

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as those defined in the prospectus dated 28 September 2018 (the “**Prospectus**”) issued by Shing Chi 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 Company and the Share Offer before deciding whether or not to invest in the Offer Shares.*

*Nothing in this announcement or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Public Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful.*

*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 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 of 1933, as amended 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.*

*Potential investors of the Offer Shares should note that the Lead Manager is entitled (for itself and on behalf of the Underwriters) to terminate their obligations under the Underwriting Agreements by notice in writing at its opinion upon the occurrence of any of the events set forth in the section headed “Underwriting — Underwriting arrangements and expenses – The Public Offer – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.*

# SHING CHI HOLDINGS LIMITED

## 成志控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

### SHARE OFFER

<b>Number of Offer Shares</b>	<b>: 200,000,000 Shares</b>
<b>Number of Public Offer Shares</b>	<b>: 20,000,000 Shares (subject to reallocation)</b>
<b>Number of Placing Shares</b>	<b>: 180,000,000 Shares (subject to reallocation)</b>
<b>Maximum Offer Price</b>	<b>: HK\$0.675 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)</b>
<b>Nominal value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock code</b>	<b>: 1741</b>

**Sponsor, Bookrunner and Lead Manager**

**FRONTPAGE**

**Frontpage Capital Limited**

Application has been made by the Company to 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 Share Offer and the Capitalisation Issue and any Shares which may fall to be issued upon the exercise of any options which may be granted under the Share Option Scheme.

The Offer Price will be not more than HK\$0.675 per Offer Share and is expected to be not less than HK\$0.625 per Offer Share. Application for Public Offers Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.675 per Share (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% for each Public Offer Share), subject to refund, without interest, if the Offer Price as finally determined is less than HK\$0.675 per Offer Share unless otherwise announced.

The Share Offer comprises the Public Offer of initially 20,000,000 Public Offer Shares (subject to reallocation), representing 10% of the total number of Offer Shares made available under the Share Offer, and the Placing of initially 180,000,000 Placing Shares (subject to reallocation), representing 90% of the total number of Offer Shares under the Share Offer.

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. In particular, the Lead Manager (for itself and on behalf of the Underwriters) may reallocate the 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 conducted 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).

If the Stock Exchange grants the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange 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 (i.e. Tuesday, 16 October 2018) on the Stock Exchange or on 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.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus, the Application Forms and the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) in relation to the HK eIPO White Form.** The Share Offer is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and Conditions of the Share Offer – Conditions of the Share Offer” in the Prospectus. If any of such conditions has not been fulfilled or waived in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will lapse and the Stock Exchange will be notified immediately. Notice of lapse of the Share Offer will be caused to be published by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.shingchiholdings.com](http://www.shingchiholdings.com) the next day following such lapse. In such event, all application monies will be refunded, without interest.

Prospective investors should note that the Lead Manager is entitled (for itself and on behalf of the Underwriters) to terminate its obligations under the Underwriting Agreements by notice in writing to the Company upon the occurrence of any of the events as set forth in the section headed “Underwriting – Underwriting arrangements and expenses – The Public Offer – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 16 October 2018.

Applicants who would like the allotted Public Offer Shares to be issued in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Services Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** services. Applicants who would like the allotted Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their stock accounts or their designated CCASS Participant’s stock accounts should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

## WHERE TO COLLECT THE PROSPECTUS AND APPLICATION FORMS

As required by the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 September 2018 until 12:00 noon on Friday, 5 October 2018 (both days inclusive) (or such later date as may apply as described in the section headed “How to Apply for the Public Offer Shares – 10. Effect of bad weather on the opening of the application lists” in the Prospectus) from:

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

<b>Name</b>	<b>Address</b>
Frontpage Capital Limited	26th Floor, Siu On Centre 188 Lockhart Road Wan Chai Hong Kong
China Industrial Securities International Capital Limited	7th Floor, Three Exchange Square 8 Connaught Place Central Hong Kong
Valuable Capital Limited	Room 2815, 28th Floor, China Merchants Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong

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

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Wan Chai (Wu Chung House) Branch	213 Queen’s Road East Wan Chai Hong Kong
Kowloon	Chuk Yuen Estate Branch	Shop S1, Chuk Yuen Shopping Centre Chuk Yuen South Estate Kowloon

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
New Territories	City One Sha Tin Branch	Shop Nos. 24-25, G/F Fortune City One Plus No. 2 Ngan Shing Street Sha Tin New Territories
	Citywalk Branch	Shop 65 & 67-69, G/F Citywalk, 1 Yeung Uk Road Tsuen Wan New Territories

Printed copies of the Prospectus together with the **YELLOW** Application Form may be obtained during normal business hours from 9:00 a.m. on Friday, 28 September 2018 until 12:00 noon on Friday, 5 October 2018 (both days inclusive) from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

