

Unless otherwise stated, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 16 December 2013 (the “**Prospectus**”) of C Cheng Holdings Limited (the “**Company**”).

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.

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



## **C CHENG HOLDINGS LIMITED**

**思城控股有限公司**

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

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

**Number of Placing Shares : 45,000,000 Shares (subject to the Offer Size Adjustment Option)**

**Placing Price : Not more than HK\$0.9 per Placing Share and expected to be not less than HK\$0.7 per Placing Share (payable in full upon application in Hong Kong dollars, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%)**

**Nominal Value : HK\$0.01 each**

**Stock Code : 8320**

**Sole Sponsor**



**China Everbright Capital Limited**

**Sole Bookrunner and Sole Lead Manager**



**China Everbright Securities (HK) Limited**

As required under the GEM Listing Rules and the Companies Ordinance, copies of the prospectus are available, for information purposes only, at the offices of (1) China Everbright Capital Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong; and (2) China Everbright Securities (HK) Limited at 36th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong during normal office hours from 4:00 p.m. to 6:00 p.m. on Monday, 16 December 2013 and during the normal office hours from 9:00 a.m. to 5:00 p.m. from Tuesday, 17 December 2013 to Friday, 20 December 2013 (both dates inclusive and for business days only).

Pursuant to the Underwriting Agreement, the Company is offering 45,000,000 Placing Shares for subscription by way of Placing at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus.

In connection with the Placing, the Company has granted to the Sole Lead Manager (for itself and on behalf of the Underwriters) the Offer Size Adjustment Option which will be exercisable at any time before 6:00 p.m. on the Business Day immediately before the date of allotment results announcement with respect to the level of indication of interest in the Placing, to require the Company to allot and issue at the Placing Price up to an aggregate of 6,750,000 additional new Shares, representing 15% of the Placing Shares initially made available for subscription under the Placing.

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the Sole Lead Manager to meet any excess demand in the Placing. The Offer Size Adjustment Option will not be associated with any price stabilisation activities of the Shares in the secondary market after the listing of the Shares on GEM and will not be subject to the Securities and Futures (Price Stabilising) Rules of the Securities and Futures Ordinance (Chapter 571W of the Laws of Hong Kong).

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus.

The Placing is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and Conditions of the Placing – Conditions of the Placing” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived) 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 money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange Website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.cchengholdings.com](http://www.cchengholdings.com) on the next business day immediately following the date of such lapse.

Prospective investors should note that the Sole Lead Manager (for itself and on behalf of the Underwriters) is entitled to terminate their obligations under the Underwriting Agreement with immediate effect by giving notice in writing 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, 20 December 2013.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued (i) pursuant to the Capitalisation Issue and the Placing; (ii) upon the exercise of the Offer Size Adjustment Option; and (iii) upon the exercise of any options granted or to be granted under the Pre-IPO Share Option Scheme and the Share Option Scheme. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the 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 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 final Placing Price is expected to be determined by agreement between the Company and the Sole Lead Manager on the Price Determination Date, which is currently expected to be on or before Wednesday, 18 December 2013 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company and the Sole Lead Manager are unable to agree on the Placing Price on or before Wednesday, 18 December 2013 (Hong Kong time), or such later date as may be agreed between the Company and the Sole Lead Manager, the Placing 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.cchengholdings.com](http://www.cchengholdings.com).

The Placing Price will not be more than HK\$0.9 per Placing Share and is expected to be not less than HK\$0.7 per Placing Share. Share certificates for the Placing Shares 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 term prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the final Placing Price and the indication of level of interest in the Placing and the basis of allocation of the Placing Shares will be announced on the Stock Exchange Website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.cchengholdings.com](http://www.cchengholdings.com) on or before Thursday, 19 December 2013.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 20 December 2013.

Shares will be traded in board lots of 4,000 Shares. The GEM stock code for the Shares is 8320.

By order of the Board  
**C Cheng Holdings Limited**  
**Liang Ronald**  
Chairman  
Hong Kong

Hong Kong, Monday, 16 December 2013

*As at the date of this announcement, executive Directors are Mr. Liang Ronald, Mr. Fu Chin Shing, Mr. Wang Jun You, Mr. Lo Kin Nang, Mr. Ng Kwok Fai and Mr. He Xiao, and the independent non-executive Directors are Mr. Lo Wai Hung, Mr. Wang Julius and Mr. Yu Chi Hang (alias, Yue Chi Hang).*

*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; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange 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 day of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.cchengholdings.com](http://www.cchengholdings.com).*