

*Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 21 September 2018 (the “**Prospectus**”) issued by Sun Cheong Creative Development Holdings Limited (the “**Company**”).*

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares or other securities of the Company. 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 thereby offered.

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 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 investment 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.



SUN CHEONG CREATIVE DEVELOPMENT HOLDINGS LIMITED

新昌創展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	: 135,000,000 Shares
Number of Placing Shares	: 121,500,000 Shares (subject to reallocation)
Number of Public Offer Shares	: 13,500,000 Shares (subject to reallocation)
Offer Price	: Not more than HK\$1.2 per Offer Share and expected to be not less than HK\$1.0 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	: 1781

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to Share Offer (including the Shares to be issued pursuant to (i) the Capitalisation Issue, (ii) the Share Offer and (iii) 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. in Hong Kong on Thursday, 4 October 2018, it is expected that dealings in the Shares on the Main Board of the Stock Exchange will commence at 9:00 a.m. on Thursday, 4 October 2018.

The Share Offer comprises the Public Offer of initially 13,500,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares available under the Share Offer and the Placing of initially 121,500,000 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” in the Prospectus.

In particular, the Joint Bookrunners 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. 27,000,000 Offer Shares) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$1.0 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 to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker 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\$1.2 per Offer Share and is currently expected to be not less than HK\$1.0 per Offer Share. Applicants under the Public Offer shall pay in full, on application, the maximum indicative Offer Price of HK\$1.2 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the final Offer Price should be lower than HK\$1.2 per Offer Share. If the Offer Price as finally determined is less than the maximum Offer Price of HK\$1.2 per Offer Share, appropriate refund payments (including brokerage, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants without interest.

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 Offer Shares registered in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participants' 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 between 9:00 a.m. on Friday, 21 September 2018 until 12:00 noon on Thursday, 27 September 2018 from:

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

Giraffe Capital Limited
22/F
China Hong Kong Tower
8-12 Hennessy Road
Wan Chai
Hong Kong

South China Securities Limited
28/F
Bank of China Tower
No.1 Garden Road
Central
Hong Kong

Future Land Resources Securities Limited
Flat B, 20/F
Guangdong Investment Tower
148 Connaught Road Central
Sheung Wan
Hong Kong

(ii) or the following office of the Sole Sponsor:

Giraffe Capital Limited
22/F
China Hong Kong Tower
8-12 Hennessy Road
Wan Chai
Hong Kong

(iii) or any of the following designated branches of the receiving bank of the Public Offer:

DBS Bank (Hong Kong) Limited

District	Branch	Address
Hong Kong Island	North Point Branch	G/F, 391 King's Road, North Point
	Queen's Road East – DBS Treasures Centre	Shop A, G/F, Jonsim Place, 228 Queen's Road East, Wanchai
Kowloon	Nathan Road – SME Banking Centre	2/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok, Kowloon
New Territories	Yuen Long Branch	G/F, 1-5 Tai Tong Road, Yuen Long

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 21 September 2018 until 12:00 noon on Thursday, 27 September 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 such Application Forms and the Prospectus available.

Both completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to “**TING HONG NOMINEES LIMITED – SUN CHEONG CREATIVE DEVELOPMENT PUBLIC OFFER**” for the payment, should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank listed above, at the following times:

Friday, 21 September 2018 – 9:00 a.m. to 5:00 p.m.
Saturday, 22 September 2018 – 9:00 a.m. to 1:00 p.m.
Monday, 24 September 2018 – 9:00 a.m. to 5:00 p.m.
Wednesday, 26 September 2018 – 9:00 a.m. to 5:00 p.m.
Thursday, 27 September 2018 – 9:00 a.m. to 12:00 noon

The application lists will be opened from 11:45 a.m. to 12:00 noon on Thursday, 27 September 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 Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 21 September 2018 until 12:00 noon on Thursday, 27 September 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 announce the final Offer Price, 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 Wednesday, 3 October 2018 in The Standard (in English), Hong Kong Economic Times (in Chinese), the website of the Company at **www.clip-fresh.com** 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 of successful applicants (where applicable) and the number of Public Offer Shares successfully applied for under **WHITE** and **YELLOW** Application Forms, or by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels as described in the section headed “How to Apply for Public Offer Shares – 10. Publication of Results” in the Prospectus.

No temporary document of title will be issued in respect of the Offer 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 Thursday, 4 October 2018 provided that the Share Offer has become unconditional in all respects and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional in all respects at or before 8:00 a.m. in Hong Kong on Thursday, 4 October 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 4 October 2018. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 1781.

By order of the Board
Sun Cheong Creative Development Holdings Limited
Tong Ying Chiu
Chairman

Hong Kong, 21 September 2018

As at the date of this announcement, the executive Directors are Mr. Tong Ying Chiu, Ms. Ng Siu Kuen Sylvia, Mr. Tong Bak Nam Billy and Mr. Chan Kam Hon Ivan, and the independent non-executive Directors are Mr. Yuen Chi Ping, Mr. Leung Leslie Yau Chak and Mr. Cheung Ting Kin.

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