

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 7 August 2018 (the “**Prospectus**”) issued by Golden Ponder Holdings Limited (the “**Company**”).

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 for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

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 not and is not currently intended to be any public offer of the Offer Shares in the United States.

## GOLDEN PONDER HOLDINGS LIMITED

### 金倫控股有限公司

(Incorporated in the Cayman Islands with limited liability)

#### SHARE OFFER

Total Number of Offer Shares	:	200,000,000 Shares (subject to the Adjustment Options)
Number of Public Offer Shares	:	20,000,000 Shares (subject to reallocation)
Number of Placing Shares	:	180,000,000 Shares (subject to reallocation and the Adjustment Options)
Offer Price	:	Not more than HK\$0.55 per Offer Share and expected to be not less than HK\$0.45 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 dollar and subject to refund)
Nominal value	:	HK\$0.01 per Share
Board lot	:	10,000 shares
Stock code	:	1783

Sponsor



Joint Bookrunners



Pacific Foundation Securities Limited



訊匯證券有限公司  
SINCERE SECURITIES LIMITED

Joint Lead Managers



Pacific Foundation Securities Limited



訊匯證券有限公司  
SINCERE SECURITIES LIMITED



Alpha Financial Group Limited



潮商證券有限公司  
ChaoShang Securities Limited

Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to Share Offer (including any Shares which may be issued pursuant to the Capitalisation Issue and the exercise of the Offer Size Adjustment Option or the Over-allotment Option or any options that may be granted under the Share Option Scheme). Assuming the Public Offer becomes unconditional on or before 8:00 a.m. (Hong Kong time) on Wednesday, 22 August 2018, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. (Hong Kong time) on Wednesday, 22 August 2018.

The Share Offer comprises the Public Offer of initially 20,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, and the Placing of initially 180,000,000 Shares (subject to reallocation and the Adjustment Options), representing 90% of the Offer Shares. 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.

The allocation of Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Share Offer — The Public Offer — Reallocation” in the Prospectus. In particular, the Joint Bookrunners (for themselves and on behalf of the Underwriters) 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 (i.e. 40,000,000 Offer Shares) and the final Offer Price shall be fixed at the bottom end of the Offer Price range (i.e. HK\$0.45 per Offer Share).

Subject to the granting of the approval for 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 date of commencement of dealings in the Shares on the Stock Exchange 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 to enable the Shares to be admitted into CCASS.

In addition, the Company is expected to grant the Adjustment Options to the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters) under the Placing Underwriting Agreement pursuant to which the Joint Bookrunners may (for themselves and on behalf of the Placing Underwriters) either exercise the Offer Size Adjustment Option prior to the Listing or exercise the Over-allotment Option from the Listing Date until the 30th day after the last day for lodging applications under the Public Offer, pursuant to any of which the Company is required to allot and issue up to 30,000,000 additional Shares, representing 15% of the Offer Shares initially available under the Share Offer, at the Offer Price and on the same terms as those applicable to the Share Offer, solely to cover any excess demand in the Placing. The Company will disclose in its allotment results

announcement whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date. The allotment results announcement will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.headfame.com.hk](http://www.headfame.com.hk). 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](http://www.hkexnews.hk) and the website of the Company at [www.headfame.com.hk](http://www.headfame.com.hk).

The Offer Price will not be more than HK\$0.55 per Offer Share and is expected to be not less than HK\$0.45 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay in full, upon application, the maximum Offer Price of HK\$0.55 per Offer Share plus 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee, subject to refund if the Offer Price as finally determined is less than HK\$0.55 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 issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the allotted Public Offer Shares issued 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 Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 7 August 2018 until 12:00 noon on Friday, 10 August 2018 from:

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

Pacific Foundation Securities Limited	11/F New World Tower II 16–18 Queen's Road Central Hong Kong
Sincere Securities Limited	9/F Cosco Tower 183 Queen's Road Central Sheung Wan Hong Kong
Alpha Financial Group Limited	Room A, 17/F Fortune House 61 Connaught Road Central Central Hong Kong

ChaoShang Securities Limited

Rooms 4001–4002  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

Frontpage Capital Limited

26/F, Siu On Centre  
188 Lockhart Road  
Wanchai  
Hong Kong

(ii) the following office of the Sponsor:

Dakin Capital Limited

Room 2701, 27/F  
Tower 1, Admiralty Centre  
18 Harcourt Road  
Admiralty  
Hong Kong

(iii) any of the following outlets of Bank of Communications Co., Ltd. Hong Kong Branch:

<b>District</b>	<b>Outlet Name</b>	<b>Address</b>
Hong Kong Island	Business Department	20 Pedder Street, Central
	Taikoo Shing Sub-Branch	Shop 38, G/F., CityPlaza 2, 18 Taikoo Shing Road
Kowloon	Tsim Sha Tsui Sub-Branch	Shop Nos. 1-3 on G/F., CFC Tower, 22-28 Mody Road, Tsim Sha Tsui
	Ngau Tau Kok Sub-Branch	Shop G1 & G2, G/F., Phase I, Amoy Plaza, 77 Ngau Tau Kok Road
New Territories	Tiu Keng Leng Sub-Branch	Shops Nos. L2-064 and L2-065, Level 2, Metro Town, Tiu Keng Leng

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 7 August 2018 until 12:00 noon on Friday, 10 August 2018 from 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 **YELLOW** Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "Bank of Communications (Nominee) Co. Ltd. — Golden Ponder Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the outlets of the receiving bank listed above, at the following times:

9:00 a.m. to 5:00 p.m. — Tuesday, 7 August 2018  
9:00 a.m. to 5:00 p.m. — Wednesday, 8 August 2018  
9:00 a.m. to 5:00 p.m. — Thursday, 9 August 2018  
9:00 a.m. to 12:00 noon — Friday, 10 August 2018

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 10 August 2018, the last application day or such later time as described in "How to Apply for the Public Offer Shares — 9. 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 Tuesday, 7 August 2018 until 12:00 noon on Friday, 10 August 2018 or such later time as described in the section headed "How to Apply for the 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 the 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, the level of indication of interest under the Placing, the level of applications under the Public Offer and the basis of allocation of the Public Offer Shares on or before Tuesday, 21 August 2018 on the Company's website at **www.headfame.com.hk** and the website of the Stock Exchange at **www.hkexnews.hk**. The results of allocations of the Public Offer and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available through a variety of channels at the times and dates and in the manner as described in the section headed "How to Apply for the Public Offer Shares — 10. 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 certificates of title at 8:00 a.m. on Wednesday, 22 August 2018 provided that the Share Offer has become unconditional and the right of termination described in the section headed "Underwriting — Underwriting arrangements and expenses — Grounds for termination" in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms at or before 8:00 a.m. (Hong Kong time) on Wednesday, 22 August 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. (Hong Kong time) on Wednesday, 22 August 2018. The Shares will be traded in board lots of 10,000 Shares each under the stock code 1783.

By order of the Board  
**Golden Ponder Holdings Limited**  
**Chan Kam Tong**  
*Chairman and Executive Director*

Hong Kong, 7 August 2018

*As at the date of this announcement, the Board comprises Mr. Chan Kam Tong (Chairman) and Mr. Chan Kam Ming as executive Directors, and Mr. Hau Wing Shing Vincent, Mr. Szeto Cheong Mark and Mr. Wan Simon as independent non-executive Directors.*

*This announcement is available for viewing on the Company's website at [www.headfame.com.hk](http://www.headfame.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).*