

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Major Holdings Limited (the “**Company**”) dated 6 January 2014.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (the “**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. Potential 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.



**美捷滙控股有限公司\***

*(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 : 30,000,000 Shares**

**Maximum Placing Price : HK\$1.40 per Placing Share, plus  
1.0% brokerage, 0.003% SFC  
transaction levy and 0.005% Stock  
Exchange trading fee, payable in  
full on application subject to refund  
on final pricing**

**Nominal value : HK\$0.01 per Share**

**Stock code : 8209**

**Sole Sponsor**



**China Everbright Capital Limited**

**Sole Bookrunner and Sole Lead Manager**



**China Everbright Securities (HK) Limited**

**Co-Manager**



**太平基業證券有限公司  
Pacific Foundation Securities Limited**

\* For identification purpose only

As required under the GEM Listing Rules and the Companies Ordinance, copies of the Prospectus are available, for information purpose only, at the office of China Everbright Securities (HK) Limited at 36th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong during normal office hours from 4:15 p.m. to 6:15 p.m. on Monday, 6 January 2014 and during normal office hours from 9:00 a.m. to 5:00 p.m. from Tuesday, 7 January 2014 to Wednesday, 8 January 2014 (both dates inclusive).

Pursuant to the Underwriting Agreement, the Company is offering 30,000,000 Placing Shares for subscription by way of Placing, representing 25% of the issued share capital of the Company upon completion of the Placing (taking no account of any Shares which may be allotted and issued pursuant to the exercise of any option which may be granted under the Share Option Scheme), at the Placing Price on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus.

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 — The Placing — Conditions of the Placing” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Sole Lead Manager (for itself and on behalf of the Underwriters)) 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 subscribers of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.majorcellar.com](http://www.majorcellar.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 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. Friday, 10 January 2014.

Application has been made to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued on GEM pursuant to the Placing, the Capitalisation Issue and upon the exercise of any option that may be granted under the Share Option Scheme as described in the Prospectus.

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, i.e. Friday, 10 January 2014, 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 (for itself and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or before Wednesday, 8 January 2014 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company and the Sole Lead Manager (for itself and on behalf of the Underwriters) are unable to agree on the Placing Price on or before Wednesday, 8 January 2014 (Hong Kong time), or such later date as may be agreed between the Company and the Sole Lead Manager (for itself and on behalf of the Underwriters), 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.majorcellar.com](http://www.majorcellar.com).

The Placing Price will not be more than HK\$1.40 per Placing Share and is expected to be not less than HK\$1.00 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, i.e. Friday 10 January 2014.

**No receipt will be issued for subscription monies received. No temporary documents of title will be issued by the Company.**

The announcement of the final Placing Price, the indication of level of interest in the Placing and the basis of allocation of the Placing Shares will be published on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.majorcellar.com](http://www.majorcellar.com) on or before Thursday, 9 January 2014.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 10 January 2014.

Shares will be traded in board lots of 2,000 Shares each. The GEM stock code for the Shares is 8209.

By order of the Board  
**Major Holdings Limited**  
**Cheung Chun To**  
*Chairman*

Hong Kong, Monday, 6 January 2014

*As at the date of this announcement, the executive Directors are Mr. Cheung Chun To, Mr. Leung Chi Kin Joseph, Mr. Cheung Chun Pang and Ms. Cheung Wing Shun, the independent non-executive Directors are Mr. Wong Siu Ki, Mr. Ngai Hoi Ying and Mr. Yue Kwai Wa Ken.*

*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 aspects and not misleading or deceptive; and there are no other 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 website at [www.hkexnews.hk](http://www.hkexnews.hk) and in the case of this announcement, on the “Latest Company Announcements” page for 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.majorcellar.com](http://www.majorcellar.com).*