

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Superland Group Holdings Limited (the “**Company**”) dated 30 June 2020.

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. This announcement is not a prospectus. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described in this announcement before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Share Offer should be taken solely in reliance on the information provided 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 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 or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Share Offer, the stabilising manager, Business Securities Limited, 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 in the open market for a limited period after the Listing Date. However, there is no obligation on the stabilising manager or any person acting for it, to conduct any such stabilising action, if taken, will be conducted at the absolute discretion of the stabilising manager 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 the lodging of applications under the Hong Kong Public 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 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 after the last date for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken to support the price of the Shares, demand for the Shares, and therefore the price of the Shares, could fall.

Application 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 designated website (www.hkeipo.hk) or the IPO App in relation to the **HK eIPO White Form** service.

Superland Group Holdings Limited

德合集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Number of Offer Shares** : 200,000,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 20,000,000 Shares (subject to reallocation)
- Number of International Placing Shares** : 180,000,000 Shares (subject to reallocation and the Over-allotment Option)
- Offer Price** : Not more than HK\$0.69 per Offer Share and expected to be not less than HK\$0.63 per Offer Share, plus brokerage of 1.0%, 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 each
- Stock code** : 368

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunner and Joint Lead Manager



Joint Lead Managers



Application has been made by the Company to 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 Share Offer (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 upon the exercise of options which may be granted under the Share Option Scheme). Assuming the Share Offer becomes unconditional in all respects at or before 8:00 a.m. on Friday, 17 July 2020, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 17 July 2020. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.superland-group.com and the Stock Exchange's website at www.hkexnews.com.

The Share Offer of 200,000,000 Shares (subject to the Over-allotment Option) comprises the: (1) Hong Kong Public Offer of initially 20,000,000 Shares subject to the Reallocation, representing 10% of the total number of Offer Shares initially being offered under the Share Offer; and (2) International Placing of initially 180,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares initially being offered under the Share Offer. The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing will be subject to adjustment as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

In particular, pursuant to Practice Note 18 of the Listing Rules and in accordance with Guidance Letter HKEX-GL91-18, where (i) the International Placing Shares are fully subscribed or oversubscribed, and the Hong Kong Offer Shares are fully subscribed or oversubscribed by less than 15 times or (ii) the International Placing Shares are undersubscribed and the Hong Kong Offer Shares are oversubscribed irrespective of the extent of over-subscription, then up to 20,000,000 Offer Shares may be reallocated to the Hong Kong Public Offer from the International Placing, so that the total number of the Offer Shares available under the Hong Kong Public Offer will be increased to 40,000,000 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Share Offer (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\$0.63 per Offer Share) as stated in the subsection headed “Structure and conditions of the Share Offer — The Hong Kong Public Offer — Reallocation” in the Prospectus.

In connection with the Share Offer, 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) at any time from the date of the International Underwriting Agreement until 30 days from the date of the last day of lodging application under the Hong Kong Public Offer, being Wednesday, 5 August 2020, to require the Company to allot and issue up to 30,000,000 additional Shares, representing approximately 15% of the total number of Offer Shares initially available under the Share Offer, at the Offer Price to cover over-allocations in the International Placing, if any.

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 after the last date for the lodging of applications under the Hong Kong Public Offer, being Wednesday, 5 August 2020. After this date, no further stabilising action may be taken to support the price of the Shares, demand for the Shares, and therefore the price of the Shares, could fall.

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\$0.69 per Offer Share and is expected to be not less than HK\$0.63 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.69 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\$0.69 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\$0.69 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 are not fulfilled in accordance with that set out in the subsection headed “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, 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 Thursday, 16 July 2020.

The final Offer Price is expected to be determined by the Price Determination Agreement to be entered into between the Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is expected to be on or around Friday, 10 July 2020 or such later date as the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company may agree. The time period between the closing of application lists and the Price Determination Date is longer than the normal market practice.

The Joint Global Coordinators (for themselves and on behalf of the Underwriters) may, where considered appropriate, based on the level of interest expressed by prospective professional, institutional and other investors during the book-building process, and with the consent of our Company, reduce the number of Offer Shares and/or the Offer Price Range below that stated in the Prospectus prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such a case, we will as soon as practicable following the decision to make such reduction and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offer publish a notice on our website at www.superland-group.com and the website of the Stock Exchange at www.hkexnews.hk (the contents of the website do not form a part of this prospectus). Upon issue of such a notice, the revised number of Offer Shares and/or offer price range will be final and conclusive and the Offer Price, if agreed upon by us, will be fixed within such revised offer price range.

