

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated Friday, November 8, 2019 (the “**Prospectus**”) issued by Heaven-Sent Gold Group Company Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 or any Shares under the Global Offering. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement and the information contained herein are 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 and is not intended to constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The 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 laws of the United States.

The securities may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States.

In connection with the Global Offering, CLSA Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for them, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity 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 Offering, being Wednesday, December 18, 2019. 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 Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Wednesday, December 18, 2019, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



Heaven-Sent Gold Group Company Limited

硅谷天堂黃金集團有限公司

(Incorporated in Hong Kong with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the Global Offering : 80,440,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares : 8,044,000 Shares (subject to adjustment)
- Number of International Offer Shares : 72,396,000 Shares (subject to adjustment and the Over-allotment Option)
- Maximum Offer Price : HK\$17.50 per 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 on final pricing)
- Stock code : 1342

Sole Sponsor



Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the 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 issued pursuant to the exercise of the Over-allotment Option). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Monday, November 25, 2019, dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Monday, November 25, 2019.

The Global Offering comprises the Hong Kong Public Offering of 8,044,000 Shares (subject to adjustment), representing 10% of the total number of Offer Shares under the Global Offering, and the International Offering of an aggregate of 72,396,000 Shares (subject to adjustment and the Over-allotment Option), representing 90% of the total number of Offer Shares under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus. In particular, the Offer Shares to be offered in the Hong Kong Public Offering and the International Offering may, in certain circumstances, be reallocated as between these offerings at the discretion of the Sole Global Coordinator. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, in the event that (i) the International Offering is undersubscribed; or (ii) when the International Offering is not undersubscribed and the Hong Kong Public Offering is oversubscribed by less than 15 times of the total number of Offer Shares initially available under the Hong Kong Public Offering, then the maximum total number of Offer Shares that may be reallocated from the International Offering to the Hong Kong Public Offering will be 8,044,000 Shares, representing 10% of the Offer Shares initially available under the Global Offering, so that the maximum total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 16,088,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$13.10 per Offer Share) stated in the section headed “Structure of the Global Offering – The Hong Kong Public Offering – Reallocation and Clawback” in the Prospectus.

Pursuant to the Over-allotment Option, the International Underwriters have the right, exercisable by the Sole Global Coordinator (for itself and on behalf of the International Underwriters) from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering (the last day for the exercise of the Over-allotment Option being Wednesday, December 18, 2019), to require the Company to issue and allot up to 12,066,000 additional Shares, representing 15% of the initial Offer Shares, at the Offer Price under the International Offering to cover over-allocations in 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.heavensentgold.com and the website of the Stock Exchange at www.hkexnews.hk.

Subject to the granting of the approval for 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 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.

The Offer Price will not be more than HK\$17.50 per Offer Share and is currently expected to be not less than HK\$13.10 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the Offer Price of HK\$17.50 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 as finally determined is less than HK\$17.50 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\$17.50 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the “Structure 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.

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, the IPO App and the designated website (www.hkeipo.hk) in relation to the HK eIPO White Form.

Applicants who would like to have the Hong Kong Offer Shares allotted and issued in their own names should (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the **IPO App** (which can be downloaded by searching “IPO App” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) or the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service.

Applicants who would like to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their designated CCASS Participants’ stock accounts or their CCASS Investor Participant stock accounts 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, November 8, 2019, until 12:00 noon on Monday, November 18, 2019 at:

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

District	Branch Name	Address
Hong Kong Island	Gilman Street Branch	136 Des Voeux Road Central, Hong Kong
	North Point (King’s Centre) Branch	193-209 King’s Road, North Point, Hong Kong
Kowloon	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong, Kowloon
	Olympian City Branch	Shop 133, 1/F, Olympian City 2, 18 Hoi Ting Road, Kowloon

District	Branch Name	Address
New Territories	Tai Po Plaza Branch	Unit 4, Level 1 Tai Po Plaza, 1 On Tai Road, Tai Po, New Territories
	Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road, Yuen Long, New Territories

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

CLSA Limited

18/F, One Pacific Place, 88 Queensway, Hong Kong

CCB International Capital Limited

12/F, CCB Tower, 3 Connaught Road Central, Central, Hong Kong

Haitong International Securities Company Limited

22/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, November 8, 2019 until 12:00 noon on Monday, November 18, 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker.

