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*Unless the context requires otherwise, the capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 28 December 2017 (the “**Prospectus**”) issued by Space Group Holdings Limited (the “**Company**”).*

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. 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 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.*

*In connection with the Share Offer, Innovax Securities Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate Shares or effect transactions with a view to stabilizing or maintaining 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 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. Any such stabilizing activity is required to be brought to an end on the 30th day after the last date for the lodging of applications under the Public Offer, being 2 February 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, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilizing actions 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 date for lodging applications under the Public Offer, being 2 February 2018. After this date, no further stabilizing action may be taken and demand for the Shares and the price of the Shares could fall.



Space Group Holdings Limited
恆宇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Number of Offer Shares : 190,000,000 Shares (subject to the Over-allotment Option)**
Number of Public Offer Shares : 19,000,000 Shares (subject to reallocation)
Number of Placing Shares : 171,000,000 Shares (subject to the Over-allotment Option and reallocation)
Offer Price : Not more than HK\$1.40 and expected to be not less than HK\$1.00 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full upon application in Hong Kong dollars and subject to refund)
Nominal value : HK\$0.01 per Share
Stock code : 2448

Sole Sponsor



Sole Bookrunner



Joint Lead Managers



Co-Lead Managers



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 Shares which may be issued as described in the Prospectus pursuant to the Capitalisation Issue and the exercise of the Over-allotment Option and any Shares which may be issued pursuant to the exercise of any option that may be granted under the Share Option Scheme). Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 16 January 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 16 January 2018.

The Share Offer comprises the Public Offer of initially 19,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Share Offer, and the Placing of initially 171,000,000 Shares (subject to Over-allotment Option and 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 adjustment as described in the section headed “Structure of the Share Offer” in the Prospectus.

In connection with the Share Offer, the Company is expected to grant the Over-allotment Option to the Placing Underwriters, exercisable by the Sole Bookrunner on behalf of the Placing Underwriters at any time within 30 days from the last day for the lodging of applications under the Public Offer, to require the Company to allot and issue up to an aggregate of 28,500,000 additional Shares, representing in aggregate 15% of the initial number of the Offer Shares to cover over-allocation in the Placing, if any. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company’s website at spacegroup.com.mo and the website of the Stock Exchange at www.hkexnews.hk.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Stock Exchange and the Company complies 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 any other date as determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) 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\$1.40 per Offer Share and will not be less than HK\$1.00 per Offer Share, unless otherwise announced by the Company no later than the morning of the last day for lodging applications under the Public Offer. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.40 per Offer Share together with brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.40 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, the Application Forms and the designated website www.hkeipo.hk for the HK eIPO White Form. Applicants who would like to have the allotted Public Offer Shares registered 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 under the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares registered 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, 28 December 2017 to 12:00 noon on Wednesday, 3 January 2018 from:

- the following offices of the Public Offer Underwriters:

CLC Securities Limited
13th Floor, Nan Fung Tower
88 Connaught Road Central
Hong Kong

Innovax Securities Limited
Unit A-C, 20/F, Neich Tower
128 Gloucester Road
Wanchai, Hong Kong

CNI Securities Group Limited
10/F, Sun's Group Centre
200 Gloucester Road
Wanchai, Hong Kong

Marketsense Securities Limited
Unit 7801-7803, 78/F
The Centre, 99 Queen's Road
Central, Hong Kong

Ping An Securities Limited
Unit 02, 2/F, China Merchants Building
152-155 Connaught Road Central
Hong Kong

- any of the following branches of The Bank of East Asia, Limited, the receiving bank:

District	Branch name	Address
Hong Kong Island	Main Branch	10 Des Voeux Road Central, Central
	North Point Branch	326-328 King's Road, North Point
Kowloon	Kwun Tong Branch	7 Hong Ning Road, Kwun Tong
	East Tsim Sha Tsui Branch	Shop G3-G5, G/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui
New Territories	Shatin Plaza Branch	Shop 3-4, Level 1, Shatin Plaza, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 28 December 2017 until 12:00 noon on Wednesday, 3 January 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 accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "The Bank of East Asia (Nominees) Limited — Space Group 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:

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

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 3 January 2018, the last application day or such later time as described in the section headed "How to Apply for Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Applicants applying by **HK eIPO White Form Service** 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 Thursday, 28 December 2017 until 11:30 a.m. on Wednesday, 3 January 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 3 January 2018 or such later time as described in the section headed "How to Apply for 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 Thursday, 28 December 2017 until 12:00 noon on Wednesday, 3 January 2018 or such later time as described in the section headed "How to Apply for 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 of the Share Offer" and "How to Apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement of the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allotment of the Public Offer Shares on the website of the Stock Exchange (www.hkexnews.hk) and on the Company's website (spacegroup.com.mo) on Monday, 15 January 2018. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be available through a variety of channels from Monday, 15 January 2018 as described in the section headed "How to Apply for 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\$1.40 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure of the Share Offer – Conditions of the Public Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, 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 temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Tuesday, 16 January 2018 provided that the Share Offer has become unconditional in all respects and the right of termination described in the section headed “Underwriting – Underwriting Arrangements and Expenses – Public Offer – Grounds for Termination of the Public Offer Underwriting Agreement” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 16 January 2018. The Shares will be traded in board lots of 2,500 Shares each. The stock code of the Shares is 2448.

By order of the board of Directors
Space Group Holdings Limited
Che Chan U
Chairman

Hong Kong, 28 December 2017

As at the date of this announcement, the board of Directors of the Company comprises Mr. Che Chan U, Ms. Lei Soi Kun and Mr. Wan Yee Sang as executive Directors; and Mr. Fan Chun Wah, Andrew, Mr. Eulógio dos Remédios, José António and Ms. Leong Iat Lun as independent non-executive Directors.