

Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 21 August 2015 (the “Prospectus”) issued by LC 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 securities. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is not an offer of securities for sale in the United States. The Company has not registered and does not intend to register any securities referred to in this announcement under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). Securities of the Company may not be offered or sold in the United States absent registration under the U.S. Securities Act or an applicable exemption from the registration requirements under the U.S. Securities Act. There will not be and is not currently intended to be any public offering of securities in the United States.



## LC Group Holdings Limited 良斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

### SHARE OFFER

Number of Offer Shares : 125,000,000 Shares  
Number of Public Offer Shares : 12,500,000 Shares (subject to reallocation)  
Number of Placing Shares : 112,500,000 Shares (subject to reallocation)  
Offer Price : Not more than HK\$1.00 per Offer Share and expected to be not less than HK\$0.85 per Offer 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 in Hong Kong dollars and subject to refund)  
Nominal value per Share : HK\$0.01  
Stock Code : 1683

### Sponsor

**AmCap**

Ample Capital Limited  
豐盛融資有限公司

### Sole Bookrunner



太平基業證券有限公司  
PACIFIC FOUNDATION SECURITIES LIMITED

### Joint Lead Managers



太平基業證券有限公司  
PACIFIC FOUNDATION SECURITIES LIMITED

**AmCap**

Ample Orient Capital Limited

### Co-Managers



CNI SECURITIES GROUP LIMITED  
中國北方證券集團有限公司



智華證券有限公司  
Supreme China Securities Limited

**SUNWAH KINGSWAY**

新華滙富

Kingsway Financial Services Group Limited

Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Share Offer and as mentioned in the Prospectus (including any Shares which may be issued under the Capitalisation Issue, and pursuant to the exercise of the options which may be granted under the Share Option Scheme).

The Share Offer comprises the Placing and the Public Offer. A total of 125,000,000 Shares will be made available under the Share Offer, of which 112,500,000 Shares, representing 90% of the Offer Shares (subject to reallocation), will be conditionally placed under the Placing. The remaining 12,500,000 Shares, representing 10% of the Offer Shares (subject to reallocation), will be offered under the Public Offer. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in Central Clearing and Settlement System (“CCASS”) with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date as may be determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) 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 to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.00 per Offer Share and is expected to be not less than HK\$0.85 per Offer Share. Applicants must pay the maximum indicative Offer Price of HK\$1.00 per Offer Share plus 1.0% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is lower than HK\$1.00 per Offer Share.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.**

Applicants who would like the allotted Public Offer Shares to be issued in their own names should either complete and sign the **WHITE** Application Form or submit application online through the designated website of the White Form eIPO Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk). Applicants who would like the allotted Public Offer

Shares to be issued in the name of HKSCC Nominees Limited and deposited directly into CCASS to be credited to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts should either complete and sign the **YELLOW** Application Form or give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 21 August 2015 until 12:00 noon on Wednesday, 26 August 2015 from:

(i) the office of the following Public Offer Underwriter:

<b>Pacific Foundation Securities Limited</b>	11/F, New World Tower II 16-18 Queen's Road Central Hong Kong
--	---

(ii) any of the following branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

Standard Chartered Bank (Hong Kong) Limited:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Aberdeen Branch	Shop 4A, G/F and Shop 1, 1/F, Aberdeen Centre, Site 5, No. 6-12 Nam Ning Street, Aberdeen
<b>Kowloon</b>	Tsim Sha Tsui Branch	G/F, 8A-10 Granville Road, Tsimshatsui
	Kwun Tong Hoi Yuen Road Branch	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong
<b>New Territories</b>	Metroplaza Branch	Shop No. 175-176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Fong

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 21 August 2015 until 12:00 noon on Wednesday, 26 August 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have such Application Forms and the Prospectus available.

Both **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "Horsford Nominees Limited — LC Group Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank listed above, at the following times:

**Friday, 21 August 2015 : 9:00 a.m. to 5:00 p.m.**  
**Saturday, 22 August 2015 : 9:00 a.m. to 1:00 p.m.**  
**Monday, 24 August 2015 : 9:00 a.m. to 5:00 p.m.**  
**Tuesday, 25 August 2015 : 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 26 August 2015 : 9:00 a.m. to 12:00 noon**

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 26 August 2015, the last application day or such later time as described in the section headed "How to Apply for the Public Offer Shares — Effect of bad weather on the opening of the application lists" in the Prospectus.

Applicants may submit applications to the **HK eIPO White Form** Service Provider through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Friday, 21 August 2015 until 11:30 a.m. on Wednesday, 26 August 2015 or such later time as described in the section headed "How to Apply for the Public Offer Shares — Effect of bad weather conditions on the opening of the application lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input electronic application instructions from 9:00 a.m. on Friday, 21 August 2015 until 12:00 noon on Wednesday, 26 August 2015 or such later time as described in the section headed "How to Apply for the Public Offer Shares — Effect of bad weather conditions on the opening of the application lists" in the Prospectus.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Monday, 7 September 2015 in (i) The Standard (in English); and (ii) Sing Tao Daily (in Chinese), (iii) on the Company's website at [www.lchk.hk](http://www.lchk.hk), and (iv) on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), respectively.

Results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Public Offer Shares successfully applied for under **WHITE** and **YELLOW** application forms, or by giving **electronic application instructions** to HKSCC via CCASS or to the designated **HK eIPO White Form** Service Provider through the **HK eIPO White Form** service ([www.hkeipo.hk](http://www.hkeipo.hk)), will be made available through a variety of channels as described in the section headed "How to Apply for the Public Offer Shares — Publication of Results" in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid certificate of title at 8:00 a.m. on the Listing Date provided that the Share Offer has become unconditional in all respects and the right of termination as described in the section headed "Underwriting — Underwriting Arrangements and Expenses — Public Offer Underwriting Agreement — Grounds for Termination" in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Tuesday, 8 September 2015, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 8 September 2015. The Shares will be traded in board lots of 4,000 Shares each under the stock code 1683.

By order of the Board  
**LC Group Holdings Limited**  
**Leong Hing Loong Rudoff**  
*Chairman and Executive Director*

Hong Kong, 21 August 2015

*As at the date of this announcement, the Board comprises Mr. Leong Hing Loong Rudoff, Ms. Chew Christina Mooi Chong, Mr. Shih Steven Chun Ning, as executive Directors; and Mr. Tang Hamilton Ty, Mr. Lee Frank King-ting, Mr. Ho Hin Yip as independent non-executive Directors.*

*Please also refer to the published version of this announcement in The Standard (in English) and Sing Tao Daily (in Chinese).*