

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated Monday, 25 November 2019 (“**Prospectus**”) issued by JY Grandmark Holdings Limited (“**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 securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company, the Hong Kong Public Offer and the International Placing described below before deciding whether or not to invest in the Shares thereby offered.

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 or in any other jurisdictions. The Offer Shares have not been, and will not be, registered under the United States Securities Act 1933, as amended or supplemented from time to time (“**U.S. Securities Act**”) or any state securities law of the United States. The Offer Shares may not be offered, sold, pledged, transferred or delivered in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act or any state securities law of the United States. There will be no public offer of securities in the United States. The Offer Shares are being offered and sold outside of the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, ABCI Securities Company Limited, as stabilising manager (“**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may 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 in an open market 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 conducted 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 after the last date for lodging applications under the Hong Kong Public Offer. Any market purchases of Shares will be effected in compliance with all applicable laws and regulatory requirement. 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 (Cap. 571 of the Laws of Hong Kong).

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 will begin on the Listing Date and expire on Saturday, 28 December 2019, being the 30th day after the last date for lodging applications under the Hong Kong Public Offer. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.



景業名邦
JY GRANDMARK

JY GRANDMARK HOLDINGS LIMITED

景業名邦集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	400,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	40,000,000 Shares (subject to reallocation)
Number of International Placing Shares	:	360,000,000 Shares (subject to reallocation and the Over-allotment Option)
Offer Price	:	not more than HK\$3.63 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) and expected to be not less than HK\$2.91 per Offer Share (If the Offer Price is set at 10% below the low end of the indicative Offer Price range after making the Downward Offer Price Adjustment, the Offer Price will be HK\$2.62 per Hong Kong Offer Share)
Nominal Value	:	HK\$0.01 per Share
Stock Code	:	2231

Sole Sponsor



Sole Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers



Co-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 as described in the Prospectus (including (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Capitalisation Issue and the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the Shares which may be issued pursuant to the exercise of the options that may be granted under the Share Option Scheme). Assuming the Hong Kong Public Offer becomes unconditional at or before 8:00 a.m., on Thursday, 5 December 2019, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 5 December 2019. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.jygrandmark.com and the Stock Exchange's website at www.hkexnews.hk.

The Global Offering comprises: (1) the Hong Kong Public Offer of 40,000,000 Offer Shares, representing 10% of the total Offer Shares initially available under the Global Offering (subject to reallocation); and (2) the International Placing of 360,000,000 Offer Shares, representing 90% of the total Offer Shares initially available under the Global Offering (subject to reallocation and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing will be subject to reallocation as described in the section headed "Structure of the Global Offering" in the Prospectus.

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 Stabilising Manager, for itself and on behalf of the International Underwriters, to require the Company to allot and issue up to 60,000,000 additional Offer Shares, representing 15% of the number of Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Placing, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board 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 on 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.

The Offer Price will not be more than HK\$3.63 per Offer Share and is currently expected to be not less than HK\$2.91 per Offer Share, subject to a reduction of up to 10% below the bottom end of the indicative Offer Price range through making a Downward Offer Price Adjustment as set out in the Prospectus. If the Offer Price is set after making a 10% Downward Offer Price Adjustment, the Offer Price will be HK\$2.62 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$3.63 per Offer Share together with brokerage of 1%, 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\$3.63 per Offer Share.

If the Company decides to reduce the Offer Price by making a Downward Offer Price Adjustment (a reduction of up to 10% below the low end of the indicative Offer Price range), the Company will separately announce the final Offer Price no later than Monday, 2 December 2019 on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.jygrandmark.com.

If the Offer Price as finally determined is less than the maximum indicative Offer Price of HK\$3.63 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 section headed "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 of the cheque or bankers 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 and the Application Forms and the designated website of the White Form eIPO Service Provider (www.eipo.com.hk) under the White Form eIPO Service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should (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 under the **White Form eIPO** Service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees Limited 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 collected during normal business hours from 9:00 a.m. on Monday, 25 November 2019 until 12:00 noon on Thursday, 28 November 2019 or such later application day 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 from:

- (i) any of the following offices of the Sole Global Coordinator, Joint Bookrunners, Joint Lead Managers and Co-lead Managers:

DBS Asia Capital Limited	73/F, The Center 99 Queen's Road Central, Central, Hong Kong
ABCI Capital Limited	11/F, Agricultural Bank of China Tower 50 Connaught Road Central, Hong Kong
ABCI Securities Company Limited	10/F, Agricultural Bank of China Tower 50 Connaught Road Central, Hong Kong
China Galaxy International Securities (Hong Kong) Co., Limited	20/F Wing On Centre 111 Connaught Road Central, Hong Kong
Head & Shoulders Securities Limited	Room 2511 25/F Cosco Tower 183 Queen's Road Central, Hong Kong
CGS-CIMB Securities (Hong Kong) Limited	25/F, Gloucester Tower, The Landmark 15 Queen's Road Central, Hong Kong
GLAM Capital Limited	Rooms 908-11, 9/F, Nan Fung Tower 88 Connaught Road Central Central, Hong Kong

