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Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Sing On Holdings Limited (the “Company”) dated 29 November 2016.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Shares thereby being offered.

SING ON HOLDINGS LIMITED

成安控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

- Number of Placing Shares : 168,000,000 Shares**
- Placing Price : Not more than HK\$0.40 per Placing Share
and expected to be not less than HK\$0.20
per Placing Share, plus brokerage fee of
1.0%, SFC transaction levy of 0.0027%
and Stock Exchange trading fee of
0.005% (payable in full on application
and subject to refund)**
- Nominal value : HK\$0.01 per Share**
- Stock code : 8352**

Sponsor

AmCap

Ample Capital Limited

豐盛融資有限公司

Joint Bookrunners and Joint Lead Managers

AmCap
Ample Orient Capital Limited
豐盛東方資本有限公司

 **SORRENTO**
SECURITIES LIMITED
擎天證券有限公司

Copies of the Prospectus required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance are available, for information purposes only, at the office of Ample Capital Limited at Unit A, 14/F, Two Chinachem Plaza, 135 Des Voeux Road Central, Central, Hong Kong, the office of Ample Orient Capital Limited at Unit 902, Far East Consortium Building, 121 Des Voeux Road Central and the office of Sorrento Securities Limited at 11/F The Wellington, 198 Wellington Street, Central, Hong Kong during normal business hours from 9:30 a.m. to 5:00 p.m. from Tuesday, 29 November 2016 to Monday, 12 December 2016 (both dates inclusive for business days only).

Pursuant to the Underwriting Agreement, the Company is offering 168,000,000 Placing Shares for subscription by way of Placing at the Placing Price, on and subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus, in aggregate representing 25% of the Company's enlarged issued share capital immediately after completion of the Placing and the Capitalisation Issue (not including any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme). The Placing Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreement.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus and the Underwriting Agreement. The Placing is conditional upon the fulfilment of the conditions set forth under the section headed "Structure and Conditions of the Placing" in the Prospectus. Prospective investors should note that the Joint Lead Managers are entitled, in their absolute discretion, to terminate with immediate effect the Underwriting Agreement by giving notice to the Company, upon the occurrence of any of the events set forth under the section headed "Underwriting – Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (i.e. Friday, 16 December 2016). In the event that such conditions are not fulfilled (or, where applicable, not waived by the Joint Lead Managers) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and thereafter, all monies received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.singon.com.hk) on the next business day following the date of such lapse.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to i) the Placing; ii) the Capitalisation Issue; and iii) any options which may be granted under the Share Option Scheme.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM, as well as 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 on any 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.

The Placing Price will not be more than HK\$0.40 per Placing Share and is expected to be not less than HK\$0.20 per Placing Share, which is expected to be determined on or around Thursday, 8 December 2016. If the Company and the Joint Lead Managers are unable to reach an agreement on the Placing Price on the Price Determination Date or such later date as may be agreed between the Company and the Joint Lead Managers, the Placing will not become unconditional and will lapse immediately. In such case, an announcement will be made immediately by the Company on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.singon.com.hk). Share certificates will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the final Placing Price, the level of indication of interests in the Placing and the basis of allocations of the Placing Shares will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.singon.com.hk on Thursday, 15 December 2016.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 16 December 2016. Shares will be traded in board lot of 10,000 Shares each. The GEM stock code for the Shares is 8352.

By Order of the Board
Sing On Holdings Limited
Cheung Shek On
Chairman and executive Director

Hong Kong, Tuesday, 29 November 2016

As at the date of this announcement, the executive Directors are Mr. Chan Yuk Sing and Mr. Cheung Shek On, the non-executive Director is Mr. Kuan Hong Kin Daniel, and the independent non-executive Directors are Mr. Chan Ngai Sang Kenny, Mr. Chow Chun To and Mr. Yam Chiu Fan Joseph.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.singon.com.hk.