

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



ERNEST BOREL HOLDINGS LIMITED

依波路控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1856)

(1) RESTORATION OF PUBLIC FLOAT (2) RESUMPTION OF TRADING

Placing Agent of the Offeror



References are made to the announcements of Ernest Borel Holdings Limited (the “**Company**”) dated 8 November 2018, 25 January 2019 and 28 January 2019 (the “**Announcements**”) in relation to the status of the public float and the extension of the waiver from strict compliance with rule 8.08 of the Listing Rules until 15 March 2019. Unless otherwise stated, capitalized terms used herein have the same meanings as ascribed to them in the Announcements.

As set out in the Announcements, immediately following the close of the Offers (as defined in the composite document dated 5 October 2018 jointly issued by the Company and the Offeror), the Company could not satisfy the minimum public float requirement under the Listing Rules. In this connection, the Company has applied to the Stock Exchange for and has been granted a waiver from strict compliance with rule 8.08 of the Listing Rules until 25 January 2019, which was then further extended to 15 March 2019.

COMPLETION OF THE CONDITIONAL AGREEMENTS AND THE PLACING AGREEMENT

As set out in the Announcements, the Offeror entered into the Conditional Agreements with two independent third parties in relation to the sale of an aggregate of 33,006,515 shares of the Company, representing a 9.5% of the issued share capital of the Company. The Company has been informed by the Offeror that, on 15 March 2019, the Conditional Agreements have been completed.

In addition, on 11 March 2019, the Offeror entered into a placing agreement (the “**Placing Agreement**”) with a placing agent to place down an aggregate of 25,500,000 shares of the Company, representing approximately 7.3% of the issued share capital of the Company, to independent third parties on a fully underwritten basis. The Company has been informed by the Offeror that, on 14 March 2019, the Placing Agreement has been completed and 25,500,000 shares of the Company had been placed through the Placing Agent to places who are neither connected persons (as defined in the Listing Rules) of the Company nor parties acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with the directors, chief executive or substantial shareholders (as defined in the Listing

Rules) of the Company. None of the placees or their respective ultimate beneficial owners under the Placing has become a substantial shareholder of the Company immediately upon completion of the Placing.

RESTORATION OF PUBLIC FLOAT

Immediately upon completion of the Conditional Agreements and the Placing Agreement, a total of 86,867,515 shares of the Company, representing approximately 25% of the issued share capital of the Company, are held by the public (within the meaning under the Listing Rules). As such, the public float of the Company has been restored and the Company is in compliance with Rule 8.08 of the Listing Rules.

The table below sets out the shareholding structure of the Company (i) prior to completion of the Conditional Agreements and the Placing Agreement and (ii) immediately after completion of the Conditional Agreements and the Placing Agreement:

	Prior to completion of the Conditional Agreements and the Placing Agreement		Immediately after completion of the Conditional Agreements and the Placing Agreement	
	Number of shares of the Company	Approximate %	Number of shares of the Company	Approximate %
Offeror Prime Route Investment Limited (<i>Note</i>)	281,141,000	80.9	222,634,485	64.1
Public shareholders	28,361,000	8.2	86,867,515	25.0
Total	347,437,000	100.0	347,437,000	100.0

Note: Prime Route Investment Limited is a company wholly owned by Mr. Xiong Wei, an executive director of the Company.

RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 9:00 a.m. on Monday, 29 October 2018 pending the restoration of the minimum public float of the shares of the Company. An application was made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 18 March 2019.

By Order of the board of directors of
Ernest Borel Holdings Limited
Shang Jianguang
Chairman

Hong Kong, 15 March 2019

As at the date of this announcement, the board of directors of the Company comprises the following directors:

Executive Directors: Mr. Shang Jianguang, Mr. Teguh Halim,
Mr. Xiong Wei and Ms. Lam Lai

Non-executive Director: Mr. Xiong Ying

Independent non-executive Directors: Mr. Lui Wai Ming, Mr. To Chun Kei and
Ms. Chan Lai Wa