

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 25 October 2019 (the “**Prospectus**”) issued by Xinji Shaxi Group Co., Ltd (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any shares or other securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company, Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares shall be taken solely on the basis of the information contained and the representations made in the Prospectus.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered, sold, pledged or transferred within the United States except pursuant to registration or an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities law. There will be no public offer of securities in the United States. The Offer Shares may be offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, China Tonghai Securities Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the International Underwriters, may over-allocate Shares or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day from the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day from the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

The Hong Kong Offer Shares will be offered to the public subject to the terms and conditions as set out in the Prospectus and the related Application Forms.



# 信基沙溪集团股份有限公司 XINJI SHAXI GROUP CO., LTD

(Incorporated in the Cayman Islands with limited liability)

## GLOBAL OFFERING

- Number of Offer Shares : 375,000,000 Shares comprising  
300,000,000 new Shares and  
75,000,000 Sale Shares (subject to the  
Over-allotment Option)
- Number of Hong Kong Offer Shares : 37,500,000 Shares (subject to  
reallocation)
- Number of International Offer Shares : 337,500,000 Shares (subject to  
reallocation and the Over-allotment  
Option)
- Maximum Offer Price : HK\$1.10 per Offer Share, plus  
brokerage of 1.00%, SFC transaction  
levy of 0.0027% and Stock Exchange  
trading fee of 0.005% (payable in full  
on application subject to refund)
- Nominal value : HK\$0.01 per Share  
Stock code : 3603

Sole Sponsor



Joint Global Coordinators



Joint Bookrunners



Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including any additional Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and the exercise of any option to be granted under the Share Option Scheme). Assuming the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 8 November 2019, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. on Friday, 8 November 2019.

The Global Offering comprises the Hong Kong Public Offering of 37,500,000 Shares (subject to reallocation) representing approximately 10% of the total number of Offer Shares under the Global Offering and the International Offering of 337,500,000 Shares (subject to reallocation and the Over-allotment Option) representing approximately 90% of the total number of Offer Shares under the Global Offering. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a conditional basis. The International Offering is expected to be fully underwritten by the International Underwriters. The Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon occurrence of any of the events set forth under the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” to the Prospectus at any time prior to 8:00 a.m. on the Listing Date. In the event that the conditions of the Global Offering are not fulfilled or waived by the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on or before the dates and times specified in the respective Underwriting Agreements, the Global Offering will lapse and the Stock Exchange will be notified immediately. The Company will cause a notice of the lapse of the Hong Kong Public Offering to be published in the South China Morning Post (in English), Hong Kong Economic Times (in Chinese) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company’s website [www.xjsx.net.cn](http://www.xjsx.net.cn) on the next day following such lapse. In such event, all application monies will be returned, without interest, on the terms set out in the section headed “How to Apply for the Hong Kong Offer Shares” in the Prospectus.

The allocation of the Offer Shares between the Hong Kong Public Offering and International Offering will be subject to reallocation as described in the section headed “Structure and Conditions of the Global Offering” in the Prospectus. In addition, the Joint Global Coordinators may reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with the Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offering shall be not more than 75,000,000 Offer Shares, representing double of the initial allocation to the Hong Kong Public Offering and the final Offer Price shall be fixed at HK\$0.90 per Offer Share, the low-end of the Offer Price range as stated in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, to require the Company to allot and issue up to an aggregate of 56,250,000 Shares, representing no more than 15% of the initial Offer Shares under the Global Offering, at the same Offer Price under the International Offering, if any. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.xjxs.net.cn](http://www.xjxs.net.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and 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 date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be 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 to enable the Shares to be admitted into CCASS. Investors should seek the advice from their stockbroker or other professional advisers for details of the settlement arrangement as such arrangement may affect their right and interest.

The Offer Price is expected to be no more than HK\$1.10 per Offer Share and is currently expected to be no less than HK\$0.90 per Offer Share, unless otherwise announced. Investors applying for Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$1.10 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, in full.

