

*Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 27 April 2018 (the “**Prospectus**”) issued by REM Group (Holdings) Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Offer Shares. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

*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 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 Shares have not been, and will not be, registered under the United States Securities Act 1933, as amended or supplemented 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. 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 Share Offer, Alpha Financial Group Limited, as the stabilising manager (the “**Stabilising Manager**”) or any person acting for it, on behalf of the Underwriters, may over-allocate Shares and/or effect transactions with a view to stabilising and 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 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 the lodging of applications under the Share Offer, being Saturday, 2 June 2018. 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 (Chapter 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising action cannot be taken to maintain 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 applications under the Share Offer, being Saturday, 2 June 2018. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

REM Group (Holdings) Limited

全達電器集團(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Number of Offer Shares** : 450,000,000 Shares comprising
360,000,000 New Shares and
90,000,000 Sale Shares (subject to the
Over-allotment Option)
- Number of Public Offer Shares** : 45,000,000 New Shares (subject to
reallocation)
- Number of Placing Shares** : 405,000,000 Shares comprising
315,000,000 New Shares and
90,000,000 Sale Shares (subject to
reallocation and the Over-allotment
Option)
- Offer Price** : Not more than HK\$0.38 per Offer Share
and expected to be not less than
HK\$0.30 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** : 1750

Sponsor

AmCap

Ample Capital Limited

豐盛融資有限公司

**Sole Global Coordinator,
Joint Bookrunner
and Joint Lead Manager**

**Joint Bookrunner and
Joint Lead Manager**

Co-Lead Manager



Application has been made by the Company to the Listing Committee for the granting of approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Capitalisation Issue and the Share Offer as described in the Prospectus (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option and any Shares which may fall to be issued upon the exercise of the options which 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 Friday, 11 May 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 11 May 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.rem-group.com.hk**.

The Share Offer comprises the Placing of 405,000,000 Shares, consisting of 315,000,000 New Shares and 90,000,000 Sale Shares (subject to reallocation and the Over-allotment Option), representing 90% of the initial number of Offer Shares available for institutional, professional and other investors under the Share Offer, and the Public Offer of 45,000,000 New Shares (subject to reallocation), representing 10% of the initial number of the Offer Shares. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

In particular, the Sole Global Coordinator may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with the Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 90,000,000 Offer Shares) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.30 per Offer Share) stated in the Prospectus.

In connection with the Share Offer, the Company intends to grant the Over-allotment Option to the Placing Underwriters, exercisable by the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters). The Over-allotment Option gives the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters) the right, exercisable at any time from the day on which trading of the Shares commences on the Stock Exchange until 30 days after the last day for lodging applications under the Public Offer, to require the Company to allot and issue up to an aggregate of 67,500,000 additional New Shares, representing 15% of the number of Offer Shares initially available under the Share Offer, at the Offer Price to cover, among other things, over-allocations in the Placing and/or the obligation of the Stabilising Manager to return securities borrowed under the Stock Borrowing Agreement.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange 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, under contingent situation, 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. Investors should seek the advice of their stockbrokers or other professional advisers of details of settlement arrangement as such arrangements may affect their right and interests.

The Offer Price will be not more than HK\$0.38 per Offer Share and is expected to be not less than HK\$0.30 per Offer Share. Applicants under the Public Offer shall pay in full, on application, the maximum indicative Offer Price of HK\$0.38 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% for Shares under the terms set out in the Application Forms, subject to refund if the final Offer Price should be lower than HK\$0.38 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 related Application Forms and the designated website of the HK eIPO White Form Service Provider at www.hkeipo.hk.

Applicants who would like the Public Offer Shares to be allotted and issued 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 the Public Offer Shares to be allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Participants' stock accounts or their designated CCASS Participants' stock accounts should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS to cause HKSCC Nominees to apply for them.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 27 April 2018 until 12:00 noon on Thursday, 3 May 2018 from or such later time as described in the paragraph head “How to Apply for Public Offer Shares – 10. effect of bad weather on the opening of the application lists”:

(i) any of the following addresses of the Public Offer Underwriters:

