

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 21 June 2021 (the “**Prospectus**”) of SCE Intelligent Commercial Management 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 any securities. 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) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in Hong Kong, the United States or elsewhere. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (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, except pursuant to an exemption from, or in a transaction subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. There will be no public offering of securities of the Company in the United States. The Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.



**SCE Intelligent Commercial Management Holdings Limited**

**中駿商管智慧服務控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 606)**

## **FULL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILIZATION ACTIONS AND END OF STABILIZATION PERIOD**

### **FULL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option as described in the Prospectus was fully exercised by the Joint Representatives (for themselves and on behalf of the International Underwriters) on July 24, 2021 in respect of an aggregate of 75,000,000 Shares, representing 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price of HK\$3.70 per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) under the International Offering, to facilitate the return to Happy Scene of the borrowed Shares under the Stock Borrowing Agreement which were used to cover the over-allocations under the International Offering.

## **STABILIZATION ACTIONS AND END OF STABILIZATION PERIOD**

The Company announces that the stabilization period in connection with the Global Offering ended on July 24, 2021, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

Further information of stabilizing actions undertaken by UBS AG Hong Kong Branch, the Stabilizing Manager, its affiliates or any person acting for it during the stabilization period is set out in this announcement.

## **FULL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option as described in the Prospectus was fully exercised by the Joint Representatives (for themselves and on behalf of the International Underwriters) on July 24, 2021 in respect of an aggregate of 75,000,000 Shares, representing 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price of HK\$3.70 per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) under the International Offering, to facilitate the return to Happy Scene of the borrowed Shares under the Stock Borrowing Agreement which were used to cover the over-allocations under the International Offering.

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on July 28, 2021.

## Shareholding Structure upon the Full Exercise of Over-allotment Option

The shareholding structure of the Company immediately before and immediately after the completion of the full exercise of the Over-allotment Option is as follows:

	Immediately before the completion of the full exercise of the Over-allotment Option		Immediately after the completion of the full exercise of the Over-allotment Option	
	Number of Shares	Approximate percentage of the Company's issued share capital (%)	Number of Shares	Approximate percentage of the Company's issued share capital (%)
<b>Non-public Shareholders</b>				
Happy Scene <sup>(1)</sup>	1,248,490,946 <sup>(2)</sup>	62.43%	1,248,490,946	60.17%
Affluent Way <sup>(1)</sup>	1,248,490,946 <sup>(2)</sup>	62.43%	1,248,490,946	60.17%
China SCE Group Holdings <sup>(1)</sup>	1,248,490,946 <sup>(2)</sup>	62.43%	1,248,490,946	60.17%
Newup <sup>(3)</sup>	1,248,490,946 <sup>(2)</sup>	62.43%	1,248,490,946	60.17%
Mr. Wong <sup>(3)</sup>	1,248,490,946 <sup>(2)</sup>	62.43%	1,248,490,946	60.17%
Raising Sail	55,331,992	2.77%	55,331,992	2.67%
Surplus Star	20,120,724	1.01%	20,120,724	0.97%
Graceful Solar	75,452,716	3.77%	75,452,716	3.64%
Golden Skill	50,301,811	2.51%	50,301,811	2.42%
<b>Public Shareholders</b>				
Ambitious Profit	50,301,811	2.51%	50,301,811	2.42%
Other public shareholders	500,000,000	25.00%	575,000,000	27.71%
<b>TOTAL</b>	<b>2,000,000,000</b>	<b>100%</b>	<b>2,075,000,000</b>	<b>100%</b>

### Notes:

- (1) Happy Scene is directly and wholly owned by Affluent Way, which in turn is wholly owned by China SCE Group Holdings. By virtue of the SFO, Affluent Way and China SCE Group Holdings are deemed to be interested in the Shares in which Happy Scene is interested.
- (2) Includes the 75,000,000 Shares lent to UBS AG Hong Kong Branch under the stock borrowing agreement entered into between UBS AG Hong Kong Branch and Happy Scene.
- (3) As of the date of this announcement, China SCE Group Holdings is owned as to 39.14% by Newup, and 5.45% by each of East Waves and Keen Century. Each of Newup, East Waves and Keen Century is wholly owned by Mr. Wong. By virtue of the SFO, Newup, East Waves and Keen Century are deemed to be interested in the Shares in which China SCE Group Holdings is interested, and Mr. Wong is deemed to be interested in the Shares in which Newup, East Waves and Keen Century are interested.

## USE OF PROCEEDS

The Company will receive the additional net proceeds of approximately HK\$270.5 million (after deduction of underwriting fees and commissions and estimated expenses payable by the Company in connection with the exercise of the Over-allotment Option) for 75,000,000 Shares to be issued and allotted following the full exercise of the Over-allotment Option and will use the additional net proceeds for the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

## STABILIZATION ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the stabilization period in connection with the Global Offering ended on July 24, 2021, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilization actions undertaken by UBS AG Hong Kong Branch, the Stabilizing Manager, during the stabilization period were:

- (1) over-allocations of an aggregate of 75,000,000 Shares in the International Offering, representing 15% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (2) borrowing of an aggregate of 75,000,000 Shares from Happy Scene pursuant to the Stock Borrowing Agreement to cover the over-allocations in the International Offering; and
- (3) full exercise of the Over-allotment Option by the Joint Representatives (for themselves and on behalf of the International Underwriters) on July 24, 2021 in respect of an aggregate of 75,000,000 Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price of HK\$3.70 per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) to facilitate the return to Happy Scene of the borrowed Shares under the Stock Borrowing Agreement which were used to cover the over-allocations under the International Offering.

## PUBLIC FLOAT

Immediately after the full exercise of the Over-allotment Option, no less than 25% of the total issued share capital of the Company will be held by the public in compliance with the requirements under Rule 8.08(1) of the Listing Rules.

By order of the Board  
**SCE Intelligent Commercial Management Holdings Limited**  
**Wong Lun**  
*Chairman*

Hong Kong, July 26, 2021

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Wong Lun, Mr. Niu Wei, Mr. Sun Qiang, Mr. Zheng Quanlou and Ms. Ku Weihong as executive Directors, Mr. Huang Youquan as non-executive Director, Dr. Ding Zuyu, Mr. Wang Yongping and Mr. Pang Hon Chung as independent non-executive Directors.*