

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**”) issued by Huarchi Global Group Holdings Limited (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 shares or other securities of the Company. Potential investors should read the Prospectus issued by the Company for detailed information about the Company and the Share Offer 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 or form a part of any offer or a solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. 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**”) or any state securities law in the United States and may not be offered or sold, pledged or transferred within the United States. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

In connection with the Share Offer, Alpha Financial Group Limited and ChaoShang Securities Limited as stabilising managers (the “**Stabilising Managers**”), their affiliates or any person acting for it on behalf of the Underwriters, may over-allocate Shares or effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilising Managers, their affiliates or any person acting for any of them, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Managers, their affiliates or any person acting for any of them, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last date for the lodging of applications under the Public Offer, being Thursday, 7 November 2019.

The number of Shares which can be over-allocated will not exceed the number of Shares which may be issued under the Over-allotment Option, namely 75,000,000 Shares, which is 15% of the Shares initially available under the Share Offer. Such stabilisation 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 Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571W of the Laws of Hong Kong). A public announcement will be made on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.huarchi.com within seven days after the expiration of the stabilising period in compliance with the Securities and Futures (Price Stabilizing) Rules.

Potential investors should be aware that stabilising actions 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 after the last date for lodging applications under the Public Offer, being Saturday, 7 December 2019. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.

Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus



HUARCHI GLOBAL GROUP HOLDINGS LIMITED

華記環球集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Number of Offer Shares : 500,000,000 Shares (subject to the Over-allotment Option)
- Number of Placing Shares : 450,000,000 Shares (subject to reallocation and Over-allotment Option)
- Number of Public Offer Shares : 50,000,000 Shares (subject to reallocation)
- Offer Price : Not more than HK\$0.30 per Offer Share and expected to be not less than HK\$0.25 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal value : HK\$0.01 per Share
- Stock code : 2296

Sponsor

AmCap

Ample Capital Limited

豐盛融資有限公司

SoleGlobalCoordinator

 首盛資本集團
Alpha Financial Group

JointBookrunners

 首盛資本集團
Alpha Financial Group

 潮商證券有限公司
ChaoShang Securities Limited

Co-lead Managers

 AFG
高鈺證券

 順安證券 | 資產管理
SECURITIES | ASSET MANAGEMENT

 新城晉峰
FUTURE LAND RESOURCES

 一盈證券有限公司
I WIN SECURITIES LTD.

 PARAGON
SECURITIES LIMITED
宏進證券

Application has been made by the Company to the Listing Committee for the granting of approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Capitalisation Issue and the Share Offer as described in the Prospectus (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option and any Shares which may fall to be issued upon the exercise of the options which may be granted under the Share Option Scheme). Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, 21 November 2019, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 21 November 2019. 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.huarchi.com.

The Share Offer comprises the Public Offer of initially 50,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 450,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation and the Over-allotment Option). The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “*Structure and conditions of the Share Offer*” in the Prospectus. In particular, the Sole Global Coordinator may, at its sole discretion, reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. 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 reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 100,000,000 Offer Shares) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.25 per Offer Share) stated in the Prospectus.

In connection with the Share Offer, our Company is expected to grant an Over-allotment Option to the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters) that is exercisable at the sole discretion of the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters). Pursuant to the Over-allotment Option, the Sole Global Coordinator has the right, exercisable at any time within 30 days from the date of the last day of lodging application under the Public Offer, to require our Company to allot and issue up to 75,000,000 additional Shares, representing 15% of the number of the Offer Shares initially available under the Share Offer, at the Offer Price, to cover over-allocation in the Placing, if any. 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.huarchi.com.

Subject to the granting of the approval for 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, under contingent situation, 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 to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of settlement arrangement as such arrangements may affect their right and interests.

The Offer Price will be not more than HK\$0.30 per Offer Share and is currently expected to be not less than HK\$0.25 per Offer Share, unless otherwise announced. Investors applying for the Public Offer Shares must pay, on application, the maximum Offer Price of HK\$0.30 per Offer Share, together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$0.30 per Offer Share.