- Alpha Financial Group Limited at Room A, 17/F, Fortune House, 61 Connaught Road Central, Central, Hong Kong;
- Wealth Link Securities Limited at Unit B1, 5/F, Guangdong Investment Tower, 148 Connaught Road Central, Hong Kong;
- AFG Securities Limited at Room B, 17/F, Fortune House, 61 Connaught Road Central, Central, Hong Kong;
- ChaoShang Securities Limited at Rooms 4001-4002, 40/F, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong;
- Astrum Capital Management Limited at Room 2704, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong;
- Pacific Foundation Securities Limited at 11th Floor, New World Tower II, 16-18 Queen’s Road Central, Hong Kong;
- Head & Shoulders Securities Limited at Room 2511, 25/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong;
- Long Asia Securities Limited at Unit A, 23/F, The Wellington, 198 Wellington Street, Sheung Wan, Hong Kong; and
- Grand Partners Securities Limited at 9/F, Connaught Harbourfront House, 35-36 Connaught Road West, Hong Kong;

- (ii) or any of the following designated branches of the receiving bank for the Public Offer:

Bank of China (Hong Kong) Limited

District	Branch Name	Address
Hong Kong Island	United Centre Branch	Shop 1021, United Centre, 95 Queensway
Kowloon	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong
	Yau Ma Tei Branch	471 Nathan Road, Yau Ma Tei
New Territories	City One Sha Tin Branch	Shop Nos. 24-25, G/F, Fortune City One Plus, No. 2 Ngan Shing Street, Shatin

- (iii) the following office of the Sponsor:

Ample Capital Limited at Unit A, 14/F, Two Chinachem Plaza, 135 Des Voeux Road Central, Central, 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, 27 April 2018 until 12:00 noon on Thursday, 3 May 2018 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have such Application Forms and the Prospectus available.

An electronic copy of the Prospectus (which is identical to the printed Prospectus) can be accessed and downloaded from the website of the Company at **www.rem-group.com.hk** and the Stock Exchange at **www.hkexnews.hk**.

Both completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — REM PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the designated receiving bank listed above, at the following dates and times:

Friday, 27 April 2018 – 9:00 a.m. to 5:00 p.m.
Saturday, 28 April 2018 – 9:00 a.m. to 1:00 p.m.
Monday, 30 April 2018 – 9:00 a.m. to 5:00 p.m.
Wednesday, 2 May 2018 – 9:00 a.m. to 5:00 p.m.
Thursday, 3 May 2018 – 9:00 a.m. to 12:00 noon

The application for the Share Offer will commence on Friday, 27 April 2018 until Thursday, 3 May 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 the Company and the refund monies, if any, will be returned to the applicants without interest on Thursday, 10 May 2018.

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 3 May 2018, the last application day or such later date as may apply in case of certain bad weather conditions as described in the paragraph 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** may submit applications through the **HK eIPO White Form** service at **www.hkeipo.hk** from 9:00 a.m. on Friday, 27 April 2018 until 11:30 a.m. on Thursday, 3 May 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 3 May 2018 or such later time as described in the paragraph headed “How to Apply for Public Offer Shares — 10. 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, 27 April 2018 until 12:00 noon on Thursday, 3 May 2018 or such later date and time as described in the paragraph 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 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 announce the final Offer Price, together with the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Thursday, 10 May 2018 on the website of the Company at **www.rem-group.com.hk** and the website of the Stock Exchange at **www.hkexnews.hk**.

The results of allocations in the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants and the number of Public Offer Shares successfully applied will be made available from Thursday, 10 May 2018 in the manner specified in the paragraph headed “How to Apply for Public Offer Shares — 11. Publication of results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, 11 May 2018 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. Investors who trade the Offer Shares prior to the receipt of Share certificate or the Share certificates becoming valid do so at their own risk.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Friday, 11 May 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 11 May 2018. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 1750.

By order of the Board
REM Group (Holdings) Limited
WAN MAN KEUNG
Chairman and Executive Director

Hong Kong, 27 April 2018

As at the date of this announcement, the executive directors of the Company are Mr. Wan Man Keung and Mr. Leung Ka Wai, the non-executive director of the Company is Mrs. Kan Wan Wai Yee Mavis, and the independent non-executive directors of the Company are Mr. Ng Chi Keung Alex, Mr. Cheng Sum Hing and Ms. Ng Ching Ying.

*This announcement is available for viewing on the website of the Company at **www.rem-group.com.hk** and the website of the Stock Exchange at **www.hkexnews.hk**.*