

Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 13 December 2017 (the “**Prospectus**”) issued by Ling Yui Holdings 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 invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being 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 Offer 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.

LING YUI HOLDINGS LIMITED

凌銳控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	:	200,000,000 Shares (comprising 140,000,000 new Shares and 60,000,000 Sale Shares)
Number of Public Offer Shares	:	20,000,000 new Shares (subject to reallocation)
Number of Placing Shares	:	180,000,000 Shares, comprising 120,000,000 new Shares and 60,000,000 Sale Shares (subject to reallocation)
Maximum Offer Price	:	HK\$0.55 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	:	784

Sponsor

FRONTPAGE 富比

Frontpage Capital Limited

Joint Bookrunners



Joint Lead Managers

FRONTPAGE 富比



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 Share Offer (including any additional Shares which may be issued pursuant to the Capitalisation Issue and the exercise of any options which may be granted under the Share Option Scheme).

The Share Offer comprises (a) the Public Offer of initially 20,000,000 new Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Share Offer, and (b) the Placing of initially 180,000,000 Shares (comprising 120,000,000 new Shares offered by the Company and 60,000,000 Sales Shares offered by the Vendor) (subject to reallocation), representing 90% of the total number of Offer Shares initially available under the Share Offer. 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.

Subject to the granting of the approval by the Stock Exchange for the listing of, and permission to deal in, the Shares on the Main Board 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 Listing Date or on any other date as 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 is expected to be determined by agreement between our Company (for itself and on behalf of the Vendor) and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, 20 December 2017 or such later date as may be agreed between our Company (for itself and on behalf of the Vendor) and the Joint Lead Managers (for themselves and on behalf of the Underwriters). If, for any reason, the Offer Price is not agreed between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company (for itself and on behalf of the Vendor) on or before Friday, 22 December 2017, the Share Offer will not become unconditional and will lapse immediately. In such case, an announcement will be made immediately by our Company on the website of the Stock Exchange at www.hkexnews.hk and our Company’s website at www.lingyui.com.hk.

The Offer Price will be not more than HK\$0.55 per Offer Share and is expected to be not less than HK\$0.45 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares shall pay in full, on application, the maximum Offer Price of HK\$0.55 per Offer Share together with brokerage fee of 1%, 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\$0.55 per Offer Share, appropriate refund payments (including the related brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to the applicants, without interest.

Prospective investors of the Offer Shares should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreements by giving a notice in writing to our Company upon the occurrence of any of the events set out under the section headed “Underwriting – Underwriting arrangements and expenses – The Public Offer – Grounds for termination”

of the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Should the Joint Lead Managers (for themselves and on behalf of the Underwriters) terminate the Underwriting Agreements, the Share Offer will not proceed and will lapse.

Applicants who wish to have the Public Offer Shares allotted and issued in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit application 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 wish to have the Public Offer Shares allotted and issued 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 Wednesday, 13 December 2017 until 12:00 noon on Monday, 18 December 2017 from:

(i) the following offices of the Joint Lead Managers:

Frontpage Capital Limited	26/F, Siu On Centre 188 Lockhart Road Wan Chai Hong Kong
Future Land Resources Securities Limited	6/F, Winbase Centre No. 208 Queen's Road Central Hong Kong
South China Securities Limited	28/F, Bank of China Tower 1 Garden Road Central Hong Kong

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

District	Branch	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building 4-4A, Des Voeux Road Central, Central
	North Point Centre Branch	Shop G, G/F, North Point Centre 284 King's Road, North Point
Kowloon	68 Nathan Road Branch	Basement, Shop B1 G/F and M/F Golden Crown Court 66-70 Nathan Road, Tsim Sha Tsui
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road Cheung Sha Wan

District	Branch	Address
New Territories	Maritime Square Branch	Shop 308E, Level 3 Maritime Square, Tsing Yi

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 13 December 2017, until 12:00 noon on Monday, 18 December 2017, from: (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) 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 "**HORSFORD NOMINEES LIMITED – LING YUI 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:

Wednesday, 13 December 2017	–	9:00 a.m. to 5:00 p.m.
Thursday, 14 December 2017	–	9:00 a.m. to 5:00 p.m.
Friday, 15 December 2017	–	9:00 a.m. to 5:00 p.m.
Saturday, 16 December 2017	–	9:00 a.m. to 1:00 p.m.
Monday, 18 December 2017	–	9:00 a.m. to 12:00 noon

The latest time for lodging the application is 12:00 noon on Monday, 18 December 2017. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the section headed "How to Apply for the Public Offer Shares – 10. Effect of bad weather on the opening of the application lists" of the Prospectus.

Applicants applying through **HK eIPO White Form** may submit applications through the **HK eIPO White Form** Service Provider at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Wednesday, 13 December 2017 until 11:30 a.m. on Monday, 18 December 2017 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, 18 December 2017 or such later time as described in the section headed "How to Apply for the Public 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 Wednesday, 13 December 2017 until 12:00 noon on Monday, 18 December 2017 or such later time as described in the section headed "How to Apply for the Public Offer 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 the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Share Offer.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the results of applications in the Public Offer and the level and the basis of allocation of the Public Offer Shares on Wednesday, 27 December 2017 on the Company's website at www.lingyui.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 (where appropriate) of successful applicants under the Public Offer will be available through a variety of channels from Wednesday, 27 December 2017 as described in the section headed “How to Apply for the Public Offer Shares – 11. Publication of results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.55 (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Share Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Share Offer – The Share Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage fee, SFC transaction levy and the Stock Exchange trading fee, will be refunded without interest or the cheque or banker’s cashier order will not be cleared.

The Company will not issue any receipts for sum paid on application or temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Thursday, 28 December 2017 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. Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, 28 December 2017. The Shares will be traded in board lots of 10,000 Shares each and the Stock Code is 784.

By order of the Board
Ling Yui Holdings Limited
Lee Kim Ming
Chairman and executive Director

Hong Kong, 13 December 2017

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Lee Kim Ming and Mr. Chan Siu Hung; and four independent non-executive Directors, namely Mr. Chong Kam Fung, Mr. Chung Yan Yee Andrew, Mr. Ho Chun Chung Patrick and Mr. Shi Wai Lim William.