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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 26 January 2018 (the “**Prospectus**”) issued by Dragon Rise 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 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 US Securities Act**”) and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of, US persons, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act.*

# DRAGON RISE GROUP HOLDINGS LIMITED

## 龍昇集團控股有限公司

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

### SHARE OFFER

|                                      |  |
|--------------------------------------|--|
| <b>Number of Offer Shares</b>        | <b>: 300,000,000 Shares</b>  |
| <b>Number of Placing Shares</b>      | <b>: 270,000,000 Shares (subject to re-allocation)</b>   |
| <b>Number of Public Offer Shares</b> | <b>: 30,000,000 Shares (subject to re-allocation)</b>  |
| <b>Offer Price</b>                   | <b>: Not more than HK\$0.40 per Offer Share and expected to be not less than HK\$0.30 per Offer Share, plus brokerage of 1.0%, 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)</b> |
| <b>Nominal value</b>                 | <b>: HK\$0.01 each</b>   |
| <b>Stock code</b>                    | <b>: 6829</b>  |

#### Sponsor



#### Sole Bookrunner and Sole Lead Manager



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 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. (Hong Kong time) on Thursday, 8 February 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. (Hong Kong time) on Thursday, 8 February 2018.

The Share Offer comprises the Public Offer of initially 30,000,000 Shares (subject to re-allocation), representing 10% of the total number of Offer Shares initially available under the Share Offer, and the Placing of initially 270,000,000 Shares (subject to re-allocation), 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 and Conditions of the Share Offer” in the Prospectus.

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. 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\$0.40 per Offer Share and is expected to be not less than HK\$0.30 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 as further explained below. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.40 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\$0.40 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 and the Application Forms.**

Applicants who would like to have the allotted Public Offer Shares registered in their own names should complete and sign the **WHITE** Application Forms. 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 Friday, 26 January 2018 until 12:00 noon on Wednesday, 31 January 2018 from:

1. the following office of the Sole Bookrunner:

**Head & Shoulders Securities Limited**

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

2. any of the following branches of the receiving bank:

**Bank of China (Hong Kong) Limited**

| <b>District</b>         | <b>Branch name</b>                         | <b>Address</b>  |
|-------------------------|--|---|
| <b>Hong Kong Island</b> | Wan Chai (Wu Chung House) Branch           | 213 Queen's Road East,<br>Wan Chai  |
| <b>Kowloon</b>          | Yau Ma Tei Branch                          | 471 Nathan Road, Yau Ma Tei   |
| <b>New Territories</b>  | East Point City Branch<br>Yuen Long Branch | Shop 101, East Point City,<br>Tseung Kwan O<br>102–108 Castle Peak Road,<br>Yuen Long |

3. the following office of the Sponsor:

**Dakin Capital Limited**

Room 2701, 27th Floor, Tower 1,  
Admiralty Centre,  
18 Harcourt Road,  
Hong Kong

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 26 January 2018 until 12:00 noon on Wednesday, 31 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 "BANK OF CHINA (HONG KONG) NOMINEES LIMITED – DRAGON RISE 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:

Friday, 26 January 2018 – 9:00 a.m. to 5:00 p.m.  
Saturday, 27 January 2018 – 9:00 a.m. to 1:00 p.m.  
Monday, 29 January 2018 – 9:00 a.m. to 5:00 p.m.  
Tuesday, 30 January 2018 – 9:00 a.m. to 5:00 p.m.  
Wednesday, 31 January 2018 – 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 31 January 2018, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares – 9. Effect of bad weather on the opening of the application lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input electronic applications from 9:00 a.m. on Friday, 26 January 2018 until 12:00 noon on Wednesday, 31 January 2018 or such later time as described in the section headed "How to apply for Public Offer Shares – 9. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Friday, 26 January 2018 until 12:00 noon on Wednesday, 31 January 2018 or such later time as described in the section headed "How to apply for Public Offer Shares – 9. 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" 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 of the Public Offer, the results of applications of the Public Offer and the basis of allocation under the Public Offer on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the Company's website ([www.kitkee.com.hk](http://www.kitkee.com.hk)) on Wednesday, 7 February 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 Wednesday, 7 February 2018 as described in the section headed "How to Apply for Public Offer Shares – 10. 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\$0.40 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 and Conditions 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. Any refund of your application monies will be made on or before Wednesday, 7 February 2018.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Thursday, 8 February 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 Main Board are expected to commence at 9:00 a.m. on Thursday, 8 February 2018. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 6829.

By order of the board of Directors  
**Dragon Rise Group Holdings Limited**  
**Yip Yuk Kit**  
*Chairman and Executive Director*

Hong Kong, 26 January 2018

*As at the date of this announcement, the board of Directors of the Company comprises Mr. Yip Yuk Kit and Mr. Cheung Chun Fai as executive Directors; and Mr. Lo Chi Wang, Mr. Chan Ka Yu and Mr. Lee Kwok Lun as independent non-executive Directors.*