(ii) any of the following branches of the receiving banks:

DBS Bank (Hong Kong) Limited

	Branch	Address
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central, Central
	Queen's Road East-DBS Treasures Centre	Shop A, G/F, Jonsim Place, 228 Queen's Road East, Wanchai
	United Centre Branch	Shops 1015-1018 on 1/F & Shops 2032-2034 on 2/F, United Centre, 95 Queensway, Admiralty
	North Point Branch	G/F, 391 King's Road, North Point

Hang Seng Bank Limited

Hong Kong Island	Head Office	83 Des Voeux Road Central HK
	Wanchai Branch	1/F, Allied Kajima Building, 138 Gloucester Road HK
Kowloon	Tsimshatsui Branch	18 Carnarvon Road Kln
	Kowloon Main Branch	618 Nathan Road Kln

Industrial and Commercial Bank of China (Asia) Limited

Hong Kong Island	Causeway Bay Branch	Shop A on G/F, 1/F, Hennessy Apartments, 488 & 490 Hennessy Road, Hong Kong
Kowloon	Ho Man Tin Branch	G/F, Tsan Yung Mansion, No. 70 Waterloo Road, Ho Man Tin, Kowloon
New Territories	Tseung Kwan O Branch	Shop 1025A, Level 1, Metro City Phase II, 8 Yan King Road, Tseung Kwan O, New Territories

The Bank of East Asia, Limited

Hong Kong Island	Main Branch	10 Des Voeux Road Central, Central
	Shauiwan Branch	G/F, Ka Fook Building, 289-293 Shau Kei Wan Road, Shau Kei Wan
Kowloon	133 Wai Yip Street Branch	G/F, 133 Wai Yip Street, Kwun Tong, Kowloon
	Mei Foo Sun Chuen Branch	Shop N57, G/F, Mount Sterling Mall, Mei Foo

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Monday, 25 November 2019 until 12:00 noon on Thursday, 28 November 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order marked payable to "Ting Hong Nominees Limited – JY Grandmark Public Offer" for the payment attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

Monday, 25 November 2019 – 9:00 a.m. to 5:00 p.m.
Tuesday, 26 November 2019 – 9:00 a.m. to 5:00 p.m.
Wednesday, 27 November 2019 – 9:00 a.m. to 5:00 p.m.
Thursday, 28 November 2019 – 9:00 a.m. to 12:00 noon

Time for Submitting Applications under the White Form eIPO Service

Applicants applying by **White Form eIPO** Service may submit applications through the **White Form eIPO** Service Provider at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 am on Monday, 25 November 2019 until 11:30 am on Thursday, 28 November 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 28 November 2019, or such later time as described in the section "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Time for Inputting Electronic Application Instructions⁽¹⁾

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

Monday, 25 November 2019 – 9:00 a.m. to 8:30 p.m.
Tuesday, 26 November 2019 – 8:00 a.m. to 8:30 p.m.
Wednesday, 27 November 2019 – 8:00 a.m. to 8:30 p.m.
Thursday, 28 November 2019 – 8:00 a.m. to 12:00 noon

Note:

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 am on Monday, 25 November 2019 until 12:00 noon on Thursday, 28 November 2019 (24 hours daily, except on 28 November 2019, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, 28 November 2019 or such later 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 on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure 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.

Irrespective of whether a Downward Offer Price Adjustment is made, the Company expects to publish the announcement on 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 Wednesday, 4 December 2019 on the Stock Exchange’s website at **www.hkexnews.hk** and on the Company’s website at **www.jygrandmark.com**. The results of allocations and the identification document number, where appropriate, of successful applicants under the Hong Kong Public Offer will be available through a variety of channels from Wednesday, 4 December 2019 as described in the section headed “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus, including the website of the Stock Exchange at **www.hkexnews.hk** and on the Company’s website at **www.jygrandmark.com**.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Thursday, 5 December 2019 provided that the Global Offering has become unconditional in all respects and the right of termination as described in the section headed “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 5 December 2019. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 2231.

On behalf of
Board of Directors of
JY Grandmark Holdings Limited
Chan Sze Ming Michael
Chairman

Hong Kong, 25 November 2019

As at the date of this announcement, the board of Directors of the Company comprises Mr. Chan Sze Ming Michael, Mr. Liu Huaxi, Ms. Zheng Catherine Wei Hong, Mr. Wu Xinping, Mr. Xue Shuangyou and Ms. Wei Miaochang as executive Directors, Mr. Ma Ching Nam, CStJ, J.P., Mr. Leong Chong and Mr. Wu William Wai Leung as independent non-executive Directors.