Application 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 at www.hkeipo.hk or the IPO App in relation to 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 or 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 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 collected during normal business hours from 9:00 a.m. on Tuesday, 30 June 2020 until 12:00 noon on Monday, 6 July 2020 from the following locations:

1. any of the following offices of the Underwriters:

Name of Underwriters and address

Lego Securities Limited	Room 301, 3/F, China Building 29 Queen’s Road Central Central Hong Kong
Business Securities Limited	20–21/F, 83 Queen’s Road East Wanchai Hong Kong
HK Monkey Securities Limited	Suite 2302–2303, 23/F Tower 1 Lippo Centre 89 Queensway Admiralty Hong Kong
China Tonghai Securities Limited	18/F–19/F, China Building 29 Queen’s Road Central Hong Kong
Orient Securities Limited	Room 3101, 31/F China Merchants Tower Shun Tak Centre 168–200 Connaught Road Central Hong Kong
Realord Asia Pacific Securities Limited	Suite 2402, 24/F Jardine House 1 Connaught Place Central Hong Kong

Lee Go Securities Limited Unit 02, 12/F
West Exchange Tower
322 Des Voeux Road Central
Hong Kong

Giraffe Capital Limited 3rd Floor
8 Wyndham Street
Central, Hong Kong

Maxa Capital Limited Flat 08, 19/F
Harbour Centre
25 Harbour Road
Wanchai, Hong Kong

2. or any of the following branches of DBS Bank (Hong Kong) Limited in Hong Kong:

Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central, Central
	Aberdeen Branch	Shops A & B, G/F, Units A & B, 1/F, On Tai Building, 1-3 Wu Nam Street, Aberdeen
Kowloon	Yaumatei Branch	G/F & 1/F, 131-137 Woo Sung Street, Yau Ma Tei
New Territories	Tuen Mun Town Plaza — SME Banking Centre	Shop 23, G/F, Tuen Mun Town Plaza (II), 3 Tuen Lung Street, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Tuesday, 30 June 2020 until 12:00 noon on Monday, 6 July 2020 from (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) your stockbroker, who may have such Application Forms and the Prospectus available.

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 — SUPERLAND GROUP HOLDINGS LIMITED PUBLIC OFFER" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

9:00 a.m. to 5:00 p.m., Tuesday, 30 June 2020

9:00 a.m. to 5:00 p.m., Thursday, 2 July 2020

9:00 a.m. to 5:00 p.m., Friday, 3 July 2020

9:00 a.m. to 1:00 p.m., Saturday, 4 July 2020

9:00 a.m. to 12:00 noon, Monday, 6 July 2020

To safeguard the health and safety of its employees and customers in light of the rapidly changing novel coronavirus situation in Hong Kong, the receiving bank referred to above may adjust its branch services (including branch operation hours) from time to time. For the latest arrangement on branch services, please refer to the website of DBS Bank (Hong Kong) Limited at <https://www.dbs.com.hk/personal/default.page>.

Applicants applying through the **HK eIPO White Form** service may submit application through the designated website at www.hkeipo.hk or the **IPO APP** (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, 30 June 2020 until 11:30 a.m. on Monday, 6 July 2020 or such later date as described under the subsection headed “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.

The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 6 July 2020, the last application day or such later time as described in the sub-section headed “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⁾

9:00 a.m. to 8:30 p.m., Tuesday, 30 June 2020

8:00 a.m. to 8:30 p.m., Thursday, 2 July 2020

8:00 a.m. to 8:30 p.m., Friday, 3 July 2020

8:00 a.m. to 12:00 noon, Monday, 6 July 2020

Note:

(1) The times in this sub-section 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 Tuesday, 30 June 2020 until 12:00 noon on Monday, 6 July 2020 (24 hours daily, except the last application day) or such later time as described in the section headed “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.

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 the Hong Kong Offer Shares on your behalf.

Please refer to the section headed “Structure and conditions of the Share Offer” and “How to apply for the Hong Kong Offer Shares” in the prospectus for details of the condition and procedure 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 Hong Kong Offer Shares on Thursday, 16 July 2020 (i) on the website of the Company at www.superland-group.com; and (ii) on the website of the Stock Exchange at www.hkexnews.hk. The results of allocations (with the Hong Kong Identity

Card/passport/Hong Kong Business Registration numbers of the 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 the Hong Kong Offer Shares — 11. Publication of results” in the Prospectus.

No temporary documents of title will be issued by the Company and no receipt will be issued for sums paid on application. Share certificates for the Offer Shares will only become valid at 8:00 a.m. on Friday, 17 July 2020 provided that the Share Offer has become unconditional and the right of termination described in the subsection headed “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offer — Grounds for termination” in the Prospectus has not been exercised.

Assuming the Share Offer becomes unconditional in all respects at or before 8:00 a.m. on Friday, 17 July 2020, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 17 July 2020. Shares will be traded in board lots of 4,000 Shares each. The stock code of the Company is 368.

By order of the Board of Directors
Superland Group Holdings Limited
Mr. Ng Chi Chiu

Chairman, chief executive officer and executive Director

Hong Kong, 30 June 2020

As at the date of this announcement, the executive Directors are Mr. Ng Chi Chiu and Ms. Zhao Haiyan Chloe; the non-executive Director is Mr. Chan Ming Yim and the independent non-executive Directors are Dr. Ho Chung Tai Raymond, Mr. Yip Chun On and Prof. Chau Kwong Wing.