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Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 29 January 2018 (the “**Prospectus**”) issued by Jia Group 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. Potential investors should read the Prospectus for detailed information about the Share Offer before deciding whether or not to invest in Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including the territories and possessions, any state of the United States and District of Columbia). This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Public Offer Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended or any state securities laws of the United States (the “**U.S. Securities Act**”), and may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. There will not and is not currently intended to be any public offer of the Shares in the United States.

# JIA

## Jia Group Holdings Limited

### 佳民集團有限公司

(incorporated in the Cayman Islands with limited liability)

#### LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	: 215,000,000 Shares
Number of Public Offer Shares	: 21,500,000 New Shares (subject to reallocation)
Number of Placing Shares	: 193,500,000 Shares (comprising 146,950,000 New Shares and 46,550,000 Sale Shares) (subject to reallocation)
Offer Price	: HK\$0.30 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 8519

Sole Sponsor



Sole Bookrunner



Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue, the Share Offer and the exercise of any options that may be granted under the Share Option Scheme. Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, 8 February 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 8 February, 2018.

The Share Offer comprises the Public Offer and the Placing. A total of 215,000,000 Offer Shares will initially be made available under the Share Offer, of which 193,500,000 Shares (comprising 146,950,000 New Shares and 46,550,000 Sale Shares) (subject to reallocation), representing 90% of the Offer Shares, will initially be conditionally placed with selected professional, institutional and private investors under the Placing. The remaining 21,500,000 Shares (all of which are New Shares) (subject to reallocation), representing 10% of the Offer Shares, will initially be offered to members of the public in Hong Kong under the Public Offer. The Public Offer is open to all members of the public in Hong Kong as well as to institutional and professional investors. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company complies 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 any other date as determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the GEM Listing Rules) 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 to enable the Shares to be admitted into CCASS.

The Offer Price is HK\$0.30 per Offer Share. Applicants must pay the Offer Price of HK\$0.30 per Offer Share plus 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee in full upon application for the Public Offer Shares under the terms set out in the Application Forms.

If an application is rejected, not accepted or accepted in part only, or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and conditions of the Share Offer — Conditions of the Public Offer” in the

Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, the SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker's cashier order will not be cleared.

Any refund of your application monies will be made on or before Wednesday, 7 February 2018.

**APPLICATIONS FOR THE PUBLIC OFFER SHARES WILL ONLY BE CONSIDERED ON THE BASIS OF THE TERMS AND CONDITIONS SET OUT IN THE PROSPECTUS AND THE RELATED APPLICATION FORMS.**

Applicants who wish the Public Offer Shares to be allotted in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) apply online through the **HK eIPO White Form** service at [www.hkeipo.hk](http://www.hkeipo.hk). Applicants who wish to have the Public Offer Shares allotted in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 29 January 2018 until 12:00 noon on Thursday, 1 February 2018 from:

(i) any of the following offices of the Public Offer Underwriters:

- (1) **Innovax Capital Limited**  
Room 2002, 20/F Chinachem Century Tower  
178 Gloucester Road  
Wan Chai, Hong Kong
- (2) **Great ROC Capital Securities Limited**  
Room 1601-03,  
16/F, West Tower,  
Shun Tak Centre,  
168-200 Connaught Road Central,  
Hong Kong
- (3) **Ping An Securities Limited**  
Unit 02, 2/F,  
China Merchants Building  
152-155 Connaught Road Central, Hong Kong
- (4) **Innovax Securities Limited**  
Unit A-C 20/F  
Neich Tower, 128 Gloucester Road  
Wan Chai, Hong Kong

(ii) any of the following branches of the Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
<b>Kowloon</b>	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kowloon Bay
	Mei Foo Manhattan Branch	Shop Nos.07 & 09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen
<b>New Territories</b>	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21-27 Shatin Centre Street, Shatin
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 29 January 2018 until 12:00 noon on Thursday, 1 February 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have the **YELLOW** Application Form and the Prospectus available. The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "HORSFORD NOMINEES LIMITED — JIA GROUP PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

Monday, 29 January 2018 — 9:00 a.m. to 5:00 p.m.

Tuesday, 30 January 2018 — 9:00 a.m. to 5:00 p.m.

Wednesday, 31 January 2018 — 9:00 a.m. to 5:00 p.m.

Thursday, 1 February 2018 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 1 February 2018, the last application day or such later time as described in the section headed "How to apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the applications lists" in the Prospectus.

Applicants may apply online through the **HK eIPO White Form** Service at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except the last application day) from 9:00 a.m. on Monday, 29 January 2018 until 11:30 a.m. on Thursday, 1 February 2018 or such later time as described in the section headed “How to apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the applications lists” in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 29 January 2018 until 12:00 noon on Thursday, 1 February 2018 or such later time as described in the section headed “How to apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the applications lists” in the Prospectus.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for the Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Wednesday, 7 February 2018 on the Company’s website at [www.jiagroup.co](http://www.jiagroup.co), the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the GEM website at [www.hkgem.com](http://www.hkgem.com).

The results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Public Offer Shares successfully applied for, will be made available through a variety of channels from Wednesday, 7 February 2018 as described in the section headed “How to apply for the Public Offer Shares — 11. Publication of results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on the Listing Date provided that the Share Offer has become unconditional and the right of termination under the Underwriting Agreements as described in the section headed “Underwriting” in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, 8 February 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 8 February 2018. The Shares will be traded in board lots of 10,000 Shares each under the stock code 8519.

By order of the Board  
**Jia Group Holdings Limited**  
**Wong Pui Yain**  
*Chairperson*

Hong Kong, 29 January 2018

*As at the date of this announcement, the executive Directors are Ms. Wong Pui Yain and Ms. Wan Suet Yee Cherry; and the independent non-executive Directors are Mr. Devin Nijanthan Chanmugam, Mr. Leung Yuk Lun Ulric and Mr. Wee Keng Hiong Tony.*

*This announcement, for which all 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.*

*This announcement and a copy of the Prospectus and the Application Forms will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the GEM Website at [www.hkgem.com](http://www.hkgem.com), in the case of the announcement, on the "Latest Company Announcements" page for 7 days from the day of its posting. This announcement and a copy of the Prospectus and the Application Forms will also be published on the Company's website at [www.jiagroup.co](http://www.jiagroup.co).*