If the Offer Price as finally determined is less than HK\$0.30 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and 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 paragraph headed “*Refund of application monies*” in the section headed “*How to Apply for Public Offer Shares*” in the Prospectus.

In connection with the Share Offer, the Joint Bookrunners, as the Stabilising Managers or their authorised agents, may, but are not obliged to, over-allocate Shares and/or effect any other transactions with a view to stabilising or supporting the market price of our Shares at a level higher than which might otherwise prevail in the open market, for a limited period. Such stabilising activity may include stock borrowing, making market purchases of Shares in the secondary market or selling Shares to liquidate a position held as a result of those purchases, as well as exercising the Over-allotment Option. Any such stabilising activity will be effected in compliance with all applicable laws, rules and regulatory requirements in Hong Kong on stabilisation including the Securities and Futures (Price Stabilizing) Rules made under the SFO.

However, there is no obligation on the Stabilising Managers or their authorised agents to conduct any such stabilising activity, which if commenced, will be done at the absolute discretion of the Stabilising Managers or their authorised agents and may be discontinued at any time. The number of Shares that may be over-allocated will not exceed the number of Shares that may be issued under the Over-allotment Option, namely 75,000,000 Shares, which is 15% of the number of Shares initially available under the Share Offer.

Stabilising activity by the Stabilising Managers or their authorised agents is not permitted to support the price of our Shares for longer than the stabilising period, which begins on the day on which trading of our Shares commences on the Stock Exchange and ends on the 30th day from the last day for lodging applications under the Public Offer.

Any stabilising activity taken by the Stabilising Managers or their authorised agents may not necessarily result in the market price of our Shares staying at or above the Offer Price either during or after the stabilising period. Bids for or market purchases of our Shares by the Stabilising Manager or its authorised agents may be made at a price at or below the Offer Price and therefore at or below the price paid for our Shares by investors.

Details of the arrangements relating to the Over-allotment Option and the related stabilisation exercise are set out in the section headed “*Structure and Conditions of the Share Offer*” in the Prospectus.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the relevant Application Forms and the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk and the **IPO App**. Applicants who would like the Public Offer Shares to be allotted and issued 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 or the **IPO App** (which can be downloaded by searching “**Tricor IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) under the **HK eIPO White Form** service. Applicants who would like the Public Offer Shares to be allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Investor Participants’ stock accounts or their designated CCASS Participants’ stock accounts should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give electronic application instructions to HKSCC via CCASS to cause HKSCC Nominees to apply for them.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 31 October 2019 until 12:00 noon on Thursday, 7 November 2019 (or such later date and time as described in the section headed “*How to Apply for Public Offer Shares – 10. Effect of bad weather and/or extreme conditions on the opening of the application lists*” in the Prospectus) at:

1. the following offices of the Public Offer Underwriters:

Alpha Financial Group Limited

Room A, 17/F.
Fortune House
61 Connaught Road Central
Central
Hong Kong

ChaoShang Securities Limited

Rooms 2206-2210, 22/F.
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

AFG Securities Limited

Room B, 17/F.
Fortune House
61 Connaught Road Central
Central
Hong Kong

CIS Securities Asset Management Limited

21/F.
Centre Point
181-185 Gloucester Road
Wanchai
Hong Kong

Future Land Resources Securities Limited

Flat B, 20/F.
 Guangdong Investment Tower
 148 Connaught Road Central
 Sheung Wan
 Hong Kong

I Win Securities Limited

Room 1916
 Hong Kong Plaza
 188 Connaught Road West
 Sai Wan
 Hong Kong

Paragon Securities Limited

Unit 7, 11/F.
 Emperor Group Centre
 288 Hennessy Road
 Wanchai
 Hong Kong

2. any of the following branches of Bank of China (Hong Kong) Limited

District	Branch Name	Branch Address
Hong Kong Island	Shek Tong Tsui Branch	534 Queen's Road West Shek Tong Tsui, Hong Kong
Kowloon	Chuk Yuen Estate Branch	Shop S1, Chuk Yuen Shopping Centre Chuk Yuen South Estate, Kowloon
New Territories	Shatin Branch	Shop 20, Level 1, Lucky Plaza 1-15 Wang Pok Street, Sha Tin New Territories

