

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 26 January 2017 (the “**Prospectus**”) issued by Able Engineering 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 the Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer 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 (the “**U.S. Securities Act**”) or any state securities law in the United States and may not be offered, sold, pledged or transferred 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 and applicable U.S. state securities laws. There will be no public offer of securities in the United States.*

*In connection with the Share Offer, Ample Orient Capital Limited, as the stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or 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 in what the Stabilising Manager reasonably regards as the best interest of the Company, 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 Public Offer, being Friday, 10 March 2017. Such stabilisation 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 (Chapter 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day after the last day for the lodging of applications under the Public Offer, being Friday, 10 March 2017. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



Able Engineering Holdings Limited

安保工程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Number of Offer Shares under the Share Offer** : 500,000,000 Shares (subject to the Over-allotment Option)
- Number of Public Offer Shares** : 50,000,000 Shares (subject to reallocation)
- Number of Placing Shares** : 450,000,000 Shares including 50,400,000 Reserved Shares under the Preferential Offer (subject to reallocation and the Over-allotment Option)
- Offer Price** : Not more than HK\$1.1 per Offer Share and expected to be not less than HK\$0.9 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollar and subject to refund)
- Nominal value** : HK\$0.01 per Share
- Stock code** : 1627

Sponsor

AmCap

Ample Capital Limited
豐盛融資有限公司

Sole Coordinator

AmCap

Ample Orient Capital Limited
豐盛東方資本有限公司

Joint Bookrunners and Lead Managers

AmCap
Ample Orient Capital Limited
豐盛東方資本有限公司

CONVOY
Investment Services
康宏 証券投資

第一上海
FIRST SHANGHAI GROUP
FIRST SHANGHAI SECURITIES LIMITED
第一上海證券集團有限公司

國元融資(香港)有限公司
GUOYUAN CAPITAL (HONG KONG) LTD

Co-Managers

Pacific Foundation

CHKL | 中港通證券
CHINA HONG KONG LINK SECURITIES

聯合證券
Head & Shoulders Securities

Quam | 華富嘉洛
Securities & Futures 證券期貨

Innovax Capital

Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Share Offer (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Assuming that the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 20 February 2017, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Monday, 20 February 2017. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.ableeng.com.hk.

The Share Offer comprises the Public Offer of initially 50,000,000 Shares (subject to reallocation) and the Placing of initially 450,000,000 Shares (subject to reallocation and the Over-allotment Option) representing 10% and 90% of the total number of Offer Shares initially being offered under the Share Offer, respectively. Of the 450,000,000 Offer Shares initially being offered under the Placing, up to an aggregate of 50,400,000 Offer Shares are available for subscription by Qualifying Vantage Shareholders under the Preferential Offer as Preferential Entitlement. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. However, the Reserved Shares are not subject to such reallocation.

In connection with the Share Offer, the Company is expected to grant the Over-allotment Option to the Placing Underwriters, which is exercisable by the Sole Coordinator (on behalf of the Placing Underwriters) at any time from the Listing Date until 30 days after the last day for lodging applications under the Public Offer, to require the Company to allot and issue up to an aggregate of 75,000,000 additional Shares, representing 15% of the total number of Offer Shares initially available under the Share Offer, at the Offer Price to cover over-allocations in the Placing, if any.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange as well as the 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 Listing Date 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\$1.1 per Offer Share and is expected to be not less than HK\$0.9 per Offer Share, unless otherwise announced. Applicants under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$1.1 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%.

If the Offer Price as finally determined is less than HK\$1.1 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the paragraph headed “How to Apply for Public Offer Shares and Reserved Shares — 13. Refund of Application Monies” in the Prospectus.

Applications for the Public Offer Shares and the Reserved 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 Form; 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 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 Form; or (ii) give **electronic application instructions** to HKSCC via CCASS. Applicants, who are Qualifying Vantage Shareholders and would like to subscribe for the Reserved Shares pursuant to the Preferential Offer, should complete and sign the **BLUE** Application Form.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 26 January 2017 until 12:00 noon on Wednesday, 8 February 2017 from:

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

Ample Orient Capital Limited	Unit 902, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong
Convoy Investment Services Limited	21/F, Tesbury Centre, 28 Queen's Road East, Admiralty, Hong Kong
First Shanghai Securities Limited	Room 1903, Wing On House, 71 Des Voeux Road Central, Hong Kong
Guoyuan Capital (Hong Kong) Limited	22/F, CCB Tower, 3 Connaught Road Central, Hong Kong
Pacific Foundation Securities Limited	11/F, New World Tower II, 16-18 Queen's Road Central, Hong Kong
China-Hong Kong Link Securities Company Limited	17/F, 80 Gloucester Road, Wanchai, Hong Kong
Head & Shoulders Securities Limited	Room 2511, 25/F, Cosco Tower, 183 Queen's Road Central, Hong Kong
Quam Securities Company Limited	18/F-19/F, China Building, 29 Queen's Road Central, Hong Kong
Innovax Capital Limited	Room 2002, 20/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong

