

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated October 24, 2018 (the “**Prospectus**”) of Xinchengyue Holdings Limited (the “**Company**”).

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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 any securities. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or elsewhere. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933 (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offering of securities of the Company in the United States.

In connection with the Global Offering, Huatai Financial Holdings (Hong Kong) Limited, as the Stabilizing Manager (or any person acting for it), on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager (or any person acting for it) to conduct any such stabilizing action. Such stabilizing action, if taken, (a) will be conducted at the absolute discretion of the Stabilizing Manager (or any person acting for it) and in what the Stabilizing Manager reasonably regards as the best interest of the Company, (b) may be discontinued at any time and (c) is required to be brought to an end within 30 days of the last day for lodging applications under the Hong Kong Public Offering. Such stabilizing action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilizing period which begins on the Listing Date and is expected to expire on the thirtieth day after the last day for the lodging of the applications under the Hong Kong Public Offering. After this date, when no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

Xinchengyue Holdings Limited 新城悅控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 200,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 20,000,000 Shares (subject to adjustment and the Over-allotment Option)
Number of International Offer Shares	: 180,000,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$3.9 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund on final pricing)
Nominal Value	: US\$0.01 per Share
Stock Code	: 1755

Sole Sponsor



華泰金融控股(香港)有限公司

HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



華泰金融控股(香港)有限公司

HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED



新城晉峰

FUTURE LAND RESOURCES

Joint Bookrunners and Joint Lead Managers



國泰君安國際

GUOTAI JUNAN INTERNATIONAL



西證國際

SOUTHWEST SECURITIES

東方證券(香港)有限公司

ORIENT SECURITIES (HONG KONG) LIMITED



交銀國際

BOCOM International

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, the Shares to be issued pursuant to the Global Offering (including the additional Shares that may be issued pursuant to the exercise of the Over-allotment Option and the exercise of the options granted under the Share Option Scheme). Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Tuesday, November 6, 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, November 6, 2018. 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 and the website of the Company at www.xinchengyue.com.

The Global Offering comprises the Hong Kong Public Offering of initially 20,000,000 Shares (subject to adjustment) and the International Offering of initially 180,000,000 Shares (subject to adjustment and the Over-allotment Option) representing 10% and 90% of the total number of Offer Shares initially being offered under the Global Offering, respectively. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section titled “Structure of the Global Offering” in the Prospectus. In particular, the Offer Shares to be offered in the Hong Kong Public Offering and the International Offering may, in certain circumstances, be reallocated as between these offerings at the discretion of the Joint Global Coordinators. In the event that the Joint Global Coordinators decide to reallocate Offer Shares from the International Offering to the Hong Kong Public Offering, and such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, in accordance with the Guidance Letter HKEx-GL91-18, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering will be 20,000,000 Offer Shares, representing double of the initial allocation to the Hong Kong Public Offering, and the Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$2.9 per Offer Share). In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to issue up to an aggregate of 30,000,000 additional Shares, representing not more than 15% of the total number of Offer Shares initially available under the Global Offering.

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 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.

The Offer Price will not be more than HK\$3.9 per Offer Share and is expected to be not less than HK\$2.9 per Offer Share, unless otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the Maximum Offer Price of HK\$3.9 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$3.9.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO.

Applicants who would like the allotted Hong Kong Offer Shares to be 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 **White Form eIPO** Service Provider at www.eipo.com.hk through the **White Form eIPO** service. Applicants who would like the Hong Kong Offer Shares to be allotted 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 collected during normal business hours from 9:00 a.m. on Wednesday, October 24, 2018 until 12:00 noon on Tuesday, October 30, 2018 from:

- any of the following offices of the Joint Global Coordinators:

Huatai Financial Holdings (Hong Kong) Limited	Room 5801-05, 58/F, The Center 99 Queen's Road Central, Hong Kong
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Future Land Resources Securities Limited	Units 3703-07, 37/F, The Center 99 Queen's Road Central, Hong Kong
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- any of the following branches of the receiving bank for the Hong Kong Public Offering:

Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Connaught Road Central Branch	13-14 Connaught Road Central
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan
Kowloon	Ma Tau Kok Road Branch	39-45 Ma Tau Kok Road, To Kwa Wan
	Prince Edward Road West (Mong Kok) Branch	116-118 Prince Edward Road West, Mong Kok
New Territories	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1-15 Wang Pok Street, Sha Tin

Copies of the Prospectus, together with the **YELLOW** Application Form, may be collected during normal business hours from 9:00 a.m. on Wednesday, October 24, 2018 until 12:00 noon on Tuesday, October 30, 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED – XINCHENGYUE PUBLIC OFFER**" should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying through the **White Form eIPO** service may submit applications through the designated website at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Wednesday, October 24, 2018 until 11:30 a.m. on Tuesday, October 30, 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, October 30, 2018 or such later time as described in the section titled "*How to Apply for the Hong Kong Offer Shares – 10. 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 Wednesday, October 24, 2018 until 12:00 noon on Tuesday, October 30, 2018 or such later time as described in the section headed "*How to Apply for the Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists*" in the Prospectus.

Please refer to the sections titled "*Structure of the Global Offering*" and "*How to Apply for the Hong Kong Offer Shares*" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocations of Hong Kong Offer Shares on Monday, November 5, 2018 in the South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the websites of the Company at www.xinchengyue.com and the Stock Exchange at www.hkexnews.hk.

The results of allocations (with the successful applicants' identification document numbers, where applicable) under the Hong Kong Public Offering will be made available from Monday, November 5, 2018 through a variety of channels at the times and dates and in the manner specified in the section headed "*How to Apply for the Hong Kong Offer Shares – 11. Publication of Results*" in the Prospectus.

The Company will not issue temporary documents of title in respect of the Offer Shares. Share certificates will only become valid certificates of title at 8:00 a.m. on Tuesday, November 6, 2018 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section titled "*Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination*" in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, November 6, 2018. The Shares will be traded in board lots of 1,000 Shares each.

By order of the Board
Xinchengyue Holdings Limited
Qi Xiaoming
Executive Director

Hong Kong, Wednesday, October 24, 2018

As at the date of this announcement, the board of Directors comprises Mr. Qi Xiaoming, Ms. Wu Qianqian and Mr. Lan Ziyong as executive Directors, Mr. Wang Zhenhua, Mr. Lv Xiaoping and Mr. Lu Zhongming as non-executive Directors, and Ms. Zhang Yan, Mr. Zhu Wei and Mr. Xu Xinmin as independent non-executive Directors.