

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 15 November 2016 (the “Prospectus”) issued by Mengke Holdings 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 Share Offer described below before deciding whether or not to invest in the Offer Shares.

This announcement is not, and is not intended to be, an offer of securities of the Company for sale in any jurisdiction, including, without limitation, the United Kingdom, Australia, Japan, Canada or the United States. This announcement is not for distribution, directly or indirectly, in or into the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). The securities of the Company may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not be and it is not intended to be any public offering of securities of the Company in the United States. This announcement and information contained herein are not for release, publication or distribution, directly or indirectly, in or into the United States.



Mengke Holdings Limited 盟科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	: 125,000,000 Shares
Number of Placing Shares	: 112,500,000 Shares (subject to re-allocation)
Number of Public Offer Shares	: 12,500,000 Shares (subject to re-allocation)
Maximum Offer Price	: HK\$0.70 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	: 1629

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Public Offer and the Placing (including any Shares which may be issued pursuant to the Capitalisation Issue and the exercise of any options that may be granted under the Share Option Scheme). Assuming the Public Offer becomes unconditional on or before 8:00 a.m. (Hong Kong time) on Friday, 25 November, 2016, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. (Hong Kong time) on Friday, 25 November, 2016.

The Share Offer comprises the Public Offer of initially 12,500,000 Shares (subject to reallocation), representing 10% of the Offer Shares, and the Placing of initially 112,500,000 Shares (subject to re-allocation), representing 90% of the Offer Shares. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” 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 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\$0.70 per Offer Share and is expected to be not less than HK\$0.50 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$0.70 per Offer Share plus 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee, subject to refund if the Offer Price as finally determined is less than HK\$0.70 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 Application Forms.

Applicants who would like the Public Offer Shares to be allotted 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 through the **HK eIPO White Form** service. Applicants who would like the Public Offer Shares to be allotted 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 obtained during normal business hours from 9:00 a.m. on Tuesday, 15 November, 2016 until 12:00 noon on Friday, 18 November, 2016 from:

(i) the following office of the Public Offer Underwriters:

RaffAello Securities (HK) Limited
Rooms 2002 & 2002B, 20/F
Tower Two, Lippo Centre
89 Queensway
Hong Kong

First Shanghai Securities Limited
1903, Wing On House
71 Des Voeux Road Central
Hong Kong

(ii) any of the following branches of Wing Lung Bank Limited:

	Branch Name	Address
Hong Kong Island	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	North Point Branch	361 King's Road
Kowloon	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
	Sham Shui Po Branch	111 Tai Po Road
New Territories	Tsuen Wan Branch	251 Sha Tsui Road
	Sheung Shui Branch	128 San Fung Avenue

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 15 November, 2016 until 12:00 noon on Friday, 18 November, 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 **YELLOW** 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 payable to "Wing Lung Bank (Nominees) Limited — Mengke Holdings Limited Public Offer" attached 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, 15 November, 2016 — 9:00 a.m. to 5:00 p.m.
Wednesday, 16 November, 2016 — 9:00 a.m. to 5:00 p.m.
Thursday, 17 November, 2016 — 9:00 a.m. to 5:00 p.m.
Friday, 18 November, 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, 18 November, 2016, the last application day or such later time as described in "How to Apply for the Public Offer Shares — 10. Effect of Bad Weather On the Opening of the Applications Lists" in the Prospectus.

Applicants applying through the **HK eIPO White Form** service may submit applications through the designated website at www.hkeipo.hk from 9:00 a.m. on Tuesday, 15 November, 2016 until 11:30 a.m. on Friday, 18 November, 2016 or such later time as described in the section headed "How to Apply for the Public Offer Shares" 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 Tuesday, 15 November, 2016 until 12:00 noon on Friday, 18 November, 2016.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for the 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 under the Placing, the level of applications under the Public Offer and the basis of allocation of the Public Offer Shares on or before Thursday, 24 November, 2016 on the Company's website at www.mengkeholdings.com and the website of the Stock Exchange at www.hkexnews.hk. The results of allocations of the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer, will be made available through a variety of channels from Thursday, 24 November, 2016 in the manner as described in the section headed "How to Apply for the Public Offer Shares — 11. 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 Friday, 25 November 2016 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, 25 November 2016, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. (Hong Kong time) on Friday, 25 November, 2016. The Shares will be traded in board lots of 4,000 Shares each under the stock code 1629.

By order of the Board
Mengke Holdings Limited
Zhang Weixiang
Chairman

Hong Kong, 15 November 2016

As at the date of this announcement, the Board comprises Mr. Fu Mingping as executive Director, Mr. Zhang Weixiang as non-executive Director and Mr. Cheng Tai Kwan Sunny, Mr. Tan Yik Chung Wilson and Mr. Yick Ting Fai Jeffrey as independent non-executive Directors.

This announcement is available for viewing on the Company's website at www.mengkeholdings.com and the website of the Stock Exchange at www.hkexnews.hk.