

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the prospectus dated 29 June 2018 (the “**Prospectus**”) issued by FSM 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.*

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# FSM Holdings Limited

(incorporated in the Cayman Islands with limited liability)

## SHARE OFFER

**Number of Offer Shares : 250,000,000 Shares**  
**Number of Public Offer Shares : 25,000,000 Shares (subject to reallocation)**  
**Number of Placing Shares : 225,000,000 Shares (subject to reallocation)**  
**Offer Price : Not more than HK\$0.60 per Offer Share and expected to be not less than HK\$0.52 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)**  
**Nominal value : HK\$0.01 per Share**  
**Stock code : 1721**

### Sole Sponsor



### Sole Bookrunner



### Joint Lead Managers



**Yellow River Securities Limited**

### Co-Lead Manager



### Financial Adviser



Application has been made by the Company 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 as described in the Prospectus pursuant to the Capitalisation Issue, the Share Offer and Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme. Assuming that the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 16 July 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, 16 July 2018.

The Share Offer comprises the Public Offer of initially 25,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares available under the Share Offer and the Placing of initially 225,000,000 Shares (subject to reallocation), representing 90% of the total number of Offer Shares available under the Share Offer. 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 – The Public Offer” in the Prospectus. In particular, the Sole Bookrunner may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with 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 and 20% of the total number of Offer Share initially available under the Share Offer (i.e. 50,000,000 Offer Shares) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.52 per Offer Share) stated in the Prospectus.

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 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 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 Offer Price will be not more than HK\$0.60 per Offer Share and is expected to be not less than HK\$0.52 per Offer Share. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.60 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\$0.60. If the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.60 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.

The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and conditions of the Share Offer – Conditions of the Public Offer” in the Prospectus. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. 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.fsmtech.com** on the next business day following the date of such lapse.

**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 complete and sign the **WHITE** Application Forms. 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 Friday, 29 June 2018 until 12:00 noon on Thursday, 5 July 2018 from:

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

<b>Koala Securities Limited</b>	Units 01–02, 13th Floor, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong
<b>Supreme China Securities Limited</b>	Suite 2701–2, 27/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong
<b>Yellow River Securities Limited</b>	Unit D, 4/F Trust Tower, 68 Johnston Road, Wan Chai, Hong Kong
<b>Sunfund Securities Limited</b>	Unit 702–3, 7/F, 100 Queen’s Road Central, Hong Kong

- (ii) or any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Central Branch	1/F., 9 Queen's Road Central, Hong Kong
	Caine Road Branch	G/F., Caine Building 22 Caine Road Hong Kong
<b>Kowloon</b>	Mei Foo Branch	Shop N95A, 1/F Mount Sterling Mall Mei Foo Sun Chuen Kowloon
	San Po Kong Branch	Shop G10, Yue Xiu Plaza 3–23 Ning Yuen Street San Po Kong Kowloon
<b>New Territories</b>	Yan Ching Street Branch	Shops 4 and 5, G/F Tuen Mun Centre 11 Yan Ching Street Tuen Mun New Territories
	Yuen Long Branch	G/F, 197–199 Castle Peak Road Yuen Long New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 29 June 2018 until 12:00 noon on Thursday, 5 July 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 "**ICBC (Asia) Nominee Limited – FSM HOLDINGS 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:

**Friday, 29 June 2018 – 9:00 a.m. to 5:00 p.m.**  
**Saturday, 30 June 2018 – 9:00 a.m. to 1:00 p.m.**  
**Tuesday, 3 July 2018 – 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 4 July 2018 – 9:00 a.m. to 5:00 p.m.**  
**Thursday, 5 July 2018 – 9:00 a.m. to 12:00 noon**

The latest time for lodging your application is 12:00 noon on Thursday, 5 July 2018. The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 5 July 2018, the last application day or such later time as described in the paragraph headed "9. 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.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 29 June 2018 until 12:00 noon, Thursday, 5 July 2018 (or such later date as may apply in case of certain bad weather conditions as described in the paragraph headed "9. 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 Sole Bookrunner and the Hong Kong 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 and the number of Offer Shares reallocated, if any, between the Public Offer and the Placing on or before Friday, 13 July 2018 on the website of the Company at **www.fsmtech.com** 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 "10. Publication of results" under the section headed "How to Apply for the Public Offer Shares" in the Prospectus on Friday, 13 July 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 Monday, 16 July 2018. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with its terms, the Company will make an announcement on the Stock Exchange’s website at **www.hkexnews.hk** and the Company’s website at **www.fsmtech.com** on the next business day following such lapse.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 16 July 2018, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 16 July 2018. The Shares will be traded in board lots of 5,000 Shares. The stock code of the Shares is 1721.

By Order of the Board of Director

**FSM Holdings Limited**

**Mr. Toe Tiong Hock**

*Chairman, chief executive officer and executive Director*

Hong Kong, 29 June 2018

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Toe Tiong Hock, Ms. Wong Yet Lian and Ms. Lim Siew Choo as the executive Directors, and Mr. Ng Hung Fai Myron, Mr. Bau Siu Fung and Prof. Pong Kam Keung as the independent non-executive Directors.*