

*Unless otherwise defined in this announcement, terms defined in the Prospectus dated 29 November 2011 (the “Prospectus”) issued by China Outfitters Holdings Limited (the “Company”) have the same meanings when used in this announcement.*

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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 securities or any Shares under the Global Offering. This announcement is not, and is not intended to be, an offer of securities of the Company for sale in any jurisdiction, including, without limitation, the United Kingdom, Australia, Japan, Canada or the United States. The Shares of the Company have not been, and will not be, registered under the United States Securities Act 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. This announcement and the information contained herein are not for release, publication or distribution in or into the United States.*

*Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares of the Company thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.*

*The Hong Kong Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related application forms. The Hong Kong Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong.*



# CHINA OUTFITTERS HOLDINGS LIMITED

中國服飾控股有限公司

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

**(Stock Code: 1146)**

## GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	691,560,000 Shares (including 211,800,000 Sale Shares by the Selling Shareholders and subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	69,156,000 new Shares (subject to adjustment)
Number of International Offer Shares	:	622,404,000 Shares (including 211,800,000 Sale Shares by the Selling Shareholders and subject to adjustment and the Over-allotment Option)
Offer Price	:	HK\$1.64 per Hong Kong Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars)
Nominal Value	:	HK\$0.10 per Share
Stock Code	:	1146

*Sole Global Coordinator and Sole Sponsor*



*Joint Bookrunners and Joint Lead Managers*



BOC INTERNATIONAL



工銀国际



Application has been made 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, Shares to be issued or offered under the Global Offering (being 479,760,000 new Shares and 211,800,000 Sale Shares and any Shares which may be issued upon the exercise of the Over-allotment Option), Shares to be issued under the Capitalisation Issue and any Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme and options which may be granted under the Share Option Scheme. Assuming the Hong Kong Public Offer becomes unconditional at or before 8:00 a.m. on Friday, 9 December 2011, it is expected that dealings in the Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 9 December 2011. In the event the Over-allotment Option is exercised, an announcement will be made by the Company.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.**

Applicants who would like to have the Hong Kong Offer Shares allotted and 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 Service Provider at **www.hkeipo.hk** under the **HK eIPO White Form** service. Applicants who would like to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their designated CCASS Participants' stock accounts or their CCASS Investor Participant stock accounts 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 **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 29 November 2011 until 12:00 noon on Friday, 2 December 2011 from the following offices of the Hong Kong Underwriters:

1. UBS AG, Hong Kong Branch at 52/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong; or
2. BOCI Asia Limited at 26th Floor, Bank of China Tower, 1 Garden Road, Hong Kong; or
3. Daiwa Capital Markets Hong Kong Limited at Level 28, One Pacific Place, 88 Queensway, Hong Kong; or
4. ICBC International Securities Limited at 37/F, ICBC Tower, 3 Garden Road, Central, Hong Kong; or
5. The Royal Bank of Scotland N.V., Hong Kong Branch at 38th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong; or
6. BNP Paribas Capital (Asia Pacific) Limited at Room 6415, 64th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong; or
7. CCB International Capital Limited at 34/F, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong; or
8. Guotai Junan Securities (Hong Kong) Limited at 27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong; or

9. Kingsway Financial Services Group Limited at 5/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong; or

10. First Shanghai Securities Limited at 19/F, Wing On House, 71 Des Voeux Road, Central, Hong Kong

or any of the following branches of The Hongkong and Shanghai Banking Corporation Limited:

	<u>Branch name</u>	<u>Address</u>
<b>Hong Kong Island</b>	Hong Kong Office	Level 3, 1 Queen's Road Central, Hong Kong
	North Point Branch	G/F, Winner House, 306-316 King's Road, North Point, Hong Kong
	Des Voeux Road Central Branch	China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong
	Hay Wah Building Branch	G/F, Hay Wah Building, 71-85 Hennessy Road, Wan Chai, Hong Kong
<b>Kowloon</b>	Pioneer Centre Branch	Shop 218, 2/F, Pioneer Centre, 750 Nathan Road, Kowloon
	238 Nathan Road Branch	Shop No. 1, 1/F, 238 Nathan Road, Kowloon
	Whampoa Garden Branch	Shop No. G6 & 6A, G/F, Site 4, Whampoa Garden, Kowloon
<b>New Territories</b>	Citywalk Branch	Shops G21-22, Citywalk, 1 Yeung Uk Road, Tsuen Wan, New Territories

<u>Branch name</u>	<u>Address</u>
Shatin Plaza Branch	Shop 49, Level 1, Shatin Plaza, 21-27 Sha Tin Centre Street, Sha Tin, New Territories
East Point City Branch	Shop No. 198, East Point City, 8 Chung Wa Road, Tseung Kwan O, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 29 November 2011 until 12:00 noon on Friday, 2 December 2011 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and Prospectus available.

Applicants may submit applications online to the **HK eIPO White Form** Service Provider through the designated website **www.hkeipo.hk** from 9:00 a.m. on Tuesday, 29 November 2011 until 11:30 a.m. on Friday, 2 December 2011 or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — 9. Effect of Bad Weather on the Opening of the Application Lists” (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 29 November 2011 till 12:00 noon on Friday, 2 December 2011.

Please refer to the “Structure of the Global Offering” and “How to apply for Hong Kong Offer Shares” sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States, except that the Offer Shares may be offered, sold or delivered in reliance on Rule 144A or other exemption(s) from registration under the U.S. Securities Act or outside the United States in reliance on Regulation S under the U.S. Securities Act.

The Company expects to announce an indication of the level of interest in the International Placing, the level of applications of the Hong Kong Public Offer and the basis of allotment on Thursday, 8 December 2011 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the website of the Company at [www.cohl.hk](http://www.cohl.hk) and [www.cohl.com.hk](http://www.cohl.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations under the Hong Kong Public Offer (with successful applicants' identification document numbers, where applicable) will be made available through a variety of channels from Thursday, 8 December 2011 in the manner described in the section headed "How to apply for Hong Kong Offer Shares — Publication of Results" of the Prospectus.

The Company will not issue temporary documents of title. No receipt will be issued for sum paid on application. Dealings in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Friday, 9 December 2011. The Shares will be traded in board lots of 2,000 each.

By Order of the Board  
**China Outfitters Holdings Limited**  
**Lo Peter**  
*Chairman*

Hong Kong, 29 November 2011

*As at the date of this announcement, the executive Directors are Mr. Lo Peter, Mr. Zhang Yongli, Mr. Sun David Lee and Ms. Huang Xiaoyun; the non-executive Director is Mr. Li Guoqiang; and the independent non-executive Directors are Mr. Kwong Wilson Wai Sun, Mr. Cui Yi and Mr. Yeung Chi Wai.*

*Please also refer to the published version of this announcement in the **South China Morning Post**.*