

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus of Feishang Non-metal Materials Technology Limited (the “**Company**”) dated 18 December 2015 (the “**Prospectus**”).

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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 the Shares or other 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 Shares thereby being offered.



Feishang Non-metal Materials Technology Limited
飛尚非金屬材料科技有限公司

(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**

**Number of Placing Shares : 125,000,000 Shares (subject to the Offer Size
Adjustment Option)**

**Placing Price : Not more than HK\$0.38 per Placing Share and
expected to be not less than HK\$0.32 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 and subject to refund)**

Nominal value : HK\$0.01 per Share

Stock code : 8331

Sole Sponsor, Sole Bookrunner and Sole Lead Manager



As required under the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), printed copies of the Prospectus are available, for information purposes only, at the offices of Celestial Capital Limited at 21/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong from 9:00 a.m. to 5:00 p.m. during business days from Friday, 18 December 2015 to Monday, 28 December 2015 (both dates inclusive).

Pursuant to the Underwriting Agreement, the Company is offering 125,000,000 Placing Shares for subscription by way of Placing at the Placing Price, on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. The Placing Shares shall, in aggregate, represent approximately 25% of the total issued share capital of the Company upon completion of the Placing (without taking into account the Offer Size Adjustment Option and any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme). It is expected that the Sole Bookrunner, on behalf of the Company, will conditionally place the Placing Shares at the Placing Price in Hong Kong to selected professional, institutional and/or other investors.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be in issue pursuant to the Placing and upon the exercise of the Offer Size Adjustment Option and any options which may be granted under the Share Option Scheme.

Subject to the Stock Exchange granting the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the 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 Listing Date, 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 for the Shares to be admitted into CCASS.

In connection with the Placing, the Company has granted the Offer Size Adjustment Option to the Sole Lead Manager and the Underwriter. Under the Offer Size Adjustment Option, which is exercisable on or before Monday, 21 December 2015, the Sole Lead Manager (for itself and in its capacity as the Underwriter) shall have the right to require the Company to allot and issue at the Placing Price up to an aggregate of 18,750,000 additional new Shares, representing 15% of the Placing Shares initially made available for subscription under the Placing and approximately 3.61% of the enlarged issued share capital of the Company immediately following completion of the Placing and the exercise of the Offer Size Adjustment Option (without taking into account any Shares which may be issued upon the exercise of any option that may be granted under the Share Option Scheme). Any such additional Shares may be issued to cover any excess demand in the Placing and in the event that the Offer Size Adjustment Option is exercised, the Sole Lead Manager (for itself and in its capacity as the Underwriter) may in its sole and absolute discretion decide to whom and the proportions in which the additional Shares will be allotted.

Applications for the Placing Shares will only be considered based on the terms and conditions as set out in the Prospectus.

The Placing is conditional upon the fulfilment of the conditions as set out in “Structure and conditions of the Placing – Conditions of the Placing” of the Prospectus. If such conditions are not fulfilled or waived (where applicable) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and thereafter, all monies received will be refunded to applicants of the Placing without interest 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 and the Company’s website at www.fsnmmaterials.com on the next business day immediately following the date of such lapse.

Prospective investors should note that the Sole Lead Manager (for itself and in its capacity as the Underwriter) is 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 “Underwriting – Underwriting arrangements and expenses – Grounds for termination” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 29 December 2015.

The Placing Price is expected to be determined by an agreement to be entered into between the Company and the Sole Lead Manager (for itself and in its capacity as the Underwriter) on the Price Determination Date, which is expected to be on or about Monday, 21 December 2015 or such later date as the Sole Lead Manager (for itself and in its capacity as the Underwriter) and the Company may agree. If the Company and the Sole Lead Manager (for itself and in its capacity as the Underwriter) are unable to reach an agreement on the Placing Price by the Price Determination Date, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.fsnmmaterials.com. The Placing Price will not be more than HK\$0.38 per Placing Share and is expected to be not less than HK\$0.32 per Placing Share. The final Placing Price will fall within the indicative Placing Price range as stated in the Prospectus unless otherwise announced.

Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. **No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies in respect of the Placing Shares.**

The announcement on the final Placing Price, the level of indication of interest in the Placing and the basis of allocation will be announced on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.fsnmmaterials.com on or before Monday, 28 December 2015.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 29 December 2015. Shares will be traded in board lots of 10,000 Shares each. The GEM stock code of the Company is 8331.

By order of the Board
Feishang Non-metal Materials Technology Limited
Xu Chengyin
Chairman and Executive Director

Hong Kong, 18 December 2015

As at the date of this announcement, the executive Directors are Mr. Xu Chengyin, Mr. Zhang Pingwu, and Mr. Chen Gongbao, and the independent non-executive Directors are Mr. Chan Chiu Hung Alex, Mr. Zheng Shuilin and Mr. Duan Xuechen.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and, in the case of this announcement, on the “Latest Company Announcements” page for at least seven days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.fsnmmaterials.com.