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*Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 27 October 2016 (the “Prospectus”) issued by Luk Hing Entertainment Group Holdings Limited (the “Company”).*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for 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 Placing Shares thereby being offered.*



## **LUK HING ENTERTAINMENT GROUP HOLDINGS LIMITED**

**陸慶娛樂集團控股有限公司**

*(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 : 450,000,000 Shares**

**Placing Price : Not more than HK\$0.26 per Placing  
Share and not less than HK\$0.2 per  
Placing Share, plus brokerage fee of  
1.0%, Stock Exchange trading fee of  
0.005% and SFC transaction levy of  
0.0027% (payable in full upon  
application and subject to refund)**

**Nominal value : HK\$0.01 each**

**Stock code : 8052**

**Sole Sponsor**



**Sole Global Coordinator and Sole Bookrunner**



**Joint Lead Managers**



Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) are available, for information purposes only, at the principal place of business of (1) China Everbright Securities (HK) Limited at 24/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong; (2) Opus Capital Limited at 18/F, Fung House, 19–20 Connaught Road Central, Hong Kong; (3) Ping An Securities Limited at Unit 02, 2/F, China Merchants Building, 152–155 Connaught Road Central, Hong Kong; and (4) Innovax Capital Limited at Room 2002, 20/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. (Hong Kong time) from Thursday, 27 October 2016 up to Thursday, 10 November 2016 (both dates inclusive and for business days only).

Pursuant to the Underwriting Agreement, the Company is offering 450,000,000 new Shares for subscription by way of the Placing at the Placing Price, on and subject to the terms and conditions set out in the Prospectus and the Underwriting Agreement, in aggregate representing 25% of the total issued share capital of the Company upon completion of the Placing and the Capitalisation Issue (not 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). Subject to the terms of the Underwriting Agreement, the Placing Shares are fully underwritten by the Underwriters.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfilment of the conditions set forth in the paragraph headed “Conditions of the Placing” under the section headed “Structure and Conditions of the Placing” in the Prospectus. Prospective investors of the Placing Shares should note that the Sole Global Coordinator (for itself and on behalf of the Underwriters) is entitled to, in its absolute discretion, terminate the Underwriting Agreement by notice in writing to the Company given by the Sole Global Coordinator (for itself and on behalf of the Underwriters), upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” under the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 11 November 2016. In the event that conditions of the Placing as mentioned therein are not fulfilled or (where applicable) waived in accordance with the terms and conditions of the Underwriting Agreement on or before such date and time specified therein, the Placing will lapse, all monies received will be refunded to the subscribers of the Placing Shares 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 Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.lukhing.com](http://www.lukhing.com) on the next business day immediately following the date of such lapse.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing, the Capitalisation Issue and any Shares which may be issued pursuant to the exercise of any options that may be granted under the Share Option Scheme as described in the Prospectus.

Subject to the granting by the Stock Exchange of the approval for the listing of, and permission to deal in, the Shares on GEM, as well as 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 Placing Price is currently expected to be fixed by agreement between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date. The Placing Price will not be more than HK\$0.26 per Placing Share and is expected to be not less than HK\$0.20 per Placing Share, which is expected to be determined on or around Friday, 4 November 2016 (or such later date as agreed between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters)).

If the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Placing Price on or around Friday, 4 November 2016 (or such later date as agreed between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters)), the Placing will not become unconditional and will lapse immediately. Share certificates for the Placing Shares will only become valid documents of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that (a) the Placing has become unconditional in all respects; and (b) the Underwriting Agreement has not been terminated in accordance with its terms. No temporary documents or evidence of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.

The level of indication of interest in the Placing, the final Placing Price and the basis of allocations of the Placing Shares will be announced on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.lukhing.com](http://www.lukhing.com) on or before Thursday, 10 November 2016.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 11 November 2016. Shares will be traded in board lots of 10,000 Shares each. The GEM stock code for the Shares is 8052.

By order of the Board  
**Luk Hing Entertainment Group Holdings Limited**  
**Choi Yiu Ying**  
*Chairman and Executive Director*

Hong Kong, 27 October 2016

*As at the date of this announcement, the executive Directors are Mr. Choi Yiu Ying, Mr. Choi Siu Kit and Mr. Yeung Chi Shing; the non-executive Directors are Mr. Au Wai Pong Eric, Mr. Au Ion Weng and Ms. Poon Kam Yee Odilia; and the independent non-executive Directors with effect from the Listing Date are Mr. Lam Wai Chin Raymond, Mr. Chan Ting Bond Michael and Mr. Tse Kar Ho Simon.*

*This announcement, for which all 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, 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 and a copy of the Prospectus referred to above will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), in the case of the announcement, on the "Latest Company Announcements" page for 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.lukhing.com](http://www.lukhing.com).*