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**CHINA SCE GROUP HOLDINGS LIMITED**

**中駿集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1966)**

**SEPARATE LISTING OF SCE CM  
ON THE MAIN BOARD OF THE STOCK EXCHANGE**

**RECORD DATE FOR ASSURED ENTITLEMENT  
AND CLOSURE OF REGISTER OF MEMBERS**

The Board announces that the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the SCE CM Shares in the Preferential Offering will be Tuesday, 15 June 2021. The register of members of the Company will be closed on Tuesday, 15 June 2021 where no transfer of the Shares will be registered during that date. The last day for dealing in the Shares on a cum-entitlement basis to the Assured Entitlement will be Wednesday, 9 June 2021.

**INTRODUCTION**

Reference is made to the previous announcements of the Company (the “**Announcements**”) in relation to the Proposed Spin-off.

As disclosed in the Announcements, the Company intends to spin-off SCE CM by way of a separate listing of the SCE CM Shares on the Main Board of the Stock Exchange. In connection with the Proposed Spin-off, SCE CM will conduct a Global Offering comprising the Hong Kong Public Offering and the International Offering (including the Preferential Offering). In accordance with the requirements of Practice Note 15 to the Listing Rules, the Board proposes to give due regard to the interests of the Shareholders by providing Qualifying Shareholders with the Assured Entitlement to the SCE CM Shares by way of the Preferential Offering, if the Proposed Spin-off proceeds. Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering and the terms of the Assured Entitlement, have not yet been finalised and further announcements will be made by the Company as and when appropriate.

The purpose of this announcement is to inform the Shareholders of the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the SCE CM Shares in the Preferential Offering. Shareholders whose names appeared on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholders) will be entitled to apply for the SCE CM Shares on an assured basis pursuant to the Preferential Offering, and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced. Subject to the relevant legal restrictions and regulatory requirements, Qualifying Shareholders (regardless of whether they choose to participate in the Preferential Offering or not) and Shareholders who are not Qualifying Shareholders (or who do not satisfy the basis of the Assured Entitlement) may also either (i) apply for the SCE CM Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for the SCE CM Shares under the International Offering, if qualified to do so.

Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

## **RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

The Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the SCE CM Shares in the Preferential Offering will be Tuesday, 15 June 2021. The register of members of the Company will be closed on Tuesday, 15 June 2021, where no transfer of the Shares will be registered during that date.

In order to qualify for the Assured Entitlement, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 11 June 2021. The last day for dealing in the Shares on a cum-entitlement basis to the Assured Entitlement will be Wednesday, 9 June 2021.

As the Proposed Spin-off is subject to, among other things, approvals from the Listing Committee, the final dates of registration and issue of the Prospectus have not yet been determined. Accordingly, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement of Qualifying Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off.

In the event that there is a change in the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying Shareholders, a further announcement will be made by the Company and such revised Record Date and closure of the register of members of the Company will supersede and replace the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying Shareholders set out in this announcement.

## GENERAL

Details in respect of the Proposed Spin-off, including the structure and the expected timetable, have not yet been finalised. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

The Proposed Spin-off is subject to, among other things, the approvals of the Listing Committee, the final decisions of the Board and of the board of directors of SCE CM, market conditions and other considerations, the Proposed Spin-off may or may not materialise. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Assured Entitlement”	the entitlement of Qualifying Shareholders to apply for the SCE CM Shares on an assured basis pursuant to the Preferential Offering determined on the basis of their respective shareholdings in the Company on the Record date;
“Board”	the board of the Company;
“Company”	China SCE Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Global Offering”	the Hong Kong Public Offering and the International Offering (including the Preferential Offering);
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Public Offering”	the offer of the SCE CM Shares for subscription by the public in Hong Kong on the terms and conditions to be set out in the prospectus and application forms of SCE CM;
“International Offering”	the offer of the SCE CM Shares for subscription by professional or qualified investors outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act, as detailed in the prospectus of SCE CM;

“Listing”	the listing of the SCE CM Shares on the main board of the Stock Exchange;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Non-Qualifying Shareholders”	Shareholders whose names appear in the register of members of the Company on the Record Date and whose addresses as shown in such register are in any of the Specified Territories and any Shareholders or beneficial Shareholders at that time who are otherwise known by the Company to be resident in any of the Specified Territories;
“PRC”	the People’s Republic of China;
“Preferential Offering”	the preferential offering of the SCE CM Shares to Qualifying Shareholders as the Assured Entitlement in the Global Offering;
“Proposed Spin-off”	the proposed spin-off and separate listing of the SCE CM Shares on the main board of the Stock Exchange;
“Qualifying Shareholders”	Shareholders whose names appear in the register of members of the Company on the Record Date, other than Non-Qualifying Shareholders;
“Record Date”	the record date for ascertaining the Qualifying Shareholders who shall be entitled to the Assured Entitlements;
“SCE CM”	SCE Intelligent Commercial Management Holdings Limited (中駿商管智慧服務控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability;
“SCE CM Shares”	ordinary shares of HK\$0.01 each in the share capital of SCE CM;
“Shares”	ordinary shares of the Company;
“Shareholder(s)”	shareholders of the Company;

“Specified Territories”

jurisdictions outside Hong Kong where, taking into account the legal restrictions under the applicable laws or requirements of the relevant regulatory body or stock exchange of such jurisdictions, the Company and SCE CM consider the exclusion of the Shareholders with registered addresses in, or who are otherwise known by the Company to be residents of, such jurisdictions from the Preferential Offering to be necessary or expedient; and

“Stock Exchange”

The Stock Exchange of Hong Kong Limited.

By order of the board  
**China SCE Group Holdings Limited**  
**Wong Chiu Yeung**  
*Chairman*

Hong Kong, 31 May 2021

*As at the date of this notice, the Board comprises five executive Directors, namely Mr. Wong Chiu Yeung, Mr. Chen Yuanlai, Mr. Cheng Hiu Lok, Mr. Huang Youquan and Mr. Wong Lun; and three independent non-executive Directors, namely Mr. Ting Leung Huel Stephen, Mr. Lu Hong Te and Mr. Dai Yiyi.*