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*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 31 October 2019 (the “**Prospectus**”) of Ruicheng (China) Media Group Limited (the “**Company**”).*

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 securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

*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 and is not an offer to sell or a solicitation of any offer to buy securities in the United States or elsewhere. The securities referred to in this announcement have not been and will not be registered under the United States Securities Act of 1933 (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of any persons in the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirement of the U.S. Securities Act. There will be no public offering of the securities of the Company in the United States.*

*In connection with the Global Offering, Aristo Securities Limited as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate 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 taken, will be done at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising action is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. Such stabilising action, if taken, 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 Stabilizing) Rules (Cap.571W of the Laws of Hong Kong), as amended, made under the SFO. The details of the intended stabilisation and how it will be regulated under the SFO are set forth in the section headed “Structure and Conditions of the Global Offering” in the Prospectus.*

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 Thursday, 5 December 2019, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offer. 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 in Hong Kong subject to the terms and conditions as set out in the Prospectus and the related Application Forms.



Ruicheng (China) Media Group Limited

瑞誠(中國)傳媒集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	100,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	10,000,000 Shares (subject to reallocation)
Number of International Placing Shares	:	90,000,000 Shares (subject to the Over-allotment Option and reallocation)
Offer Price	:	Not more than HK\$1.75 per Offer Share and expected to be not less than HK\$1.25 per Offer Share plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027% (payable in full on application in Hong Kong dollars, subject to refund on final pricing)
Nominal value	:	HK\$0.01 per Share
Stock code	:	1640

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Application has been made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering, the Loan Capitalisation and the Capitalisation Issue on the Main Board and the Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and any option which may be granted under the Share Option Scheme. Assuming that the Hong Kong Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 12 November 2019, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 12 November 2019.

The Global Offering comprises the Hong Kong Public Offer of initially 10,000,000 Shares (subject to reallocation) and the International Placing of initially 90,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 10% and 90% of the total number of Offer Shares initially being offered under the Global Offering, respectively. The allocation of the Shares between the Hong Kong Public Offer and the International Placing is subject to reallocation as stated in the section headed “Structure and Conditions of the Global Offering — The Hong Kong Public Offer” in the Prospectus. In particular, the Joint Global Coordinators may reallocate the Offer Shares from the International Placing to the Hong Kong Public Offer to satisfy valid applications under the Hong Kong Public Offer. In accordance with 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 Offer following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offer (i.e. 20,000,000 Offer Shares) and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$1.25 per Offer Share).

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators for themselves and on behalf of the International Underwriters at any time from the date of the International Underwriting Agreement until Thursday, 5 December 2019, being the 30th day from the last day for the lodging of applications under the Hong Kong Public Offer, to require the Company to allot and issue up to 15,000,000 additional new Shares, representing 15.0% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price under the International Placing to cover over-allocations (if any) in the International Placing. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.reach-ad.com.

Subject to the approval of the listing of, and permission to deal in, the Shares on 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 Listing Date or any other date as determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) 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.

The Offer Price will not be more than HK\$1.75 per Offer Share and is expected to be not less than HK\$1.25 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay in full, on application, the maximum Offer Price of HK\$1.75 per Offer Share plus the brokerage of 1.0%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.75 per Offer Share.

If an application 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\$1.75 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offer as set out in the section headed “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus are not fulfilled 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 your application monies will be made on or before Monday, 11 November 2019.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO.

Applicants who would like to be allotted Hong Kong Offer Shares 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 **White Form eIPO** Service Provider at www.eipo.com.hk. Applicants who would like to have the allotted Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participants’ stock accounts maintained with 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 Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 31 October 2019 until 12:00 noon on Tuesday, 5 November 2019 (or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus) from:

1. any of the following offices of the Hong Kong Underwriters:

Dongxing Securities (Hong Kong) Company Limited	Room 6805–6806A, 68/F International Commerce Centre 1 Austin Road West Kowloon Hong Kong
Aristo Securities Limited	Room 101, 1st Floor On Hong Commercial Building 145 Hennessy Road, Wanchai Hong Kong
Chuenman Securities Limited	Office A 10/F Sang Woo Building 227–228 Gloucester Road, Wan Chai Hong Kong
Zundiao Securities Limited	Room 601, 6/F On Hong Commercial Building 145 Hennessy Road, Wanchai Hong Kong

2. any of the following designated branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Hong Kong Public Offer:

District	Branch Name	Address
Hong Kong Island	Central Branch	G/F, 1/F, 2/F and 27/F, Two Chinachem Central, 26 Des Voeux Road, Central
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156–162 Hennessy Road, Wanchai
Kowloon	Tsimshatsui Branch	Shop G30 & B117–23, G/F, Mira Place One, 132 Nathan Road, Tsim Sha Tsui
	Lok Fu Shopping Centre Branch	Shop G201, G/F, Lok Fu Shopping Centre
New Territories	Tai Po Branch	G/F Shop No. 2, 23–25 Kwong Fuk Road, Tai Po Market, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 31 October 2019 until 12:00 noon on Tuesday, 5 November 2019 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The Prospectus is also available on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.reach-ad.com from Thursday, 31 October 2019.

The **WHITE** or **YELLOW** Application Forms completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "**HORSFORD NOMINEES LIMITED — Ruicheng (China) Media PUBLIC OFFER**" for the payment, should be securely stapled and deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above, at the following times on the following dates:

Thursday, 31 October 2019	—	9:00 a.m. to 5:00 p.m.
Friday, 1 November 2019	—	9:00 a.m. to 5:00 p.m.
Saturday, 2 November 2019	—	9:00 a.m. to 1:00 p.m.
Monday, 4 November 2019	—	9:00 a.m. to 5:00 p.m.
Tuesday, 5 November 2019	—	9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Tuesday, 5 November 2019, the last application day or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists" in the Prospectus.

Applicants applying under the **White Form eIPO** may submit applications through the designated website at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 31 October 2019 until 11:30 a.m. on Tuesday, 5 November 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, 5 November 2019 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:⁽¹⁾

Thursday, 31 October 2019	—	9:00 a.m. to 8:30 p.m.
Friday, 1 November 2019	—	8:00 a.m. to 8:30 p.m.
Monday, 4 November 2019	—	8:00 a.m. to 8:30 p.m.
Tuesday, 5 November 2019	—	8:00 a.m. to 12:00 noon

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 31 October 2019 until 12:00 noon on Tuesday, 5 November 2019 (24 hours daily, except on the last application day) or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus.

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

The Company expects to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Offer Shares on Monday, 11 November 2019 on the website of the Company at www.reach-ad.com and on the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offer will be made available through a variety of channels, at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title in respect of the Offer Shares. No receipt will be issued for the application monies received. Share certificates will only become valid provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offer — Grounds for termination” in the Prospectus has not been executed, which is expected to be at 8:00 a.m. (Hong Kong time) on Tuesday, 12 November 2019.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 12 November 2019. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 1640.

By order of the Board
Ruicheng (China) Media Group Limited
Li Na
Chairlady and Executive Director

Hong Kong, 31 October 2019

As at the date of this announcement, the Board comprises Ms. Li Na, Mr. Feng Xing, Ms. Wang Xin, Mr. Leng Xuejun as executive Directors; and Mr. Zhao Gang, Mr. Li Xue and Mr. How Sze Ming as independent non-executive Directors.