

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated December 28, 2017 (the “**Prospectus**”) issued by Zhenro Properties Group Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation 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 Global Offering 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 any securities in the United States or any other jurisdiction. The 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**”) or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to registration or an exemption from, or in a transaction not subject to the registration requirements of the U.S. Securities Act and any applicable state securities laws of the United States. There will not be and is not currently intended to be any public offering of securities of the Company in the United States. The Offer Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, CCB International Capital Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, to the extent permitted by the applicable laws and regulatory requirements of Hong Kong or elsewhere, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it and may be discontinued at any time. In any event, any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering, being February 7, 2018. Such stabilization 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 (Chapter 571W of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization 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. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



Zhenro Properties Group Limited
正榮地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global : 1,000,000,000 Shares (subject to the Offering Over-allotment Option)
Number of Hong Kong Offer Shares : 100,000,000 Shares (subject to reallocation)
Number of International Offer Shares : 900,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price : HK\$4.08 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : US\$0.00001 per Share
Stock code : 6158

Sole Sponsor



Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company through the Sole Sponsor, CCB International Capital Limited, which is located at 12/F., CCB Tower, 3 Connaught Road Central, Central, Hong Kong, to the Listing Committee for the listing of, and permission to deal in, (i) the Shares in issue; (ii) the Offer Shares to be issued pursuant to the Capitalization Issue and the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the Shares which may be issued pursuant to the exercise of the options which may be granted under the Share Option Scheme. Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, January 16, 2018, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Tuesday, January 16, 2018. 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.zhenrodc.com.

The Global Offering comprises the Hong Kong Public Offering of initially 100,000,000 Shares (subject to reallocation) and the International Offering of initially 900,000,000 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 by the Sole Representative (for itself and on behalf of the other International Underwriters) from the Listing Date until up to (and including) the day which is the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to and aggregate of 150,000,000 additional Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price under the International Offering, to cover 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.

The Offer Price will not be more than HK\$4.08 per Offer Share and is expected to be not less than HK\$3.40 per Offer Share unless otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$4.08 per Offer Share plus brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027%, subject to refund if the Offer Price as finally determined is less than HK\$4.08 per Offer Share.

If the Offer Price as finally determined is less than HK\$4.08 per Offer Share, appropriate refund payments (including the brokerage, Stock Exchange trading fee and SFC transaction levy attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the section headed “How to apply for Hong Kong Offer Shares — 13. Refund of application monies” 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.

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 **White Form eIPO** Service Provider, Computershare Hong Kong Investor Services Limited at **www.eipo.com.hk** through the **White Form eIPO** 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 Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, December 28, 2017 until 12:00 noon on Monday, January 8, 2018 from:

1. the following addresses of the Hong Kong Underwriters:

CCB International Capital Limited	12/F., CCB Tower, 3 Connaught Road Central, Central, Hong Kong
Guotai Junan Securities (Hong Kong) Limited	26/F-28/F, Low Block Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong

Haitong
International
Securities
Company Limited

22/F, Li Po Chun Chambers, 189 Des Voeux Road
Central, Hong Kong

Pacific Foundation
Securities
Limited

11/F New World Tower II, 16-18 Queen's Road Central,
Hong Kong

Head & Shoulders
Securities
Limited

Room 2511 25/F Cosco Tower, 183 Queen's Road
Central, Hong Kong

2. or any of the designated branches of Bank of China (Hong Kong) Limited:

Region	Branch name	Address
Hong Kong Island	Connaught Road Central Branch	13-14 Connaught Road Central
	Shek Tong Tsui Branch	534 Queen's Road West, Shek Tong Tsui
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
Kowloon	Shanghai Street (Mong Kok) Branch	611-617 Shanghai Street, Mong Kok
	194 Cheung Sha Wan Road Branch	194-196 Cheung Sha Wan Road, Sham Shui Po, Kowloon
	Lam Tin Branch	Shop 12, 49 Kai Tin Road, Lam Tin
New Territories	Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun
	Yuen Long Branch	102-108 Castle Peak Road, Yuen Long

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, December 28, 2017 until 12:00 noon on Monday, January 8, 2018 from 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 all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — ZHENRO PROPERTIES GROUP PUBLIC OFFER" for the payment should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms as follows:

Thursday, December 28, 2017 — 9:00 a.m. to 5:00 p.m.
Friday, December 29, 2017 — 9:00 a.m. to 5:00 p.m.
Saturday, December 30, 2017 — 9:00 a.m. to 1:00 p.m.
Tuesday, January 2, 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, January 3, 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, January 4, 2018 — 9:00 a.m. to 5:00 p.m.
Friday, January 5, 2018 — 9:00 a.m. to 5:00 p.m.
Saturday, January 6, 2018 — 9:00 a.m. to 1:00 p.m.
Monday, January 8, 2018 — 9:00 a.m. to 12:00 noon

Applicants applying through the **White Form eIPO** service may submit applications through the designated website at www.eipo.com.hk from 9:00 a.m. on Thursday, December 28, 2017 until 11:30 a.m. on Monday, January 8, 2018 (24 hours daily, except on the last application day) or such later time as described in the section headed "How to apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

The application for the Hong Kong Public Offering will commence on Thursday, December 28, 2017 through Monday, January 8, 2018, being slightly longer than normal market practice of four days. The application monies (including the brokerages, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of our Company and the refund monies, if any, will be returned to the applicants without interest on Monday, January 15, 2018. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Tuesday, January 16, 2018.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Thursday, December 28, 2017 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, December 29, 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, December 30, 2017 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Tuesday, January 2, 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, January 3, 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, January 4, 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, January 5, 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Monday, January 8, 2018 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, December 28, 2017 until 12:00 noon on Monday, January 8, 2018 (24 hours daily, except on Saturday, January 6, 2018 and the last application day).

The latest time for inputting the **electronic application instructions** will be 12:00 noon on Monday, January 8, 2018, the last application day or such later time as described in the section headed “How to apply for 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 Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indication of interest under the International Offering, the level of applications under the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Monday, January 15, 2018 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the website of the Stock Exchange at **www.hkexnews.hk** and the website of the Company at **www.zhenrodc.com**.

The results of allocations under the Hong Kong Public Offering, the Hong Kong identity card/ passport/Hong Kong business registration numbers of successful applicants (where appropriate) and the number of Hong Kong Offer Shares successfully applied under **WHITE** and **YELLOW** Application Forms, by **White Form eIPO** and by giving **electronic application instructions** to HKSCC via CCASS will be made available from Monday, January 15, 2018 through a variety of channels at the times and dates and in the manner specified in the section headed “How to apply for Hong Kong Offer Shares — 11. Publication of results” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application monies received. Share certificates will only become valid at 8:00 a.m. on Tuesday, January 16, 2018 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.

Assuming that the Global Offering has become unconditional in all respects and the Underwriting Agreements are not terminated in accordance with the terms therein at or before 8:00 a.m. on Tuesday, January 16, 2018, dealings in the Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, January 16, 2018. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares will be 6158.

By Order of the Board
Zhenro Properties Group Limited
Huang Xianzhi
Chairman

Hong Kong, December 28, 2017

As at the date of this announcement, Mr. Huang Xianzhi and Mr. Lin Zhaoyang are the executive Directors, Mr. Ou Guoqiang and Mr. Ou Guowei are the non-executive Directors, and Mr. Loke Yu (alias Loke Hoi Lam), Mr. Shen Guoquan and Mr. Wang Chuanxu are the 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).