

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 purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Prospective 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 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)

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

Number of Placing Shares : 45,000,000 Shares

**Placing Price : HK\$0.83 per Placing Share, 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

ANNOUNCEMENT OF PLACING PRICE AND ALLOTMENT RESULTS

SUMMARY

- The Placing Price is agreed at HK\$0.83 per Placing Share (excluding brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%). The net proceeds of the Placing after deducting the underwriting commission and other related expenses in relation to the Placing and Listing are estimated to be approximately HK\$17.3 million.
- The Offer Size Adjustment Option has not been exercised by the Sole Lead Manager and has lapsed.
- The 45,000,000 Shares offered by the Company under the Placing have been significantly over-subscribed.
- Pursuant to the Placing, 45,000,000 Shares have been conditionally allocated to a total of 165 selected professional, institutional and other investors.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or Significant Shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.
- The Directors confirm that immediately after completion of the Capitalisation Issue and the Placing, the Company will comply with the public float requirements under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules that the public float of the Company will be 25% of the enlarged issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.
- 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 each. The GEM stock code of the Shares is 8320.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

Pursuant to the Price Determination Agreement entered into between the Company and the Sole Lead Manager on Wednesday, 18 December 2013, the Placing Price has been agreed at HK\$0.83 per Placing Share (excluding brokerage fee of 1%, Stock Exchange trading fee of 0.005% and transaction levy of 0.003%).

The net proceeds of the Placing after deducting the underwriting commission and other related expenses in relation to the Placing and the Listing are estimated to be approximately HK\$17.3 million.

The Directors intend to apply the net proceeds of the Placing in accordance with the purposes set forth in the section headed “Future Plans and Use of Proceeds” in the Prospectus as follows:

- approximately 31.2% of the net proceeds, or approximately HK\$5.4 million, for the enhancement of our information technology infrastructure;
- approximately 12.5% of the net proceeds, or approximately HK\$2.2 million, for carrying out marketing activities in the PRC; and
- approximately 56.3% of the net proceeds, or approximately HK\$9.7 million, for expansion of our offices and teams.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING AND LAPSE OF OFFER SIZE ADJUSTMENT OPTION

The 45,000,000 Shares offered by the Company under the Placing have been significantly over-subscribed.

As at the date of this announcement, the Offer Size Adjustment Option has not been exercised by the Sole Lead Manager and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 45,000,000 Shares have been conditionally allocated to a total of 165 selected professional, institutional and other investors.

The distribution of the Placing Shares is set out below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing
Top placee	8,800,000	19.56%	4.89%
Top 5 placees	23,528,000	52.28%	13.07%
Top 10 placees	34,448,000	76.55%	19.14%
Top 25 placees	42,788,000	95.08%	23.77%

Number of Placing Shares allocated	Number of places
4,000 to 8,000	123
8,001 to 40,000	5
40,001 to 400,000	19
400,001 and above	18

The Directors confirm that, to the best of their knowledge and belief, all places under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or Significant Shareholders of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total issued share capital at the time of the Listing and at all times thereafter.

Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders.

The Directors confirmed that immediately after completion of the Capitalisation Issue and the Placing, the Company will comply with the public float requirements under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules that the public float of the Company will be 25% of the enlarged issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company 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 such 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.

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

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Thursday, 19 December 2013 for credit to the relevant CCASS Participants' stock accounts or CCASS Investor Participants' stock accounts designated by the Sole Lead Manager, the placees or their respective agents (as the case may be).

Prospective investors of the Placing Shares should note that the Sole Lead Manager (for itself and on behalf of the Underwriters) is entitled to terminate its obligations under the Underwriting Agreement by giving written notice to the Company upon the occurrence of any of the events set forth under the paragraph headed "Grounds for Termination" in the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms and conditions, an announcement will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.cchengholdings.com accordingly.

All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms and conditions prior to 8:00 a.m. on the Listing Date.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 20 December 2013. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.cchengholdings.com.

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

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

Hong Kong, 19 December 2013

As at the date of this announcement, executive Director 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 will remain on the Stock Exchange Website at www.hkexnews.hk on the “Latest Company Announcements” page for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.cchengholdings.com.