.hk and the Company’s website at www.kh-holdings.com.

If the Stock Exchange grants approval for the listing of, and permission to deal in, the Shares and the Company comply 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 any other date as determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) 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\$0.95 per Offer Share and is expected to be not less than HK\$0.80 per Offer Share. Applicants must pay the maximum indicative Offer Price of HK\$0.95 per Offer Share plus 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is lower than HK\$0.95 per Offer Share.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who would like the allotted Public Offer Shares to be issued in their own names should use a **WHITE** Application Form. Applicants who would like the allotted Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts should use a **YELLOW** Application Form or electronically instruct HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 8 March 2016 until 12:00 noon on Friday, 11 March 2016 from:

(i) any of the following offices of the Public Offer Underwriters:

Ample Orient Capital Limited

Unit A, 14/F
Two Chinachem Plaza
135 Des Voeux Road Central
Central
Hong Kong

**Gransing Securities Co.,
Limited**

805-806, Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

(ii) any of the following branches of DBS Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central
	United Centre Branch	Shops 1015-1018, 1/F & Shops 2032-2034, 2/F, United Centre, 95 Queensway, Admiralty
	North Point Branch	G/F, 391 King's Road, North Point
	Hennessy Road Branch	427-429 Hennessy Road, Causeway Bay
Kowloon	Nathan Road Branch	G/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
	Tsimshatsui Branch	G/F, 22-24 Cameron Road, Tsim Sha Tsui
	Yaumatei Branch	G/F & 1/F, 131-137 Woo Sung Street, Yau Ma Tei
	Hoi Yuen Road Branch	Unit 2, G/F, Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong
New Territories	Yuen Long Branch	G/F, 1-5 Tai Tong Road, Yuen Long
	Shatin Plaza Branch	Shop 47 & 48, Level 1, Shatin Plaza, No. 21-27 Sha Tin Centre Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 8 March 2016 until 12:00 noon on Friday, 11 March 2016 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have such Application Forms and the Prospectus available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Ting Hong Nominees Limited — KH Group Hold Public Offer" for the payment, 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, 8 March 2016 — 9:00 a.m. to 5:00 p.m.
Wednesday, 9 March 2016 — 9:00 a.m. to 5:00 p.m.
Thursday, 10 March 2016 — 9:00 a.m. to 5:00 p.m.
Friday, 11 March 2016 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 11 March 2016, the last application day or such later time as described in the sub-section headed "How to apply for Public Offer Shares — 9. Effect of Bad Weather on the Opening of the Applications Lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 8 March 2016 until 12:00 noon on Friday, 11 March 2016 or such later time as described in the sub-section headed "How to apply for Public Offer Shares — 9. 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 Share Offer" and "How to Apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Thursday, 17 March 2016 (i) in The Standard (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Company at www.kh-holdings.com; and (iv) on the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Public Offer Shares successfully applied for under **WHITE** and **YELLOW** application forms, or by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels as described in the sub-section headed "How to apply for Public Offer Shares — 10. Publication of results" in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on the Listing Date provided that the Share Offer has become unconditional and the right of termination described in the section headed "Underwriting" in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Friday, 18 March 2016, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 18 March 2016. The Shares will be traded in board lots of 4,000 Shares each under the stock code 1557.

By order of the Board
K. H. Group Holdings Limited
Yu Shiu Tin Paul
Chairman and Executive Director

Hong Kong, 8 March 2016

As at the date of this announcement, the Board comprises Mr. Yu Shiu Tin Paul, Mr. Yeung Sau Ming Boris and Ms. Chan Lai Kuen, as executive Directors; Mr. Chan Kee Huen Michael, Mr. Cheng Yan Kee, Mr. Cheung Chi Fai Frank and Professor Chung Hung Kwan Barnabas as independent non-executive Directors.