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*(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1360)

## **INSIDE INFORMATION: PLACING OF SHARES BY CONTROLLING SHAREHOLDER**

**Placing Agent of the Controlling Shareholder**



**金利豐證券**  
**KINGSTON SECURITIES**

### **PLACING OF SHARES BY CONTROLLING SHAREHOLDER**

On 27 May 2015 (after trading hours), the Company was informed by Business Good that, after trading hours on 27 May 2015, Business Good entered into the Placing Agreement with the Placing Agent for the Placing of a total of 110,000,000 Shares owned by Business Good, on a best effort basis at the Placing Price of HK\$4 per Share. After completion of the Placing (assuming all the Placing Shares are placed in full), Business Good will cease to be the controlling shareholder but remains as a substantial shareholder of the Company.

**The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

This announcement is made pursuant to Rule 13.09 of the Listing Rules and the provisions of the inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

## **PLACING OF SHARES BY CONTROLLING SHAREHOLDER**

On 27 May 2015 (after trading hours), the Company was informed by Business Good that, after trading hours on 27 May 2015, it entered into the Placing Agreement with the Placing Agent for the Placing of a total of 110,000,000 Placing Shares (representing approximately 45.83% of the entire issued share capital of the Company as at the date of this announcement), and such Shares are registered in the name of Business Good. Business Good is owned by Mr. Lee Chi Sang as to 93.2% and Business Good held as to 140,000,000 Shares (inclusive of 110,000,000 Placing Shares) as at the date of this announcement. Pursuant to the Placing Agreement, the Placing Agent shall place all the Placing Shares on a best effort basis at the Placing Price of HK\$4 per Placing Share.

As informed by Business Good, the Placing is conditional upon the placing of ALL 110,000,000 Placing Shares (which means that the entire number of 110,000,000 Placing Shares must be placed by the Placing Agent on or before the end of the placing period at the Placing Price, and there shall not be any Placing Shares not being placed by the Placing Agent by the end of the placing period) and which shall be completed on or before 10 June 2015, or such earlier date as the Placing Agent may notify Business Good. In the event that there are remaining Placing Shares not being placed by the end of the Placing Period, the entire Placing shall be terminated and none of the Placing Shares shall be placed under the Placing Agreement. Furthermore, pursuant to the Placing Agreement, the Placing Agent shall use all reasonable endeavours to ensure that none of the placees of the Placing will be allotted with Placing Shares to the extent that any placees of the Placing (together with parties acting in concert with him/her/it) will hold 20% or more of the voting rights of the Company as a result of the Placing, and that the placees of the Placing and their ultimate beneficial owners shall be third parties independent of and not connected with the Company or any of its connected persons.

After completion of the Placing (assuming all the Placing Shares are placed in full), Business Good will cease to be the controlling shareholder but remain as a substantial shareholder of the Company.

## **EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY**

The following table sets out the shareholding structure of the Company:

- (i) as at the date of this announcement;
- (ii) upon completion of the Placing (assuming all the Placing Shares are placed in full and there is no other change in the shareholding structure of the Company before completion of the Placing).

	<b>As at the date of the announcement</b>		<b>Upon completion of the Placing (assuming all the Placing Shares are fully placed)</b>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
<b>Shareholders</b>				
Business Good ( <i>Note 1</i> )	140,000,000	58.33	30,000,000	12.50
<b>Public</b>				
The placees of the Placing	–	–	110,000,000	45.83
Other public Shareholders	<u>100,000,000</u>	<u>41.67</u>	<u>100,000,000</u>	<u>41.67</u>
<b>Total</b>	<u><u>240,000,000</u></u>	<u><u>100.00</u></u>	<u><u>240,000,000</u></u>	<u><u>100.00</u></u>

*Note 1:* The Shares are registered in the name of Business Good, of which Mr. Lee Chi Sang, an executive Director and chairman of the Company, held 93.2% of the entire share capital.

*Note 2:* The percentage figures are rounded to two decimal places.

**The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **TERMS AND DEFINITIONS**

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“Business Good” Business Good Holdings Limited (商佳控股有限公司), a company incorporated in the British Virgin Islands with limited liability on 3 April 2012 and was owned by Mr. Lee Chi Sang as to 93.2%, and it held as to 140,000,000 Shares as at the date of this announcement

“Company”	Mega Expo Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1360)
“controlling shareholder”	has the meaning as ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placing”	the placing of 110,000,000 Placing Shares (representing approximately 45.83% of the existing issued share capital of the Company as at the date of this announcement) pursuant to the terms of the Placing Agreement
“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement entered into between Business Good and the Placing Agent dated 27 May 2015 in relation to the Placing
“Placing Price”	HK\$4 per Placing Share
“Placing Shares”	an aggregate of 110,000,000 issued Shares to be placed pursuant to the Placing Agreement
“Shareholder”	holder(s) of the Share(s)
“Share”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“substantial shareholder” has the meaning as ascribed to under the Listing Rules

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent

By the order of the Board  
**Mega Expo Holdings Limited**  
**Si Tze Fung**  
*Executive Director*

Hong Kong, 27 May 2015

*As at the date of this announcement, the Board comprises Mr. Lee Chi Sang and Mr. Si Tze Fung as executive Directors; Mr. Chu Kwok Man, Mr. Law Sung Ching, Gavin and Mr. Yeung Chun Yue, David as independent non-executive Directors.*