

Unless otherwise defined in this announcement, terms used in this announcement shall have the same meaning as those defined in the prospectus dated 21 May 2018 (the “Prospectus”) issued by MS 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 securities. Prospective investors should read the Prospectus issued by the Company for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

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This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Offer Shares have not been, and will not be, registered under the applicable securities laws and regulations of the United States, and may not be offered or sold in the United States except in accordance with the applicable securities laws and regulations of the United States. There will be no public offer of the Offer Shares in the United States.

Unless otherwise specified, all dates and time in this announcement refer to Hong Kong dates and time.

MS GROUP HOLDINGS LIMITED

萬成集團股份有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	: 50,000,000 Shares
Number of Public Offer Shares	: 5,000,000 Shares (Subject to reallocation)
Number of Placing Shares	: 45,000,000 Shares (Subject to reallocation)
Offer Price	: Not more than HK\$1.36 per Offer Share and not less than HK\$1.20 per Offer Share (payable in full on application and subject to refund, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
Nominal value	: HK\$0.10 per Share
Stock code	: 1451

Sponsor



First Shanghai Capital Limited

Bookrunner and Lead Manager



First Shanghai Securities Limited

Co-Lead Managers



Application has been made by the Company through the Sponsor, First Shanghai Capital Limited which is located at 19/F, Wing On House, 71 Des Voeux Road Central, Hong Kong, to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued on the Main Board of the Stock Exchange as described in the Prospectus pursuant to the Capitalisation Issue, the Share Offer and any new Shares which may be allotted and issued pursuant to the exercise of any options that may be granted under the Share Option Scheme.

The Share Offer comprises the Public Offer of initially 5,000,000 Shares, representing 10.0% of the total number of Offer Shares being offered under the Share Offer (subject to reallocation) and the Placing of initially 45,000,000 Shares, representing 90.0% of the total number of Offer Shares being offered under the Share Offer (subject to reallocation). 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. In particular, the Offer Shares to be offered in the Public Offer and the Placing may be reallocated as between these offerings at the discretion of the Lead Manager. If such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, in accordance with Guidance Letter HKEX-GL91-18, the maximum total number of Offer Shares that may be reallocated to the Public Offer will be 10,000,000 Shares, representing 20% of the Offer Shares initially available under the Share Offer, and the final Offer Price shall be fixed at the bottom end of the indicative offer price range (that is, HK\$1.20 per Offer Share) stated in the Prospectus.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares 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 HKSCC chooses. 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 for 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 final Offer Price is expected to be determined by agreement between the Company, the Sponsor and the Lead Manager (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be at or around 12:00 noon on Monday, 28 May 2018 and, in any event, not later than Tuesday, 29 May 2018 or such later date as may be agreed between our Company and the Lead Manager (for themselves and on behalf of the Underwriters). If, for any reason, the Offer Price is not agreed on or before Tuesday, 29 May 2018, or such other date as agreed among such parties, the Share Offer will not proceed and will lapse. In such event, the Company will issue an announcement on the Stock Exchange website at www.hkexnews.hk and the Company’s website at www.mainsuccess.cn. The Offer Price will be not more than HK\$1.36 per Offer Share and is expected to be not less than HK\$1.20 per Offer Share. Applicants for the Public Offer Shares are required to

pay, on application, the maximum Offer Price of HK\$1.36 per Offer Share together with a brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$1.36. If the Offer Price as finally determined is less than the maximum Offer Price of HK\$1.36 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and the Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interests.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who would like to be allotted the Public Offer Shares 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 to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants 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 Monday, 21 May 2018 until 12:00 noon on Friday, 25 May 2018 from:

(i) the following office of the Public Offer Underwriters:

First Shanghai Securities Limited	19/F, Wing On House, 71 Des Voeux Road Central, Hong Kong
Founder Securities (Hong Kong) Limited	Suites 1710–1719, Jardine House, 1 Connaught Place, Central, Hong Kong
Pacific Foundation Securities Limited	11/F, New World Tower II, 16–18 Queen’s Road Central, Hong Kong

(ii) or any of the following designated branches of Bank of China (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch name	Address
Hong Kong Island	Connaught Road Central Branch	13–14 Connaught Road Central
	Johnston Road Branch	152–158 Johnston Road, Wan Chai
Kowloon	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong
	Yau Ma Tei Branch	471 Nathan Road, Yau Ma Tei
New Territories	Tuen Mun Town Plaza Branch	Shop 2, Tuen Mun Town Plaza Phase II

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 21 May 2018 until 12:00 noon on Friday, 25 May 2018 from:

- (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (ii) your stockbrokers who may also have **YELLOW** Application Forms and the Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders made payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — MS GROUP PUBLIC OFFER**" should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above at the following times:

Monday, 21 May 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, 23 May 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 24 May 2018 — 9:00 a.m. to 5:00 p.m.
Friday, 25 May 2018 — 9:00 a.m. to 12:00 noon

Applicants may apply online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk from 9:00 a.m. on Monday, 21 May 2018 until 11:30 a.m. on Friday, 25 May 2018 (or such later date as may apply as described in the paragraph headed "10. Effect of bad weather on the opening of the application lists" under the section headed "How to apply for the Public Offer Shares" of the Prospectus) (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 21 May 2018 until 12:00 noon, Friday, 25 May 2018. The application lists will open from 11:45 a.m. to 12:00 noon on Friday, 25 May 2018 (or such later date as may apply in case of certain bad weather conditions as described in the paragraph headed “10. Effect of bad weather on the opening of the application lists” under the section headed “How to apply for the Public Offer Shares” of the Prospectus).

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Lead Manager and the Hong Kong Branch Share Registrar.

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 application procedures of the Share Offer.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the Placing, the level of applications under the Public Offer and the basis of allocation of the Public Offer Shares on or before Thursday, 31 May 2018 in the website of the Company at www.mainsuccess.cn and the website of the Stock Exchange at www.hkexnews.hk.

Results of allocation of the Public Offer Shares, the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants and the number of the Public Offer Shares successfully applied for under the Public Offer, will be made available in the manner as described in the paragraph headed “11. Publication of results” under the section headed “How to apply for the Public Offer Shares” in the Prospectus on Thursday, 31 May 2018.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for application monies received. Share certificates will only become valid certificates of title provided that the Share Offer has become unconditional in all aspects and the right of termination described in the paragraph headed “Grounds for termination” under the section headed “Underwriting” in the Prospectus has not been exercised, which is expected to be at 8:00 a.m. on Friday, 1 June 2018.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 1 June 2018, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 1 June 2018. The Shares will be traded in board lots of 2,000 Shares. The stock code of the Shares is 1451.

By Order of the Board
MS Group Holdings Limited
Chau Ching
Chairman

Hong Kong, 21 May 2018

As at the date of this announcement, the board of directors of the Company comprises Mr. Chung Kwok Keung Peter, Mr. Chau Ching, Mr. Chung Leonard Shing Chun and Mr. Chau Wai as the executive directors and Mr. Yu Hon To David, Mr. Seto John Gin Chung and Mr. Asvaintra Bhanusak as the independent non-executive Directors.