

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2016 (the “**Prospectus**”) of Classified Group (Holdings) Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

## **Classified Group (Holdings) Limited**

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

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

<b>Number of Placing Shares</b>	<b>:</b>	<b>140,000,000 Shares comprising 80,000,000 New Shares and 60,000,000 Sale Shares</b>
<b>Placing Price</b>	<b>:</b>	<b>HK0.55 per Placing 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)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 each</b>
<b>Stock code</b>	<b>:</b>	<b>8232</b>

**Sole Sponsor**



**Guotai Junan Capital Limited**

**Joint Bookrunners and Joint Lead Managers**



**Guotai Junan Securities (Hong Kong) Limited**



**太平洋基業證券有限公司  
Pacific Foundation Securities Limited**

- The Placing Price has been determined at HK\$0.55 per Placing Share (excluding brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.55 per Placing Share, the net proceeds to be received by the Company from the Placing of the New Shares (after deducting the underwriting fees and other expenses) are estimated to be approximately HK\$31.0 million. The net proceeds to be received by the Selling Shareholders (after deducting the underwriting fees and other expenses) are estimated to be approximately HK\$29.8 million. The Directors intend to apply the net proceeds of the Placing in accordance with the purposes set forth in the section headed “Business Strategies and Use of Proceeds” in the Prospectus.
- The 140,000,000 Placing Shares offered by the Company under the Placing, comprising (i) 80,000,000 New Shares being offered by the Company for subscription and (ii) 60,000,000 Sale Shares being offered by the Selling Shareholders for sale, have been fully subscribed.
- The 140,000,000 Placing Shares (representing 35% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue) have been conditionally allocated to a total of 114 individual, professional and institutional investors.
- The Offer Size Adjustment Option has not been exercised by the Joint Bookrunners and has lapsed.
- The Directors confirm that, to the best of their knowledge and belief, all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders or substantial shareholders or significant shareholders (each as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined under the GEM Listing Rules), and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder, substantial shareholder or significant shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder, substantial shareholder or significant shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition,

disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No places will individually be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue.

- The Directors confirm that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 35% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be beneficially owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 11 July 2016. Shares will be traded in board lots of 5,000 Shares each. The stock code for the Shares is 8232.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PLACING PRICE AND USE OF PROCEEDS**

Pursuant to the Price Determination Agreement entered into between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) dated 6 July 2016, the Placing Price was agreed to be HK\$0.55 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing of the New Shares, after deducting underwriting fees and other expenses, are approximately HK\$31.0 million. The net proceeds to be received by the Selling Shareholders (after deducting the underwriting fees and other expenses) are estimated to be approximately HK\$29.8 million. The Directors intend to apply the net proceeds of the Placing from the Listing until the end of December 2017 in accordance with the purposes set forth in the section headed “Business Strategies and Use of Proceeds” in the Prospectus in the following manner:

- approximately HK\$12.3 million or approximately 39.8% of the net proceeds for opening two new restaurants under “Classified” brand at different locations;
- approximately HK\$5.5 million or approximately 17.7% of the net proceeds for establishing a new central kitchen for Classified restaurants;
- approximately HK\$10.7 million or approximately 34.5% of the net proceeds for enhancement of existing restaurant facilities; and

- approximately HK\$2.5 million or approximately 8.0% of the net proceeds for our Group’s general working capital.

Further details are set out in the section headed “Business Strategies and Use of Proceeds” in the prospectus.

## **LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 140,000,000 Placing Shares offered by the Company under the Placing, comprising (i) 80,000,000 New Shares being offered by the Company for subscription and (ii) 60,000,000 Sale Shares being offered by the Selling Shareholders for sale, have been fully subscribed.

The Offer Size Adjustment Option has not been exercised by the Joint Bookrunners and has lapsed.

## **RESULTS OF ALLOCATION**

Pursuant to the Placing, 140,000,000 Placing Shares (representing 35% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue) have been conditionally allocated to a total of 114 individual, professional and institutional investors. A total of 59 placees have been allotted one board lot of Shares, representing 51.75% of the total number of placees under the Placing. Shares will be traded in board lots of 5,000 Shares each. The distribution of the Placing Shares is set forth as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue</b>
Top Placee	27,130,000	19.4%	6.8%
Top 5 Placees	76,810,000	54.9%	19.2%
Top 10 Placees	115,210,000	82.3%	28.8%
Top 25 Placees	135,095,000	96.5%	33.8%

<b>Number of Placing Shares allocated</b>	<b>Number of Placees</b>
5,000 to 100,000	70
100,001 to 500,000	22
500,001 to 1,000,000	6
1,000,001 to 5,000,000	6
5,000,001 or above	<u>10</u>
<b>Total:</b>	<u><u>114</u></u>

The Directors confirm that, to the best of their knowledge and belief, all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (each as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined under the GEM Listing Rules), and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder, substantial shareholder or significant shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder, substantial shareholder or significant shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No placees will individually be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing within the meaning of the GEM Listing Rules.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

#### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be beneficially owned by the three largest public

Shareholders. The Directors confirm that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 35% of the issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be beneficially owned by the three largest public Shareholders at the time of the Listing.

## **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company 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 (i.e. Monday, 11 July 2016) or such 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 for the Shares to be admitted into CCASS.

**No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Friday, 8 July 2016 for credit to the respective CCASS participants' stock accounts or CCASS investor participants' stock accounts designated by the Underwriters, the placees or their agents (as the case may be).

Prospective investors of the Placing Shares should note that the Joint Bookrunners (for themselves and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set out in the section headed "Underwriting — Underwriting Arrangements and Expenses — Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (i.e. Monday, 11 July 2016). In the event that the Underwriting Agreement is terminated, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.classifiedgroup.com.hk](http://www.classifiedgroup.com.hk) accordingly.

All share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms and conditions prior to 8:00 a.m. on the Listing Date (i.e. Monday, 11 July 2016).

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 11 July 2016. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.classifiedgroup.com.hk](http://www.classifiedgroup.com.hk). Shares will be traded in board lots of 5,000 Shares each. The stock code for the Shares is 8232.

By order of the Board  
**Classified Group (Holdings) Limited**  
**Wong Arnold Chi Chiu**  
*Chairman and executive Director*

Hong Kong, 8 July 2016

*As at the date of this announcement, the executive Directors are Mr. Wong Arnold Chi Chiu, Mr. Lo Yeung Kit Alan and Mr. Pong Kin Yee and the independent non-executive Directors are Dr. Chan Kin Keung Eugene, Mr. Chum Kwan Yue Desmond and Mr. Ng Chun Fai Frank.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM") for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting. This announcement will also be published on the Company's website at [www.classifiedgroup.com.hk](http://www.classifiedgroup.com.hk).*