

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Madison Wine Holdings Limited (the “Company”) dated 29 September 2015.

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



**MADISON WINE®**

**Madison Wine Holdings Limited**

**麥迪森酒業控股有限公司**

*(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 : 100,000,000 Shares  
Placing Price : HK\$0.75 per Placing Share (payable in full on application in Hong Kong dollars plus brokerage of 1.00%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)  
Nominal value : HK\$0.01 per Share  
Board lot : 4,000  
Stock code : 8057

**Sole Sponsor**



**Innovax  
Capital**

**Innovax Capital Limited**

**Joint Global Coordinators**



**Innovax  
Capital**  
**Innovax Capital Limited**



**Haitong International  
Securities Company Limited**

**Joint Bookrunners and Joint Lead Managers**



**Innovax  
Capital**  
**Innovax Capital Limited**



**Haitong International  
Securities Company Limited**



**Fortune (HK) Securities  
Limited**

- The Placing Price has been determined at HK\$0.75 per Placing Share (excluding brokerage of 1.00%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.75 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting the underwriting fees and other expenses, are approximately HK\$56.3 million.
- The 100,000,000 Placing Shares initially offered under the Placing have been slightly over-subscribed and have been conditionally allocated to a total of 140 individual, professional and institutional investors.
- The Offer Size Adjustment Option has not been exercised by the Joint Global Coordinators and has lapsed.
- The Directors confirm that, to the best of their knowledge and belief, all the placees under the Placing (the “**Placees**”) are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates, and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the Placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the Placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of shares of the Company registered in his/her/its name or otherwise held by him/her/it. No Placees will individually be placed over 10% of the enlarged issued share capital of the Company immediately after the Capitalisation Issue and the completion of the Placing.

- The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be at least 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 Listing will be beneficially owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Thursday, 8 October 2015. Shares will be traded in board lots of 4,000 Shares each. The stock code for the Shares is 8057.
- **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

The Placing Price has been determined at HK\$0.75 per Placing Share (excluding brokerage fee of 1.00%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing, after deducting underwriting fees and other expenses, are approximately HK\$56.3 million. The Directors intend to use such net proceeds in accordance with the purposes set forth in the section headed “Statement of business objective and use of proceeds” in the Prospectus in the following manner:

- approximately HK\$28.2 million, representing approximately 50% of the net proceeds, will be used for expanding and diversifying the product portfolio of the Group;
- approximately HK\$16.9 million, representing approximately 30% of the net proceeds, will be used for acquiring one or more wine merchants in Hong Kong; and
- approximately HK\$5.6 million, representing approximately 10% of the net proceeds, will be used for enhancing public awareness of the Company by increasing marketing and promotion efforts.

The remaining balance of approximately HK\$5.6 million, representing approximately 10% of the net proceeds, will be used for the funding of our working capital and general corporate purposes.

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

The 100,000,000 Placing Shares initially offered under the Placing have been slightly over-subscribed. The Offer Size Adjustment Option has not been exercised by the Joint Global Coordinators and has lapsed.

### RESULTS OF ALLOCATION

Pursuant to the Placing, 100,000,000 Shares have been conditionally allocated to a total of 140 individual, professional and institutional investors. The distribution of the Placing Shares is set forth as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing</b>
Top Placee	22,000,000	22.00%	5.50%
Top 5 Placees	49,400,000	49.40%	12.35%
Top 10 Placees	61,900,000	61.90%	15.48%
Top 25 Placees	94,600,000	94.60%	23.65%

#### Number of Placing Shares allocated

#### Number of Placees

10,000 to 100,000	102
100,001 to 500,000	10
500,001 to 1,000,000	3
1,000,001 to 2,000,000	6
2,000,001 to 5,000,000	17
5,000,001 and above	<u>2</u>
<b>Total:</b>	<u><u>140</u></u>

The Directors confirm that all the Placees are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates, and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the Placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the Placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of shares of the Company registered in his/her/its name or otherwise held by him/her/it. No Placees will individually be placed over 10% of the enlarged issued share capital of the Company immediately after the Capitalisation Issue and the completion of 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 not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM 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 beneficially owned by the three largest public Shareholders. Immediately after the Capitalisation Issue and the Placing, the Directors confirm that the public float of the Company will be at least 25% of the 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 beneficially owned by the three largest public Shareholders at the time of the Listing.

## **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 (i.e. 8 October 2015) 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 application monies paid. The Company will not issue temporary documents of title.**

The share certificates for the Placing Shares to be distributed via CCASS are expected to be deposited into CCASS on Wednesday, 7 October 2015 for credit to the relevant CCASS Participants' stock accounts or the relevant CCASS Investor Participants' stock accounts designated by the Joint Global Coordinators, the placing agents, the placees or their agents (as the case may be) based on their respective instructions.

Prospective investors of the Placing Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by notice in writing to be given by the Joint Global Coordinators (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set out 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. 8 October 2015). In the event that the Underwriting Agreement is terminated, 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 website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.madison-wine.com](http://www.madison-wine.com) on the next business day immediately following the date of such lapse.

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Thursday, 8 October 2015. Shares will be traded in board lots of 4,000 Shares each. The stock code for the Shares is 8057. 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](http://www.hkexnews.hk) and the Company's website at [www.madison-wine.com](http://www.madison-wine.com).

By Order of the Board  
**Madison Wine Holdings Limited**  
**Ting Pang Wan Raymond**  
*Chairman*

Hong Kong, 7 October 2015

*As at the date of this announcement, the executive Directors of the Company are Mr. Ting Pang Wan Raymond, Mr. Zhu Qin and Mr. Kao Sheng-Chi, and the independent non-executive Directors are Ms. Debra Elaine Meiburg, Ms. Fan Wei and Mr. Chu Kin Wang, Peleus.*

*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 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's website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at [www.madison-wine.com](http://www.madison-wine.com).*