

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 28 November 2017 (the “**Prospectus**”) issued by Riverine China 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 shares or other securities of the Company. Potential investors should read the Prospectus issued by the Company for detailed information about the Company and the Global Offering 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 and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or any other jurisdiction. The Offer Shares have not been and will not be registered under the US 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 that Offer Shares may be offered, sold or delivered in the United States to qualified institutional buyers in accordance with the restrictions of Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements under the US Securities Act and outside the United States in offshore transactions in accordance with Regulation S. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

In connection with the Global Offering, Haitong International Securities Company Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere over-allocate or effect short sales or any other stabilising 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 from the Listing Date and until the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilising Manager, 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, 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 lodging of applications under the Hong Kong Public Offering, being 31 December 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 (Cap. 571 of the Laws of Hong Kong). The details of the intended stabilisation action are set forth in the section headed “Structure of the Global Offering” in the Prospectus.

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 the applications under the Hong Kong Public Offering, being 31 December 2017. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



## Riverine China Holdings Limited

浦江中國控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

### GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 100,000,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 10,000,000 Shares (subject to reallocation)
- Number of International Offer Shares** : 90,000,000 Shares (subject to reallocation and the Over-allotment Option)
- Maximum Offer Price** : HK\$2.14 per Offer Share, plus a brokerage of 1.0%, an SFC transaction levy of 0.0027% and a 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** : 1417

*Sole Sponsor*



*Sole Global Coordinator*



*Joint Bookrunners*



Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and the Offer Shares to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option and the exercise of any options which may be granted under the Share Option Scheme). Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. on Monday, 11 December 2017, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, 11 December 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](http://www.hkexnews.hk) and the website of the Company at [www.riverinepm.com](http://www.riverinepm.com). The Shares will be traded in board lots of 2,000 Shares each.

The Global Offering comprises the Hong Kong Public Offering of initially 10,000,000 Shares (subject to reallocation) and the International Offering of initially 90,000,000 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 Global Offering, respectively. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure 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 in full or in part by the Stabilising Manager (on behalf of the International Underwriters), from the day on which trading of the Shares commences on the Stock Exchange up to and including 30th day after the last day for lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to 15,000,000 additional Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering at the Offer Price to cover, among other things, over-allocations in the International Offering, if any.

Subject to the granting of the approval for 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. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The Offer Price will not be more than HK\$2.14 per Offer Share and is expected to be not less than HK\$1.43 per Offer Share unless otherwise announced, not later than on the morning of the last day for lodging applications under the Hong Kong Public Offering. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$2.14 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\$2.14 per Offer Share, appropriate refund payments (including the brokerage, 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 “13. Refund of Your Application Monies” in the section headed “How to Apply for the Hong Kong Offer Shares” in the Prospectus.

**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) in relation to the HK eIPO White Form.**

Applicants who would like the Hong Kong 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 Hong Kong 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 Form, may be obtained during normal business hours from 9:00 a.m. on 28 November 2017 until 12:00 noon on 1 December 2017 (or such later date as may apply as described in the section headed “How to Apply for the Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the Application Lists” in the Prospectus) from:

1. the following offices of the Hong Kong Underwriters:

China Industrial Securities International Capital Limited	7/F, Three Exchange Square 8 Connaught Place Central Hong Kong
Haitong International Securities Company Limited	22/F, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
ChaoShang Securities Limited	Room 4001–4002, 40/F China Resources Building 26 Harbour Road Wanchai Hong Kong
China Goldjoy Securities Limited	Unit 1703–06, Infinitus Plaza 199 Des Voeux Road Central Hong Kong

China Sky Securities Limited	Room 1106, 11/F Cosco Tower, 183 Queen's Road Central Hong Kong
Head & Shoulders Securities Limited	Room 2511, 25/F Cosco Tower 183 Queen's Road Central Hong Kong
SPDB International Capital Limited	Suites 3207–3212, 32/F, One Pacific Place 88 Queensway Hong Kong
Yicko Securities Limited	19/F, Tung Ning Building 125–127 Connaught Road Central Hong Kong
Yue Xiu Securities Company Limited	13/F, Yue Xiu Building 160 Lockhart Road Wanchai Hong Kong

2. the following branches of Bank of China (Hong Kong) Limited:

	<b>Branch Name</b>	<b>Branch address</b>
<b>Hong Kong Island</b>	United Centre Branch	Shop 1021, United Centre 95 Queensway
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
<b>Kowloon</b>	Prince Edward Road West (Mong Kok) Branch	116–118 Prince Edward Road West Mong Kok, Kowloon
	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza 68 Hoi Yuen Road, Kwun Tong
<b>New Territories</b>	Kau Yuk Road Branch	18–24 Kau Yuk Road, Yuen Long
	Shatin Branch	Shop 20, Level 1, Lucky Plaza 1–15 Wang Pok Street, Sha Tin

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 November 2017 until 12:00 noon on Friday, 1 December 2017 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — RIVERINE CHINA HOLDINGS PUBLIC OFFER" should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying through the **HK eIPO White Form** service may submit applications through the designated website of the **HK eIPO White Form Service Provider** at **www.hkeipo.hk** from 9:00 a.m. on Tuesday, 28 November 2017 until 11:30 a.m. on Friday, 1 December 2017 (24 hours daily, except on the last application day) or such later time as described in the section headed "*How to Apply for the Hong Kong Offer 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 Tuesday, 28 November 2017 until 12:00 noon on Friday, 1 December 2017 or such later time as described in the section headed "*How to Apply for the 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 of the Global Offering*" and "*How to Apply for the Hong Kong Offer Shares*" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of Hong Kong Offer Shares on or before Friday, 8 December 2017 on the website of the Company at **www.riverinepm.com** and the website of the Stock Exchange at **www.hkexnews.hk**.

The results of allocations (with the successful applicants' identification document numbers, where applicable) under the Hong Kong Public Offering will be made available from Friday, 8 December 2017 through a variety of channels at the times and dates and in the manner specified in the section headed "*How to Apply for the Hong Kong Offer Shares — 11. Publication of results*" in the Prospectus.

The Company will not issue temporary documents of title or receipt for application fees received. Share certificates will only become valid certificates of title at 8:00 a.m. on Monday, 11 December 2017 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed "*Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination*" in the Prospectus has not been exercised.

Dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Monday, 11 December 2017. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares will be 1417.

By Order of the Board of Directors  
**Riverine China Holdings Limited**  
**Xiao Xingtao**  
*Chairman*

Hong Kong, 28 November 2017

*As at the date of this announcement, Mr. Xiao Xingtao, Mr. Fu Qichang and Mr. Xiao Yuqiao are the executive Directors, and Mr. Cheng Dong, Mr. Weng Guoqiang and Mr. Shu Wa Tung Laurence are the independent non-executive Directors.*