

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, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 28 February 2017 (the “**Prospectus**”) issued by Hing Ming Holdings Limited (the “**Company**”).

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

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 the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. 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 and is not currently intended to be any public offer of securities in the United States.

  
**HING MING HOLDINGS LIMITED**  
**興銘控股有限公司**  
(Incorporated in the Cayman Islands with limited liability)

**NOTICE OF 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>:</b>	<b>100,000,000 Shares (subject to the Offer Size Adjustment Option)</b>
<b>Number of Placing Shares</b>	<b>:</b>	<b>90,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>10,000,000 Shares (subject to reallocation)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$0.80 per Offer Share and expected to be not less than HK\$0.70 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) (payable in full on application in Hong Kong dollar and subject to refund)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>8425</b>

**Sole Sponsor**

 **CLC INTERNATIONAL LIMITED**  
創僑國際有限公司

**Sole Bookrunner and Sole Lead Manager**



**Supreme China Securities Limited**  
智華證券有限公司

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including the Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and any options which may be granted under the Share Option Scheme and any Shares to be issued under the Capitalisation Issue) or as otherwise described in the Prospectus.

The Share Offer comprises (subject to the Offer Size Adjustment Option) the Placing and the Public Offer. A total of 100,000,000 Shares will be made available under the Share Offer, of which 90,000,000 Shares (subject to reallocation), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The remaining 10,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will be offered under the Public 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 connection with the Share Offer, the Company has granted to the Sole Lead Manager (for itself and on behalf of the Underwriters) the Offer Size Adjustment Option pursuant to which the Sole Lead Manager (for itself and on behalf of the Underwriters) may at any time before 5:00 p.m. on the business day immediately before the date of the announcement of the results of allocation and the basis of allocation of the Public Offer Shares exercise the Offer Size Adjustment Option to require the Company to allot and issue at the Offer Price up to an aggregate of 15,000,000 additional Shares, representing 15% of the aggregate of the total number of Offer Shares initially made available under the Share Offer, on the same terms as those applicable to the Share Offer, solely to cover any over-allocation in the Placing.

The Shares to be issued pursuant to the Offer Size Adjustment Option will not be used for price stabilisation purpose and is not subject to the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

Prospective investors of the Offer Shares should note that the Sole Lead Manager (for itself and on behalf of the Underwriters) may in its absolute discretion, upon giving notice in writing to the Company, terminate the Underwriting Agreements with immediate effect if any of the events set forth under the section headed “Underwriting — Underwriting arrangement and expenses — Public Offer Underwriting Agreement — Grounds for termination” in the Prospectus occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Application for the Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and conditions of the Share Offer” in the Prospectus. If the conditions of the Share Offer as mentioned therein have not been fulfilled or waived by the Sole Lead Manager prior to the dates and times specified in the Prospectus, the Share Offer will not proceed and will lapse and all monies received will be refunded to applicants 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 by the Company on the Stock Exchange's website at **www.hkexnews.hk** and the Company's website at **www.hing-ming.com** on the next business day following the date of such lapse.

The Offer Price is expected to be fixed by agreement between the Sole Lead Manager (for itself and on behalf of the Underwriters) and the Company on or around the Price Determination Date, which is expected to be on or around Monday, 6 March 2017 or such later date as may be agreed. If, for whatever reason, the Company and the Sole Lead Manager (for itself and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price by the Price Determination Date or such later date as may be agreed between the Sole Lead Manager (for itself and on behalf of the Underwriters) and the Company, the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement on the website of the Stock Exchange at **www.hkexnews.hk** and the website of the Company at **www.hing-ming.com**.

The Offer Price will not be more than HK\$0.80 per Offer Share and is expected to be not less than HK\$0.70 per Offer Share unless otherwise announced. Applicants under the Public Offer should pay, on application, the maximum Offer Price of HK\$0.80 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is less than HK\$0.80 per Offer Share.

Applicants who wish to be allotted the Public Offer Shares in their own names should (i) 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 Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained with CCASS should (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 Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 February 2017 until 12:00 noon on Friday, 3 March 2017, from the following locations:

- (i) the office of the Sole Lead Manager:

**Supreme China Securities Limited**  
Suites 2701-2, 27th Floor  
Dah Sing Financial Centre  
108 Gloucester Road  
Wanchai, Hong Kong

- (ii) the office of the Sole Sponsor:

**CLC International Limited**  
13/F., Nan Fung Tower  
88 Connaught Road Central  
Central, Hong Kong

(iii) any of the following branches of The Bank of East Asia, Limited:

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Main Branch	10 Des Voeux Road Central, Central
	Wanchai Branch	Shop A–C, G/F, Easey Commercial Building, 253–261 Hennessy Road, Wanchai
<b>Kowloon</b>	Yaumatei Branch	G/F, 526 Nathan Road, Yaumatei
	Kwun Tong Branch	7 Hong Ning Road, Kwun Tong
<b>New Territories</b>	Tai Wai Branch	Cheung Fung Mansion, 16–18 Tai Wai Road, Shatin
	Tai Po Branch	62–66 Po Heung Street, Tai Po Market, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 February 2017 until 12:00 noon on Friday, 3 March 2017 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 **YELLOW** Application Forms and the copies of the Prospectus available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "The Bank of East Asia (Nominees) Limited — Hing Ming 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, at the following times:

Tuesday, 28 February 2017	—	9:00 a.m. to 5:00 p.m.
Wednesday, 1 March 2017	—	9:00 a.m. to 5:00 p.m.
Thursday, 2 March 2017	—	9:00 a.m. to 5:00 p.m.
Friday, 3 March 2017	—	9:00 a.m. to 12:00 noon

CCASS Participants may give **electronic application instructions** from 9:00 a.m. on Tuesday, 28 February 2017 until 12:00 noon on Friday, 3 March 2017 or such later time as described in the paragraph "How to apply for Public Offer Shares — Effect of bad weather on the opening of the application lists" in the Prospectus.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Share Offer.

All share certificates will only become valid certificates of title when the Share Offer has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

**No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

All necessary arrangements have also been made for the Shares to be admitted into CCASS. If the Stock Exchange grants the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on 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 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.

The announcement of the final Offer Price, the level of indication of interest in the Placing, the level of applications of the Public Offer and the basis of allocation of the Public Offer Shares are expected to be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.hing-ming.com](http://www.hing-ming.com) on Tuesday, 14 March 2017.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 15 March 2017. Shares will be traded in board lots of 4,000 Shares each. The stock code for the Shares is 8425.

By order of the Board of  
**Hing Ming Holdings Limited**  
**Tang Hing Keung**  
*Executive Director*

Hong Kong, 28 February 2017

*As at the date of this announcement, the executive Directors are Mr. Tang Hing Keung and Mr. Tang Ming Hei; the non-executive Directors are Ms. Au Fung Yee and Mr. Au Lop Wah Edmond; and the independent non-executive Directors are Mr. Kwan Woon Man Boris, Mr. Chiu Chi Wing and Mr. Tang Man Ho Michael.*

*This announcement, for which all the Directors jointly and severally 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 matters the omission of which would make any statement in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://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 and remains on the Company's website at [www.hing-ming.com](http://www.hing-ming.com).*