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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)**

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF SCE CM  
ON THE MAIN BOARD OF THE STOCK EXCHANGE**

**PUBLICATION OF PROSPECTUS BY SCE CM  
AND  
EXPECTED SIZE OF THE GLOBAL OFFERING AND OFFER PRICE RANGE**

The Board is pleased to announce that in connection with the Proposed Spin-off and the Global Offering, SCE CM published the Prospectus on 21 June 2021. The Prospectus is available for viewing and downloading from the websites of SCE CM at [www.sce-icm.com](http://www.sce-icm.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) from 21 June 2021.

Printed copies of the Prospectus may be obtained, free of charge, at designated locations specified in (a) the formal notice issued by SCE CM on 21 June 2021 and (b) the Prospectus, during normal business hours from 9:00 a.m. on Monday, 21 June 2021 until 12:00 noon on Thursday, 24 June 2021.

As disclosed in the Prospectus, the total number of the SCE CM Shares to be offered pursuant to the Global Offering will be 500,000,000 SCE CM Shares (assuming the Over-allotment Option is not exercised), representing approximately 25.0% of the total number of the SCE CM Shares in issue immediately upon completion of the Global Offering, or 575,000,000 SCE CM Shares (assuming the Over-allotment Option is exercised in full), representing approximately 27.7% of the total number of the SCE CM Shares in issue immediately upon completion of the Global Offering and the exercise in full of the Over-allotment Option.

The offer price for the SCE CM Shares in the Global Offering is expected to be not less than HK\$3.70 per SCE CM Share and not more than HK\$4.60 per SCE CM Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

## **INTRODUCTION**

References are made to the previous announcements of the Company (the “**Announcements**”) in relation to the Proposed Spin-off. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

## **PUBLICATION OF THE PROSPECTUS**

In connection with the Proposed Spin-off and the Global Offering, SCE CM has published the Prospectus on 21 June 2021. The Prospectus contains, among other things, (a) details of the number of the SCE CM Shares to be offered in the Global Offering, the offer price range, other details of the Global Offering and (b) certain business and financial information relating to SCE CM.

The Prospectus is available for viewing and downloading from the websites of SCE CM at [www.sce-icm.com](http://www.sce-icm.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) from 21 June 2021. Printed copies of the Prospectus may be obtained, free of charge, at designated locations specified in (a) the formal notice issued by SCE CM on 21 June 2021 and (b) the Prospectus, during normal business hours from 9:00 a.m. on Monday, 21 June 2021 until 12:00 noon on Thursday, 24 June 2021.

## **PREFERENTIAL OFFERING**

Qualifying Shareholders will be provided with the Assured Entitlement to an aggregate of 50,000,000 Reserved Shares in the Preferential Offering (representing approximately 10.0% of the SCE CM Shares initially available under the Global Offering (before any exercise of the Over-allotment Option)) and the basis of the Assured Entitlement is one Reserved Share for every integral multiple of 33 Shares held by Qualifying Shareholders as at 4:30 p.m. on the Record Date, being Tuesday, 15 June 2021. The Reserved Shares will be offered out of the SCE CM Shares initially being offered for subscription and purchase under the International Offering and will not be subject to reallocation.

A blue application form has been despatched to each Qualifying Shareholder at the address of such Qualifying Shareholder as shown on the register of members of the Company as at 4:30 p.m. on the Record Date. Qualifying Shareholders will receive a copy of the Prospectus in the manner in which they have elected, or are deemed to have elected, to receive corporate communications under the Company’s corporate communications policy. The procedures for applying for the Reserved Shares pursuant to the Preferential Offering are set out in the Prospectus and the blue application form.

## **EXPECTED SIZE OF THE GLOBAL OFFERING AND OFFER PRICE RANGE**

As disclosed in the Prospectus, the total number of the SCE CM Shares to be offered pursuant to the Global Offering will be 500,000,000 SCE CM Shares (assuming the Over-allotment Option is not exercised), representing approximately 25.0% of the total number of the SCE CM Shares in issue immediately upon completion of the Global Offering, and 575,000,000 SCE CM Shares (assuming the Over-allotment Option is exercised in full), representing approximately 27.7% of the total number of the SCE CM Shares in issue immediately upon completion of the Global Offering and the exercise in full of the Over-allotment Option.

The offer price for the SCE CM Shares in the Global Offering is expected to be not less than HK\$3.70 per SCE CM Share and not more than HK\$4.60 per SCE CM Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

On the basis of the number of the SCE CM Shares to be offered pursuant to the Global Offering and the expected offer price range as stated above, if the Global Offering proceeds:

- (a) the market capitalisation of SCE CM will be between approximately HK\$7,400 million and approximately HK\$9,200 million (assuming that the Over-allotment Option is not exercised); and
- (b) the Company, through its wholly owned subsidiaries, will indirectly control in aggregate approximately 62.43% of the total issued share capital of SCE CM immediately upon completion of the Global Offering (assuming that the Over-allotment Option is not exercised).

## GENERAL

In connection with the Global Offering, the price of the SCE CM Shares may be stabilised in accordance with the Securities and Futures (Price Stabilising) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilisation and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) will be contained in the Prospectus.

The Global Offering (including the Preferential Offering) is subject to, among other things, (i) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the SCE CM Shares; (ii) the final offer price for the SCE CM Shares in the Global Offering having been duly agreed among SCE CM and the Joint Representatives (for themselves and on behalf of the Underwriters); and (iii) the obligations of the Underwriters under the Hong Kong Underwriting Agreement and the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements.

**Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and the Global Offering (including the Preferential Offering) will proceed. Shareholders and potential investors of the Company 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.**

This announcement is not intended to, and does not, constitute an offer to sell or a solicitation of an offer to subscribe for or purchase any SCE CM Shares in connection with the Global Offering or otherwise. Any such offer or solicitation is made solely through the Prospectus or other offering documents that may be issued in compliance with applicable laws and any decision to subscribe for or purchase the SCE CM Shares in connection with the Global Offering or otherwise should be made solely on the basis of the information contained in the Prospectus and such other offering documents. No action has been or will be taken in any jurisdiction (other than in Hong Kong) that would permit a public offering of the SCE CM Shares to be offered in the Global Offering in any jurisdiction where action for that purpose is required.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off and the Global Offering as and when appropriate.

## DEFINITION

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Hong Kong Underwriters”	the underwriters for the Hong Kong Public Offering;
“Hong Kong Underwriting Agreement”	the underwriting agreement entered into by, among others, SCE CM and the Hong Kong Underwriters relating to the Hong Kong Public Offering;
“International Underwriters”	the underwriters for the International Offering;
“International Underwriting Agreement”	the underwriting agreement to be entered into by, among others, SCE CM and the International Underwriters in relation to the International Offering;
“Joint Representatives”	the joint representatives of the Global Offering;
“Over-allotment Option”	the option expected to be granted by SCE CM to the International Underwriters, exercisable by the Joint Representatives (on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, under which by SCE CM may be required to allot and issue up to an aggregate of 75,000,000 additional SCE CM Shares at the offer price of SCE CM Shares in the Global Offering to cover over-allocations in the International Offering;
“SFC”	the Securities and Futures Commission of Hong Kong; and
“Underwriters”	the Hong Kong Underwriters and the International Underwriters.

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

Hong Kong, 21 June 2021

*As at the date of this announcement, 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.*