Applicants applying by **HK eIPO White Form** may submit application to the **HK eIPO White Form** Service Provider through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, 28 September 2018 until 11:30 a.m. on Friday, 5 October 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 5 October 2018 or such later date as described under the section headed “How to Apply for the Public Offer Shares – 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

The completed **WHITE** and **YELLOW** Application Forms, together with a cheque or a banker’s cashier order attached and marked payable to “BANK OF CHINA (HONG KONG) NOMINEES LIMITED – SHING CHI HOLDINGS PUBLIC OFFER” for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, during the following dates and times:

**Friday, 28 September 2018 – 9:00 a.m. to 5:00 p.m.**  
**Saturday, 29 September 2018 – 9:00 a.m. to 1:00 p.m.**  
**Tuesday, 2 October 2018 – 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 3 October 2018 – 9:00 a.m. to 5:00 p.m.**  
**Thursday, 4 October 2018 – 9:00 a.m. to 5:00 p.m.**  
**Friday, 5 October 2018 – 9:00 a.m. to 12:00 noon**

The latest time for lodging your application is 12:00 noon on Friday, 5 October 2018. The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 5 October 2018, the last application day or such later time as described in the section headed “How to Apply for Public Offer Shares – 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

<b>Friday, 28 September 2018</b>	–	<b>9:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Saturday, 29 September 2018</b>	–	<b>8:00 a.m. to 1:00 p.m.<sup>(1)</sup></b>
<b>Tuesday, 2 October 2018</b>	–	<b>8:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Wednesday, 3 October 2018</b>	–	<b>8:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Thursday, 4 October 2018</b>	–	<b>8:00 a.m. to 8:30 p.m.<sup>(1)</sup></b>
<b>Friday, 5 October 2018</b>	–	<b>8:00 a.m.<sup>(1)</sup> to 12:00 noon</b>

*Note:*

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 28 September 2018 until 12:00 noon on Friday, 5 October 2018 (24 hours daily, except on the last application day).

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 Offer Price is expected to be fixed by the Price Determination Agreement between the Lead Manager (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or around Monday, 8 October 2018 or on such later date as may be agreed between the Lead Manager (for itself and on behalf of the Underwriters) and the Company but in any event not later than Friday, 12 October 2018. The Offer Price is expected to be not more than HK\$0.675 per Offer Share and not less than HK\$0.625 per Offer Share. If, for whatever reason, the Lead Manager (for itself and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Offer Price on or before Friday, 12 October 2018, the Share Offer will not proceed and will lapse immediately. In such event, the Company will issue an announcement to be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.shingchiholdings.com](http://www.shingchiholdings.com).

## **PUBLICATION OF RESULTS**

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 Monday, 15 October 2018 on the Company’s website at [www.shingchiholdings.com](http://www.shingchiholdings.com) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocation of the Public Offer Shares with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer, will be made available at the times and dates and in the manner specified in the section headed “How to Apply for the Public Offer Shares – 11. Publication of results” in the Prospectus and as follows:

- (a) in the announcement to be posted on the Company’s website at [www.shingchiholdings.com](http://www.shingchiholdings.com) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) by no later than 9:00 a.m. on Monday, 15 October 2018;
- (b) from the designated results of allocations website at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Monday, 15 October 2018 to 12:00 midnight on Sunday, 21 October 2018;
- (c) by telephone enquiry line by calling (852) 3691 8488 between 9:00 a.m. and 6:00 p.m. from Monday, 15 October 2018 to Friday, 19 October 2018 (excluding Hong Kong Public Holiday); and
- (d) in the special allocation results booklets which will be available for inspection during opening hours from Monday, 15 October 2018 to Thursday, 18 October 2018 at all the receiving bank’s designated branches listed above.

If the Company accepts your offer to purchase (in whole or in part), which it may do by announcing the basis of allocation and/or making available the results of allocation publicly, there will be a binding contract under which you will be required to purchase the Public Offer Shares if the conditions of the Share Offer are satisfied and the Share Offer is not otherwise terminated. Further details are contained in the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for the Public Offer Shares” in the Prospectus.

You will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your application. This does not affect any other right you may have.

No receipt will be issued for sums paid on application. No temporary documents of title will be issued in respect of the Shares. Share certificates will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with its terms and conditions prior to 8:00 a.m. (Hong Kong time) on the Listing Date i.e. Tuesday, 16 October 2018.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 16 October 2018, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 16 October 2018. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 1741.

By order of the Board of  
**Shing Chi Holdings Limited**  
**Lau Chi Ming**  
*Executive Director*

Hong Kong, 28 September 2018

*As at the date of this announcement, the executive Directors are Dr. Lau Chi Wang, Mr. Lau Chi Ming, and Dr. Lau Chi Keung, and the independent non-executive Directors are Mr. Leung Bing Kwong Edward, Mr. Pang Ka Hang and Mr. Wong Chun Nam.*