

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of A.Plus Group Holdings Limited (the “**Company**”) dated 31 March 2016.

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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. 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.



A.Plus Group Holdings Limited

優越集團控股有限公司

(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 : 100,000,000 Shares
Placing Price : Not more than HK\$0.50 per Placing Share
and expected to be not less than HK\$0.30
per Placing Share, plus brokerage of 1%,
SFC transaction levy of 0.027% 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 : 8251

Sponsor

ALTUS CAPITAL LIMITED

Lead Manager



UPBEST SECURITIES COMPANY LIMITED

Underwriters



ALTUS INVESTMENTS LIMITED

UPBEST SECURITIES COMPANY LIMITED

As required under the GEM Listing Rules and the Companies (Winding up and Miscellaneous Provisions) Ordinance, printed copies of the prospectus are available, for information purposes only, during normal office hours from 9:00 a.m. to 5:00 p.m. at the office of the Lead Manager at 2/F, Wah Kit Commercial Centre, 300 Des Voeux Road Central, Hong Kong from Thursday, 31 March 2016 up to and including Tuesday, 12 April 2016 (both dates inclusive).

Pursuant to the Underwriting Agreement, the Company is offering 100,000,000 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, in aggregate representing 25.0% of the total issued share capital of the Company upon completion of the Placing (without taking into account of 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 Underwriters, on behalf of the Company, will conditionally place the Placing Shares at the Placing Price to selected individuals, professional and institutional investors in Hong Kong.

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

The Placing is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of the Placing” of the Prospectus. If such conditions are not fulfilled or (where applicable) waived, or the Underwriting Agreement is terminated in accordance with its terms and conditions on or before the dates and times as specified therein, 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 Exchange’s Website at **www.hkexnews.hk** and the Company’s website at **www.aplusp.com** on the next business day immediately following the date of such lapse.

Prospective investors of Placing Shares should note that the Lead Manager (for itself and on behalf of the Underwriters) is entitled, in its discretion, to terminate its obligations under the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth under the section headed “Underwriting – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 19 April 2016.

Application has been made to the Listing Department of the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to the Capitalisation Issue and the Placing (including any Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme up to 10.0% of the total number of Shares in issue immediately following the completion of the Placing and the Capitalisation Issue), as described in the Prospectus.

Subject to the granting of 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.

The final Placing Price is expected to be determined by agreement between the Company and the Lead Manager (for itself and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or before Wednesday, 13 April 2016 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company and the Lead Manager (for itself and on behalf of the Underwriters) are unable to agree on the Placing Price on or before Wednesday, 13 April 2016, or such later date as the parties may agree, or the Underwriting Agreement is not signed, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange Website at **www.hkexnews.hk** and the Company's website at **www.aplusgp.com**.

The Placing Price will not be more than HK\$0.50 per Placing Share and is expected to be not less than HK\$0.30 per Placing Share. 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 term 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 for the Placing Shares.

The final Placing Price, the basis of allocations of the Placing Shares and the indication of level of interest in the Placing will be announced on the Exchange's Website at **www.hkexnews.hk** and the Company's website at **www.aplusgp.com** on or before Monday, 18 April 2016.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 19 April 2016. Shares will be traded in board lots of 10,000 Shares. The stock code for the Shares is 8251.

By order of the Board
A.Plus Group Holdings Limited
Lam Kim Wan
Chairman and Executive Director

Hong Kong, 31 March 2016

As at the date of this announcement, the executive Directors are Mr. Lam Kim Wan and Mr. Fong Wing Kong, and the independent non-executive Directors are Mr. Yue Ming Wai Bonaventure, Ms. Sze Tak On and Mr. Leung Siu Hong.

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 GEM Website at **www.hkgem.com** and the Stock Exchange's website at **www.hkexnews.hk** and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 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.aplusgp.com**.*