- (ii) any of the following branches of the receiving bank, **Bank of China (Hong Kong) Limited**:

	Branch	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Wan Chai (Wu Chung House) Branch	213 Queen's Road East, Wan Chai
	King's Road Branch	131-133 King's Road, North Point
Kowloon	Prince Edward Branch	774 Nathan Road, Kowloon
	Jordan Road Branch	1/F, Sino Cheer Plaza, 23-29 Jordan Road
	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong
	Metro City Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O
New Territories	Citywalk Branch	Shop 65, G/F, Citywalk, 1 Yeung Uk Road, Tsuen Wan
	Tai Po Plaza Branch	Unit 4, Level 1 Tai Po Plaza, 1 On Tai Road, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 26 January 2017 until 12:00 noon on Wednesday, 8 February 2017 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

A copy of the Prospectus, together with the **BLUE** Application Form, is despatched to each Qualifying Vantage Shareholder at the address recorded on the register of members of Vantage at 4:30 p.m. on the Record Date. Qualifying Vantage Shareholders who require a replacement **BLUE** Application Form should contact Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or on its hotline 2980 1333. An electronic copy of the Prospectus (which is identical to the printed Prospectus) can be accessed and downloaded from the websites of the Company at www.ableeng.com.hk and the Stock Exchange at www.hkexnews.hk.

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 attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — ABLE ENGINEERING 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 on the following dates during the following times:

9:00 a.m. to 5:00 p.m., Thursday, 26 January 2017
9:00 a.m. to 5:00 p.m., Friday, 27 January 2017
9:00 a.m. to 5:00 p.m., Wednesday, 1 February 2017
9:00 a.m. to 5:00 p.m., Thursday, 2 February 2017
9:00 a.m. to 5:00 p.m., Friday, 3 February 2017
9:00 a.m. to 1:00 p.m., Saturday, 4 February 2017
9:00 a.m. to 5:00 p.m., Monday, 6 February 2017
9:00 a.m. to 5:00 p.m., Tuesday, 7 February 2017
9:00 a.m. to 12:00 noon, Wednesday, 8 February 2017

The application for the Public Offer Shares will commence on Thursday, 26 January 2017 through Wednesday, 8 February 2017, being longer than normal market practice of four days. The application monies (including the brokerage fees, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Friday, 17 February 2017. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Monday, 20 February 2017.

The **BLUE** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — ABLE ENGINEERING PREFERENTIAL OFFER**" for the payment, should be deposited in the special collection box at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on such dates and during such time as specified in the **BLUE** Application Form.

Applicants applying by **HK eIPO White Form** may submit applications to the **HK eIPO White Form** Service Provider at www.hkeipo.hk from 9:00 a.m. on Thursday, 26 January 2017 until 11:30 a.m. on Wednesday, 8 February 2017 (24 hours daily, except on the last application day), and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 8 February 2017, or such later time as described in the paragraph headed “How to Apply for Public Offer Shares and Reserved Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Participants can input electronic application instructions from 9:00 a.m. on Thursday, 26 January 2017 until 12:00 noon on Wednesday, 8 February 2017. The latest time for inputting your electronic application instructions will be 12:00 noon on Wednesday, 8 February 2017, the last application day or such later time as described in the paragraph headed “How to Apply for Public Offer Shares and Reserved 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 Share Offer” and “How to Apply for Public Offer Shares and Reserved Shares” in the Prospectus for details of the conditions and procedures of the Public Offer and the Preferential 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 Preferential Offer and the basis of allocation of the Public Offer Shares and the Reserved Shares on Friday, 17 February 2017 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the Company’s website at www.ableeng.com.hk and the website of the Stock Exchange at www.hkexnews.hk. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer and the Preferential Offer will be available through a variety of channels from Friday, 17 February 2017 as described in the section headed “How to Apply for Public Offer Shares and Reserved 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 Monday, 20 February 2017, provided that the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised and the Share Offer has become unconditional. 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 Monday, 20 February 2017. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 1627.

By Order of the Board of Directors
Able Engineering Holdings Limited
Ngai Chun Hung
Chairman

Hong Kong, 26 January 2017

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Ngai Chun Hung, Mr. Ip Yik Nam, Mr. Yau Kwok Fai, Mr. Yam Kui Hung, Mr. Lau Chi Fai Daniel and Mr. Cheung Ho Yuen as executive Directors; Dr. Li Yok Sheung, Ms. Mak Suk Hing and Ms. Leung Yuen Shan Maisy as independent non-executive Directors.

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