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南旋控股有限公司

NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liabilities)

(Stock Code: 1982)

**FULL EXERCISE OF
THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus was fully exercised by the Sole Global Coordinator (on behalf of the International Underwriters) on 25 April 2016 (after trading hours) in respect of 75,000,000 additional new Shares (the “**Over-allotment Shares**”), representing approximately 15% of the Offer Shares initially available under the Global Offering before the exercise of the Over-allotment Option. The Over-allotment Shares will be issued and allotted by the Company at HK\$1.20 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. A further announcement will be made by the Company after the end of the stabilisation period.

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Pursuant to the Stock Borrowing Agreement, the Stabilisation Manager has borrowed 75,000,000 Shares from Nameson Investments to cover over-allocations in the International Offering. The Over-allotment Shares will be used to facilitate the return in full to Nameson Investments of the 75,000,000 borrowed Shares.

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Approval for the listing and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 28 April 2016.

Shareholding structure upon the issue and allotment of the Over-allotment Shares

The shareholding structure of the Company immediately before and immediately after the completion of the issue and allotment of the Over-allotment Shares by the Company is as follows:

Shareholders	Immediately before the issue and allotment of the Over-allotment Shares		Immediately after the issue and allotment of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital (%) ⁽¹⁾	Number of Shares	Approximate percentage of the Company's issued share capital (%) ⁽¹⁾
Nameson Investments	1,500,000,000	75.0%	1,500,000,000	72.3%
The cornerstone investors	122,280,000	6.1%	122,280,000	5.9%
Other Shareholders	<u>377,720,000</u>	<u>18.9%</u>	<u>452,720,000</u>	<u>21.8%</u>
Total	<u>2,000,000,000</u>	<u>100%</u>	<u>2,075,000,000</u>	<u>100%</u>

Note:

(1) The percentage figures have been subject to rounding adjustments.

The additional net proceeds of approximately HK\$88.1 million from the issue of the Over-allotment Shares after deducting the commissions, fees and expenses relating to the exercise of the Over-allotment Option will be used by the Company for the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

PUBLIC FLOAT

Immediately after the allotment and issue of the Over-allotment Shares, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules that at least 25% of the Company’s total issued share capital must at all times be held by the public.

A further announcement will be made by the Company at the end of the stabilisation period in connection with the Global Offering, pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

By order of the Board of Directors
NAMESON HOLDINGS LIMITED
Mr. Wong Ting Chung *BBS, JP*
Chairman

Hong Kong, 25 April 2016

As at the date of this announcement, the Board of the Company comprises Mr. Wong Ting Chung BBS, JP (Chairman and chief executive officer), Mr. Wong Wai Wing, Raymond, Mr. Wong Ting Chun, Mr. Li Po Sing and Ms. Chan Mei Hing, Aurora, as executive Directors; Mr. Tam Wai Hung, David, Mr. Wong Ting Kau, Mr. Wong Wai Yue and Mr. Lau Ka Keung, as non-executive Directors; Ms. Fan Chiu Fun, Fanny GBS, JP, Mr. Kan Chung Nin, Tony BBS, JP, Mr. Ong Chor Wei, Mr. Fan Chun Wah, Andrew and Ms. Lee Bik Kee, Betty, as independent non-executive Directors.