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利·寶·閣

Li Bao Ge Group Limited

利寶閣集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1869)

- (1) SIDE LETTER TO THE UNDERWRITING AGREEMENT;
(2) DELAY IN DESPATCH OF PROSPECTUS DOCUMENTS;
(3) REVISED EXPECTED TIMETABLE;
AND
(4) CHANGE OF BOOK CLOSURE PERIOD AND THE RECORD DATE**

Financial adviser to the Company



英皇融資有限公司
Emperor Capital Limited

Underwriter to the Rights Issue



英皇證券(香港)有限公司
Emperor Securities Limited

Reference is made to the announcement of Li Bao Ge Group Limited (the “**Company**”) dated 29 October 2019 (the “**Announcement**”) in respect of the proposed Rights Issue. Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

(1) SIDE LETTER TO THE UNDERWRITING AGREEMENT

On 19 November 2019, the Company and the Underwriter entered into a side letter (the “**Side Letter**”) to the Underwriting Agreement, amongst other things, to postpone 1) the Record Date to Friday, 22 November 2019; 2) the Prospectus Posting Date to Monday, 25 November 2019; 3) the Latest time for Acceptance to 4:00 p.m. on Monday, 9 December 2019; 4) the Latest Time for Termination to 4:00 p.m. on Thursday, 12 December 2019; 5) the latest date for the conditions of the Rights Issue to be fulfilled or waived (as applicable) to Thursday, 12 December 2019; and 6) the despatch date of certificate for the fully-paid Rights Shares to Tuesday, 17 December 2019.

(2) DELAY IN DESPATCH OF PROSPECTUS DOCUMENTS

As stated in the Announcement, the Prospectus Documents containing, among other things, the Prospectus setting out details of the Rights Issue, the PAL and the EAF, were expected to be despatched to the Qualifying Shareholders on Wednesday, 20 November 2019.

As additional time is required for the Company to prepare and finalise the information to be contained in the Prospectus Documents, the Company and the Underwriter entered into the Side Letter to the Underwriting Agreement to postpone certain dates referred to in the Underwriting Agreement. The despatch date of the Prospectus Documents is expected to be postponed to a date falling on or before Monday, 25 November 2019.

(3) REVISED EXPECTED TIMETABLE

As a result of the delay in despatch of the Prospectus Documents as mentioned above, the expected timetable for the Rights Issue is revised as below:

Event	Date (Hong Kong Time)
Register of members of the Company closes for determining entitlements under the Rights Issue (both dates inclusive)	Wednesday, 13 November 2019 to Friday, 22 November 2019
Record Date for the Rights Issue	Friday, 22 November 2019
Despatch of the Prospectus Documents (including the provisional allotment letters and excess application forms)	Monday, 25 November 2019
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Wednesday, 27 November 2019
Latest time for splitting of provisional allotment letters	4:30 p.m. on Friday, 29 November 2019

Event	Date (Hong Kong Time)
Latest time of dealings in nil-paid Rights Shares	4:10 p.m. on Wednesday, 4 December 2019
Latest time for acceptance of, and payment for, the Rights Shares and application and payment for excess Rights Shares	4:00 p.m. on Monday, 9 December 2019
Latest time for termination of the Underwriting Agreement	4:00 p.m. on Thursday, 12 December 2019
Announcement of the allotment results of the Rights Issue	Monday, 16 December 2019
Despatch of refund cheques for wholly or partially unsuccessful applications for excess Rights Shares on or before	Tuesday, 17 December 2019
Despatch of certificates for the fully-paid Rights Shares on or before	Tuesday, 17 December 2019
Commencement of dealings in the fully-paid Rights Shares	9:00 a.m. on Wednesday, 18 December 2019

The expected timetable for the Rights Issue set out above is for indicative propose only. The expected timetable is subject to change, and any such change will be further announced by the Company as and when appropriate.

(4) CHANGE OF BOOK CLOSURE PERIOD AND THE RECORD DATE

Shareholders should note that as a result of the change in the expected timetable:

- i. the register of members of the Company is closed from Wednesday, 13 November 2019 to Friday, 22 November 2019 for determining the entitlements to the Rights Issue; and
- ii. the Record Date for determining the entitlements to the Rights Issue will be Friday, 22 November 2019.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is conditional, among other matters, upon fulfillment of the conditions set out under the paragraph headed “Conditions of the Rights Issue” in the section headed “PROPOSED RIGHTS ISSUE” of the Announcement. In particular, the Rights Issue is subject to the Underwriter not terminating or rescinding the Underwriting Agreement in accordance with the terms set out therein. Accordingly, the Rights Issue may or may not proceed. Any Shareholders or potential investors contemplating selling or purchasing the Shares and/or the nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled (and the date of the Underwriter’s right of termination or rescission of the Underwriting Agreement ceases) will bear the risk that the Rights Issue could not become unconditional and may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares and/or nil-paid Rights Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.

By order of the Board
Li Bao Ge Group Limited
Chan Chun Kit
Chairman

Hong Kong, 19 November 2019

As at the date of this announcement, the executive Directors are Mr. Chan Chun Kit, Mr. Lam Kwok Leung Peter, Mr. Wong Ka Wai and Mr. Chow Yiu Pong David; and the independent non-executive Directors are Mr. Liu Chi Keung, Prof. Wong Lung Tak Patrick and Mr. Tam Tak Kei Raymond.