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 31 October 2019 until 12:00 noon on Thursday, 7 November 2019 from (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) from your stockbroker who may have the **YELLOW** Application Forms and the Prospectus available. Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED – HUARCHI GLOBAL PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank listed above, at the following dates and times:

9:00 a.m. to 5:00 p.m.	–	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.	–	Monday, 4 November 2019
9:00 a.m. to 5:00 p.m.	–	Tuesday, 5 November 2019
9:00 a.m. to 5:00 p.m.	–	Wednesday, 6 November 2019
9:00 a.m. to 12:00 noon	–	Thursday, 7 November 2019

The latest time for lodging your application is 12:00 noon on Thursday, 7 November 2019. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the section “*How to Apply for Public Offer Shares – 10. Effect of bad weather and/or extreme conditions on the opening of the application lists*” in the Prospectus.

Applicants applying by **HK eIPO White Form** may submit applications through the designated website of **HK eIPO White Form** service at www.hkeipo.hk or the **IPO App** from 9:00 a.m. on Thursday, 31 October 2019 till 11:30 a.m. on Thursday, 7 November 2019 or such later time as described in the section headed “*How to Apply for Public Offer Shares – 10. Effect of bad weather and/or extreme conditions on the opening of the application lists*” in the Prospectus. The application for the Offer Shares will commence on Thursday, 31 October 2019 through Thursday, 7 November 2019, being slightly longer than normal market practice of four days.

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

9:00 a.m. to 8:30 p.m.	–	Thursday, 31 October 2019
8:00 a.m. to 8:30 p.m.	–	Friday, 1 November 2019
8:00 a.m. to 1:00 p.m.	–	Saturday, 2 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 8:30 p.m.	–	Wednesday, 6 November 2019
8:00 a.m. to 12:00 noon	–	Thursday, 7 November 2019

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 31 October 2019 until 12:00 on Thursday, 7 November 2019 (24 hours daily, except on 7 November 2019, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, 7 November 2019, the last application day or such later time as described in the section headed “*How to Apply for Public Offer Shares – 10. Effect of bad weather and/or extreme conditions on the opening of the application lists*” in the Prospectus.

Note:

- (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.

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

The Offer Price is expected to be fixed by the Price Determination Agreement to be entered into between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or about Wednesday, 13 November 2019.

If, for whatever reason, the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company are unable to reach any agreement on the Offer Price or enter into the Price Determination Agreement on or before 5:00 p.m. on Monday, 18 November 2019, the Share Offer will not become unconditional and will lapse. The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of Public Offer Shares on or before Wednesday, 20 November 2019 on the website of the Company at www.huarchi.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the successful applicants' Hong Kong identity card/passport/Hong Kong business registration numbers under the Public Offer will be made available from Wednesday, 20 November 2019 through a variety of channels at the times and date and in the manner specified in the section headed "*How to Apply for Public Offer Shares – 11. Publication of results*" in the Prospectus. 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\$0.30 per Offer Share (excluding brokerage fee, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with "*Structure and Conditions of the Share Offer – Conditions of the Share Offer*" in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage fee, 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 Wednesday, 20 November 2019.

The Company will not issue temporary documents of title in respect of Shares or receipt for application fees received. Share certificates will only become valid at 8:00 a.m. on Thursday, 21 November 2019 provided that the Share Offer has become unconditional and the right of termination described in the section headed "*Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination*" in the Prospectus has not been exercised.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 21 November 2019. The Shares will be traded in board lots of 8,000 Shares each. The stock code of the Shares will be 2296.

By order of the Board
Huarchi Global Group Holdings Limited
Mr. LOU Cheok Meng
Chairman and Executive Director

Hong Kong, 31 October 2019

As at the date of this announcement, the executive Directors are Mr. LOU Cheok Meng, Mr. CHANG Wa Jeong, Mr. AO Weng Kong and Mr. LEONG Ka In; and the independent non-executive Directors are Dr. LAM Chi Kit BBS MH JP, Dr. SIN Wai Chiu Joseph and Mr. LO Chun Chiu Adrian.