

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 31 March 2017 (the “Prospectus”) issued by Lai Group Holding Company Limited (the “Company”).*

*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 carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.*

## **Lai Group Holding Company Limited**

**禮建德集團控股有限公司**

*(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 SHARE OFFER**

<b>Number of Offer Shares</b>	<b>: 200,000,000 Shares</b>
<b>Number of Placing Shares</b>	<b>: 180,000,000 Shares (subject to reallocation)</b>
<b>Number of Public Offer Shares</b>	<b>: 20,000,000 Shares (subject to reallocation)</b>
<b>Offer Price</b>	<b>: Not more than HK\$0.32 per Offer Share and expected to be not less than HK\$0.26 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>: 8455</b>

**Sole Sponsor**

**FRONTPAGE 富比**

**Frontpage Capital Limited**

**Joint Bookrunners and Joint Lead Managers**



**FRONTPAGE 富比**



## THE SHARE OFFER

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issued and to be issued pursuant to the Share Offer (including any additional Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme).

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

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Growth Enterprise Market of The Stock Exchange (“GEM”) 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 Listing Date or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the GEM Listing Rules) 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 Offer Price will be not more than HK\$0.32 per Offer Share and is expected to be not less than HK\$0.26 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares shall pay in full, on application, the maximum Offer Price of HK\$0.32 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$0.32 per Offer Share.

**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 related Application Forms.**

Applicants who wish to have the Public Offer Shares allotted and issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who wish to have the Public Offer Shares allotted and issued 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 obtained during normal business hours from 9:00 a.m. on Friday, 31 March 2017 until 12:00 noon on Thursday, 6 April 2017 from:

(i) The following offices of the Joint Lead Managers:

<b>Frontpage Capital Limited</b>	26/F, Siu On Centre 188 Lockhart Road Wan Chai Hong Kong
<b>ChaoShang Securities Limited</b>	Rm 4001-2, China Resources Building 26 Harbour Road Wan Chai Hong Kong
<b>Supreme China Securities Limited</b>	Suites 2701-2, 27/F, Dah Sing Financial Centre 108 Gloucester Road Wan Chai Hong Kong

(ii) Any of the following branches of DBS Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

	<b>Branch</b>	<b>Address</b>
Hong Kong Island	United Centre Branch	Shops 1015-1018, 1/F & Shops 2032-2034, 2/F, United Centre, 95 Queensway, Admiralty, Hong Kong
	Happy Valley Branch	G/F, 18A-22 King Kwong Street, Happy Valley, Hong Kong
Kowloon	Yaumatei Branch	G/F & 1/F, 131-137 Woo Sung Street, Yau Ma Tei, Kowloon, Hong Kong
	Amoy Plaza Branch	Shops G193-195, Amoy Plaza, 77 Ngau Tau Kok Road, Ngau Tau Kok, Kowloon, Hong Kong
New Territories	Ma On Shan Branch	Shops 205-206, Level 2, Ma On Shan Plaza, Ma On Shan, New Territories, Hong Kong

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 31 March 2017, until 12:00 noon on Thursday, 6 April 2017, from: (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) your stockbroker, who may have such Application Forms and the Prospectus available.

Your 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 – LAI GROUP Public Offer**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

<b>Friday, 31 March 2017</b>	–	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Saturday, 1 April 2017</b>	–	<b>9:00 a.m. to 1:00 p.m.</b>
<b>Monday, 3 April 2017</b>	–	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Wednesday, 5 April 2017</b>	–	<b>9:00 a.m. to 5:00 p.m.</b>
<b>Thursday, 6 April 2017</b>	–	<b>9:00 a.m. to 12:00 noon</b>

The latest time for lodging the application is 12:00 noon on Thursday, 6 April 2017. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the paragraph headed "How to apply for Public Offer Shares – 9. Effect of bad weather on the opening of the application lists" of the Prospectus.

CCASS Participants can input electronic application instructions from 9:00 a.m. on Friday, 31 March 2017 until 12:00 noon on Thursday, 6 April 2017 or such later time as described in the section headed "How to Apply for the Public Offer Shares – 9. Effect of bad weather on the opening of the application lists" in the Prospectus.

If you are **not a CCASS Investor Participant**, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Bookrunners, the Joint Lead Managers and our Hong Kong Share Registrar.

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.

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

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 such conditions are not fulfilled (or, where applicable, waived by the Joint Lead Managers (for themselves and on behalf of the Underwriters) 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 thereafter, all money received will be refunded to subscribers of the Share Offer without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.dic.hk](http://www.dic.hk) on the next business day immediately following the date of such lapse.

The Public Offer Shares are fully underwritten by the Public Offer Underwriters under the terms of the Public Offer Underwriting Agreement. A Placing Underwriting Agreement relating to the Placing is expected to be entered into on or around 3 April 2017, subject to the Offer Price being agreed. Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) is entitled to terminate their obligations under the Underwriting Agreements by giving notice in writing to the Company upon the occurrence of any of the events set forth in the section headed “Underwriting – Underwriting arrangements and expenses – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Wednesday, 12 April 2017.

The final Offer Price is expected to be determined by agreement between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or around Thursday, 6 April 2017 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company and the Joint Lead Managers (for itself and on behalf of the Underwriters) are unable to agree on the Offer Price on or before Thursday, 6 April 2017 (Hong Kong time), or such later date as may be agreed between the Company and the Joint Lead Managers (for itself and on behalf of the Underwriters) the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.dic.hk](http://www.dic.hk).

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the results of applications and the level and the basis of allocation of the Public Offer Shares on Tuesday, 11 April 2017 on the Company’s website at [www.dic.hk](http://www.dic.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be available at the times and date and in the manner specified below:

- in the announcement to be posted on the Company's website at **www.dic.hk** and the Stock Exchange's website at **www.hkexnews.hk** by no later than 8:00 a.m. on Tuesday, 11 April 2017;
- from the designated results of allocations website at **www.tricor.com.hk/ipo/result** with a "search by ID" function on a 24-hour basis from 8:00 a.m. on Tuesday, 11 April 2017 to 12:00 midnight on Monday, 17 April 2017;
- by telephone enquiry line by calling (852) 3691 8488 between 9:00 a.m. and 6:00 p.m. from Tuesday, 11 April 2017 to Tuesday, 18 April 2017 (excluding Saturday, Sunday and Public Holidays);
- in the special allocation results booklets which will be available for inspection during opening hours from Tuesday, 11 April 2017 to Thursday, 13 April 2017 at the designated receiving bank branches and sub-branches.

The Company will not issue any receipts for sum paid on application or temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Wednesday, 12 April 2017 provided that the Share Offer has become unconditional and the right of termination described in the section headed "Underwriting" in the Prospectus has not been exercised. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 12 April 2017. The Shares will be traded in board lots of 10,000 Shares each and the Stock Code is 8455.

By order of the Board  
**Lai Group Holding Company Limited**  
**Chan Lai Sin**  
*Chairman and executive Director*

Hong Kong, 31 March 2017

*As at the date of this announcement, the executive Directors are Mr. Chan Lai Sin, Mr. Hung Lap Ka, and Ms. So Hiu Bik, and the independent non-executive Directors are Mr. Kwan Ngai Kit, Ms. Lui Lai Chun and Mr. Wu Loong Cheong Paul.*

*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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.*