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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 8 July 2014 (the “Prospectus”) issued by Kate China Holdings Limited (the “Company”).*

*This announcement is for information purpose 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.*

**KATE CHINA HOLDINGS LIMITED**  
**( 中 持 基 業 控 股 有 限 公 司 )**

*(Incorporated in Hong Kong with limited liability)*

**NOTICE OF LISTING BY WAY OF PLACING**  
**ON**  
**THE GROWTH ENTERPRISE MARKET OF**  
**THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Number of Placing Shares: 75,000,000 Placing Shares**

**Placing Price: Not more than HK\$0.70 per Placing Share and expected to be not less than HK\$0.50 per Placing Share (payable in full on application, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)**

**Board Lot: 4,000 Shares**

**Stock Code: 8125**

**Sponsor**

**ALTUS CAPITAL LIMITED**

**Sole Bookrunner and Underwriter**



**金利豐證券**

**KINGSTON SECURITIES**

Copies of the Prospectus required by the GEM Listing Rules and the Companies Ordinance are available, for information purposes only, at the office of Kingston Securities Limited at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. (Hong Kong time) during the business days from 8 July 2014 to 11 July 2014 (both dates inclusive).

Pursuant to the Underwriting Agreement, the Company is offering 75,000,000 Placing Shares for subscription by way of the Placing, on and subject to the terms and conditions set out in the Prospectus and the Underwriting Agreement, representing 25% of the total number of issued Share of the Company upon completion of the Placing (taking no account of any Shares which may be allotted and issued pursuant to the exercise of any option which may be granted under the Share Option Scheme).

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 Bookrunner and Underwriter is entitled to terminate the Underwriting Agreement by notice in writing to the Company given by the Sole Bookrunner and Underwriter, 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. 18 July 2014. In the event that conditions of the Placing as mentioned therein are not fulfilled (or, where applicable, not waived) prior to the time and date specified in the Prospectus, the Placing will lapse and all monies received will be refunded to the applicants of the Placing 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 website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.katechina.hk](http://www.katechina.hk) on the next business day 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 Bonus Issue or any option which may be granted under the Share Option Scheme as described in the Prospectus. Subject to the granting by the Stock Exchange of 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 under contingent situation, 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 in CCASS.

The Placing Price per Placing Share will not be more than HK\$0.70 and is expected to be not less than HK\$0.50. The Placing Price is expected to be fixed by agreement between the Company and the Sole Bookrunner and Underwriter on the Price Determination Date. The Price Determination

Date is expected to be on or about 11 July 2014 (or such other date as may be agreed between the Company and the Sole Bookrunner and Underwriter). If the Company and the Sole Bookrunner and Underwriter are unable to reach an agreement on the Placing Price on the Price Determination Date or such other date as may be agreed between the Company and the Sole Bookrunner and Underwriter, the Placing will not become unconditional and will lapse. Prospective investors of the Placing Shares should be aware that the indicative Placing Price range may be reduced below that as stated in the Prospectus at any time prior to the Price Determination Date. If this occurs, the Company shall publish an announcement on the reduction of the indicative Placing Price range on the Stock Exchange Website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.katechina.hk](http://www.katechina.hk).

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. If the Placing does not become unconditional or the Underwriting Agreement is terminated in accordance with its terms, the Company will make an announcement as soon as possible on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.katechina.hk](http://www.katechina.hk).

The level of indication of interest in the Placing, the final Placing Price and the basis of allocation 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.katechina.hk](http://www.katechina.hk) at or before 9:00 a.m. (Hong Kong time) 17 July 2014.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on 18 July 2014. Shares will be traded in board lots of 4,000 Shares each. The GEM stock code for the Shares is 8125.

By order of the Board  
**Kate China Holdings Limited**  
**Chan Tat Wah**  
*Chairman and Executive Director*

Hong Kong, 8 July 2014

*As at the date of this announcement, the executive Directors are Mr. Chan Tat Wah, Mr. Fok Chun Kit and Mr. Tsang Kei Cheong; and the Independent non-executive Directors are Mr. Lam Yiu Kin, Mr. Lu Tak Ming and Mr. Lai Kin Keung.*

*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, 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.*