If the Offer Price as finally determined is less than HK\$1.10 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and Hong Kong Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the section headed "How to Apply for the Hong Kong Offer Shares" in the Prospectus.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the HK eIPO White Form service.**

Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the HK eIPO White Form Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 25 October 2019, until 12:00 noon on Wednesday, 30 October 2019 (or such later date as may apply as described in the section headed “How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus), from:

1. the following addresses of the Hong Kong Underwriters:

**China Tonghai Securities Limited**

18/F and 19/F, China Building  
29 Queen’s Road Central  
Hong Kong

**RaffAello Securities (HK) Limited**

Unit 1701, 17/F, Low Block  
Grand Millennium Plaza  
181 Queen’s Road Central  
Hong Kong

**China Industrial Securities International Capital Limited**

7/F, Three Exchange Square  
8 Connaught Place, Central  
Hong Kong

**Sorrento Securities Limited**

11/F, The Wellington  
198 Wellington Street, Central  
Hong Kong

**I Win Securities Limited**

Room 1916, Hong Kong Plaza  
188 Connaught Road West  
Hong Kong

**Fortune (HK) Securities Limited**

43/F, Cosco Tower  
183 Queen’s Road Central  
Hong Kong

**Lead Securities (HK) Limited**

Unit A, 23/F, The Wellington  
198 Wellington Street, Central  
Hong Kong

2. any of the following branches of CMB Wing Lung Bank Limited:

<u>District</u>	<u>Branch Name</u>	<u>Address</u>
Hong Kong Island	Head Office	45 Des Voeux Road Central
	Johnston Road Branch	118 Johnston Road
	Central District Branch	189 Des Voeux Road Central
Kowloon	Mongkok Branch	B/F CMB Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
New Territories	Tsuen Wan Branch	251 Sha Tsui Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 25 October 2019 until 12:00 noon on Wednesday, 30 October 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**CMB WING LUNG (NOMINEES) LIMITED — XINJI SHAXI GROUP CO., LTD PUBLIC OFFER**" attached, should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank listed above at the following times:

Friday, 25 October 2019 — 9:00 a.m. to 5:00 p.m.  
Saturday, 26 October 2019 — 9:00 a.m. to 1:00 p.m.  
Monday, 28 October 2019 — 9:00 a.m. to 5:00 p.m.  
Tuesday, 29 October 2019 — 9:00 a.m. to 5:00 p.m.  
Wednesday, 30 October 2019 — 9:00 a.m. to 12:00 noon

Applicants applying by the **HK eIPO White Form** may submit applications through the HK eIPO White Form Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, 25 October 2019 until 11:30 a.m. on Wednesday, 30 October 2019 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 25 October 2019 until 12:00 noon on Wednesday, 30 October 2019 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.



If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement of the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on the Company’s website ([www.xjsx.net.cn](http://www.xjsx.net.cn)) on Thursday, 7 November 2019. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, 7 November 2019 as described in the section headed “How to Apply for the Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus. If an application of the Hong Kong Public Offering is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$1.10 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the condition of the Global Offering are not fulfilled in accordance with the section headed “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Any refund of the application monies will be made on Thursday, 7 November 2019.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. (Hong Kong time) on Friday, 8 November 2019 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 8 November 2019. The Shares will be traded in board lots of 3,000 Shares each. The stock code of the Shares is 3603.

By order of the Board of Directors  
**Xinji Shaxi Group Co., Ltd.**  
**Cheung Hon Chuen**  
Chairman

Hong Kong, 25 October 2019

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Cheung Hon Chuen as chairman and executive Director; Mr. Mei Zuoting, Mr. Zhang Weixin and Ms. Jin Chunyan as executive Directors; Mr. Yu Xuecong, Mr. Li Zhanpeng and Mr. Wu Jianxun as non-executive Directors; and Dr. Liu Eping, Mr. Chen Tusheng, Mr. Tan Michael Zhen Shan and Mr. Zheng Decheng as independent non-executive Directors.*