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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

GLOBAL OFFERING AND FINAL OFFER PRICE

APPLICATION AND ALLOCATION OF THE GLOBAL OFFERING

Please refer to the announcement published by SCE CM on its website at www.sce-icm.com and the website of the Stock Exchange at www.hkexnews.hk on 30 June 2021 for the results, allocation and other information of the Global Offering.

THE FINAL OFFER PRICE

The Board announces that SCE CM has fixed the final offer price for the SCE CM Shares in the Global Offering at HK\$3.70 per share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee).

The Proposed Spin-off is subject to, among others, the approval of the Listing Committee for listing of, and permission to deal in, the SCE CM Shares, the final decision of the Board and of the board of directors of SCE CM, which are dependent upon, among others, market conditions and other considerations. Accordingly, the Proposed Spin-off may or may not occur. 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.

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.

APPLICATION AND ALLOCATION OF THE GLOBAL OFFERING

Please refer to the announcement published by SCE CM on its website at www.sce-icm.com and the website of the Stock Exchange at www.hkexnews.hk on 30 June 2021 for the results, allocation and other information of the Global Offering.

THE FINAL OFFER PRICE

The final offer price for the SCE CM Shares in the Global Offering is HK\$3.70 per share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

INTERNATIONAL UNDERWRITING AGREEMENT

On 25 June 2021, the International Underwriting Agreement was entered into by, among others, SCE CM and the International Underwriters. Under the International Underwriting Agreement, the International Underwriters have agreed, subject to certain conditions set out therein, to subscribe for or purchase, or procure subscribers to subscribe for or purchase, the SCE CM Shares being offered pursuant to the International Offering at the final offer price of HK\$3.70 per SCE CM Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

In addition, under the International Underwriting Agreement, SCE CM has granted to the International Underwriters the Over-allotment Option, exercisable by the Joint Representatives (on behalf of the International Underwriters), pursuant to which SCE CM may be required to allot and issue up to an aggregate of 75,000,000 additional SCE CM Shares, representing approximately 15% of the SCE CM Shares initially available under the Global Offering, at the final offer price to cover over-allocations in the International Offering, if any.

LISTING DATE

Assuming completion of the Global Offering occurs in accordance with the current timetable, (i) SCE CM is expected to be listed on the Main Board of the Stock Exchange on Friday, 2 July 2021 and (ii) the SCE CM Shares are expected to commence dealing on the Main Board of the Stock Exchange at 9:00 a.m. on Friday, 2 July 2021. The SCE CM Shares will be traded in board lots of 1,000 SCE CM Shares under the stock code of 606.

GENERAL

The Global Offering (including the Preferential Offering) is subject to, among other things, (i) the Listing Committee granting approval for the listing of, and permission to deal in, the SCE CM Shares; and (ii) 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.

The Proposed Spin-off is subject to, among others, the approval of the Listing Committee for listing of, and permission to deal in, the SCE CM Shares, the final decision of the Board and of the board of directors of SCE CM, which are dependent upon, among others, market conditions and other considerations. Accordingly, the Proposed Spin-off may or may not occur. 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.

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

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

Hong Kong, 30 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.