

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 : HK\$0.30 per Placing 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)  
Nominal Value : HK\$0.01 per Share  
Stock Code : 8251

Sponsor

**ALTUS CAPITAL LIMITED**

Lead Manager



UPBEST SECURITIES COMPANY LIMITED

Underwriters



UPBEST SECURITIES COMPANY LIMITED

**ALTUS INVESTMENTS LIMITED**

## SUMMARY

- The Placing Price has been determined at HK\$0.30 per Placing Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.30 per Placing Share, the net proceeds from the Placing to be received by the Company, after deducting the underwriting fees and other expenses payable by the Company in relation to the Placing, are estimated to be approximately HK\$14.5 million. The Directors intend to apply the net proceeds from the Placing in accordance with the purposes set forth in the section headed “Future plans and use of proceeds” in the Prospectus.
- The 100,000,000 Placing Shares offered by the Company under the Placing were fully subscribed.
- Pursuant to the Placing, 100,000,000 Placing Shares have been conditionally allocated to a total of 124 selected professional, institutional and other investors in Hong Kong.
- Out of the 100,000,000 Placing Shares, an aggregate of 3,300,000 Placing Shares, representing approximately 3.3% of the total number of Placing Shares and approximately 0.8% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing, have been allocated to UBA Financial Trading Limited, which is a connected client (as defined under note 2 to rule 10.12(4) of the GEM Listing Rules) of Upbest Securities Company Limited.
- Save as disclosed above, the Directors confirm that, to the best of their knowledge and belief, all 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 (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in 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 Placing Shares subscribed by the placees has been financed directly or indirectly by any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates, and none of the placees is accustomed to taking instructions from any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates 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 placee, individually, has been or will be placed more than 10.0% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Capitalisation Issue and the Placing.

- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25.0% of its total number of issued shares at the time of Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50.0% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25.0% of the enlarged issued share capital of the Company, and not more than 50.0% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 19 April 2016. The Shares will be traded in board lots of 10,000 Shares each. The stock code for the Shares is 8251.
- **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 NET PROCEEDS

The Placing Price has been determined at HK\$0.30 per Placing Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$0.30 per Placing Share, the net proceeds from the Placing to be received by the Company, after deducting the underwriting fees and other expenses payable by the Company in relation to the Placing, are estimated to be approximately HK\$14.5 million. The Directors intend to apply the net proceeds from the Placing in accordance with the purposes set forth in the section headed “Future plans and use of proceeds” in the Prospectus in the following manner:

<b>Use of net proceeds</b>	<b>Percentage of net proceeds %</b>	<b>Amount of net proceeds HK\$ million</b>
• Office expansion, including (i) renovation of existing office; (ii) leasing an additional office space for translation department near existing office premises; and (iii) setting up a new office premises for API in a prime location in Central, Hong Kong	42.5	6.2
• Recruiting new staff, in particular, additional staff required for the development of in-house translation capabilities as well as staff required for expansion of the Enlarged Group’s business	23.3	3.4
• Enhancing information technology systems, including the purchase of new equipment, hardware and software	24.2	3.5
• Working capital and other general corporate purposes	10.0	1.4
<b>Total</b>	<b>100.0</b>	<b>14.5</b>

## LEVEL OF INDICATION OF INTERESTS UNDER THE PLACING

The 100,000,000 Placing Shares offered by the Company under the Placing were fully subscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 100,000,000 Placing Shares have been conditionally allocated to a total of 124 selected professional, institutional and other investors in Hong Kong. The distribution of the Placing Shares is set forth as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Approximate 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 Capitalisation Issue and the Placing</b>
Top placee	10,000,000	10.00%	2.50%
Top 5 placees	48,300,000	48.30%	12.08%
Top 10 placees	71,500,000	71.50%	17.88%
Top 25 placees	88,670,000	88.67%	22.17%
<b>Number of Placing Shares allocated</b>			<b>Number of Placees</b>
5,000 to 50,000			9
50,001 to 500,000			90
500,001 to 5,000,000			19
5,000,001 and above			6
<b>Total</b>			<u><u>124</u></u>

Out of the 100,000,000 Placing Shares, an aggregate of 3,300,000 Placing Shares, representing approximately 3.3% of the total number of the Placing Shares and approximately 0.8% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing, have been allocated to UBA Financial Trading Limited, which is a connected client (as defined under note 2 to rule 10.12(4) of the GEM Listing Rules) of Upbest Securities Company Limited.

Save as disclosed above, the Directors confirm that, to the best of their knowledge and belief, all 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 (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in 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 Placing Shares subscribed by the placees has been financed directly or indirectly by any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates, and none of the placees is accustomed to taking instructions from any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates 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 placee, individually, has been or will be placed more than 10.0% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Capitalisation Issue and the Placing.

**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 25.0% of its total number of issued shares at the time of Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50.0% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25.0% of the enlarged issued share capital of the Company, and not more than 50.0% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.

## **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 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. Tuesday, 19 April 2016) 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.

**No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.**

The share certificates for the Placing Shares allotted and issued to the placees will be deposited into CCASS on Monday, 18 April 2016 for credit to the respective CCASS participants' or the CCASS investor participants' stock accounts designated by the Lead Manager (for itself and on behalf of the Underwriters), the placees or their respective agents (as the case may be).

Prospective investors of the 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. In the event that the Underwriting Agreement is terminated, the Placing will lapse and an announcement will be published by the Company on the Exchange's Website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.aplusgp.com](http://www.aplusgp.com) 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 prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 19 April 2016. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Exchange's Website at **www.hkexnews.hk** and the Company's website at **www.aplusgp.com**. Shares will be traded in board lots of 10,000 Shares each. 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, 18 April 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; and (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the GEM Website at **www.hkgem.com** and the 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**.*