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 "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED – HEAVEN-SENT GOLD GROUP PUBLIC OFFER**" attached should be deposited in the special collection boxes provided at any of the designated branches of Bank of China (Hong Kong) Limited referred to above at the following times:

Friday, November 8, 2019	–	9:00 a.m. to 5:00 p.m.
Saturday, November 9, 2019	–	9:00 a.m. to 1:00 p.m.
Monday, November 11, 2019	–	9:00 a.m. to 5:00 p.m.
Tuesday, November 12, 2019	–	9:00 a.m. to 5:00 p.m.
Wednesday, November 13, 2019	–	9:00 a.m. to 5:00 p.m.
Thursday, November 14, 2019	–	9:00 a.m. to 5:00 p.m.
Friday, November 15, 2019	–	9:00 a.m. to 5:00 p.m.
Saturday, November 16, 2019	–	9:00 a.m. to 1:00 p.m.
Monday, November 18, 2019	–	9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** service in the **IPO App** or at www.hkeipo.hk from 9:00 a.m. on Friday, November 8, 2019 until 11:30 a.m. on Monday, November 18, 2019 (24 hours daily, except on the last application day) and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, November 18, 2019 (or such later time as described in the section "How to Apply for the 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⁾:

Friday, November 8, 2019	–	9:00 a.m. to 8:30 p.m.
Saturday, November 9, 2019	–	8:00 a.m. to 1:00 p.m.
Monday, November 11, 2019	–	8:00 a.m. to 8:30 p.m.
Tuesday, November 12, 2019	–	8:00 a.m. to 8:30 p.m.
Wednesday, November 13, 2019	–	8:00 a.m. to 8:30 p.m.
Thursday, November 14, 2019	–	8:00 a.m. to 8:30 p.m.
Friday, November 15, 2019	–	8:00 a.m. to 8:30 p.m.
Saturday, November 16, 2019	–	8:00 a.m. to 1:00 p.m.
Monday, November 18, 2019	–	8:00 a.m. to 12:00 noon

Note:

- (1) These times are subject to changes 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 Friday, November 8, 2019 until 12:00 noon on Monday, November 18, 2019 or such later time as described in the section “How to Apply for the 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 “Structure 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 application for the Hong Kong Offer Shares will commence on Friday, November 8, 2019 through Monday, November 18, 2019. Such time period is longer than the normal market practice of four days. The application monies (including brokerage, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Friday, November 22, 2019. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Monday, November 25, 2019.

The Company expects to announce the final Offer Price together with the level of applications in the Hong Kong Public Offering, the level of indications of interests in the International Offering and the basis of allocation of the Hong Kong Offer Shares (i) on the website of the Stock Exchange (www.hkexnews.hk); and (ii) on our website www.heavensentgold.com on Friday, November 22, 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 made available through a variety of channels from Friday, November 22, 2019 as described in the section headed “How to Apply for the Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Monday, November 25, 2019 provided that the Global Offering has become unconditional and the right of termination described in the section “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 Monday, November 25, 2019. The Shares will be traded in board lots of 200 Shares each. The stock code of the Company is 1342.

On behalf of the Board of Directors
Heaven-Sent Gold Group Company Limited
Sheng Zhang
Chairman

Hong Kong, November 8, 2019

As at the date of this announcement, the board of directors of the Company comprises Mr. Xia Dong as executive Director; Mr. Sheng Zhang, Mr. Yue Bao and Mr. Quanyou Zhang as non-executive Directors; and Mr. Vincent Marshall Kwan Ho Lee, Mr. Meifeng Cai and Mr. Jia He as independent non-executive Directors.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).