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Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.



E Lighting Group

E Lighting Group Holdings Limited **壹照明集團控股有限公司**

(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 PLACING

Number of Placing Shares : 100,000,000 Placing Shares
**Placing Price : HK\$0.5 per Placing Share plus brokerage fee of
1%, SFC transaction levy of 0.003% and Stock
Exchange trading fee of 0.005%**
Nominal Value : HK\$0.01 each
GEM Stock Code : 8222

Sponsor

AmCap
Ample Capital Limited
豐盛融資有限公司

Bookrunner

Quam  **華富嘉洛**
Securities & Futures **證券期貨**

Joint Lead Managers

Quam  **華富嘉洛**
Securities & Futures **證券期貨**

AmCap
Ample Orient Capital Limited

Co-Managers

 **德華證券有限公司**
Brilliant Norton
Securities Company Limited

Convoy Investment Services Limited
康宏證券投資服務有限公司

 **GREAT ROC**
CAPITAL SECURITIES LIMITED
鴻源資本證券有限公司

SBI **China Capital** **軟庫中華金融服務有限公司**
SBI China Capital Financial Services Limited

SUMMARY

- The Placing Price has been determined at HK\$0.5 per Placing Share (exclusive of brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%.)
- Based on the Placing Price of HK\$0.5 per Placing Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$34.4 million.
- The Offer Size Adjustment Option has not been exercised by the Bookrunner and has lapsed.
- The 100,000,000 Placing Shares offered by the Company under the Placing have been moderately oversubscribed and have been conditionally allocated to a total of 121 selected individual, professional and institutional investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.
- The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 29 September 2014. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 8222.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF NET PROCEEDS FROM THE PLACING

The Placing Price has been determined at HK\$0.5 per Placing Share (exclusive of brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%.)

Based on the Placing Price of HK\$0.5 per Placing Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$34.4 million. The Directors intend to apply the net proceeds of the Placing for the purposes and in the amounts set out below:

Use of proceeds	Amount of proceeds (HK\$ million)
a) Expansion of LED specialty store retail floor area	9.8
b) Expansion of lighting store retail floor area	9.8
c) Expansion of lighting & furniture combined store retail floor area	9.8
d) Marketing and promotion of our own branding of trademarks	2.2
e) Strengthen logistic management	2.4
f) Working capital and other general corporate purpose	0.4

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 100,000,000 Placing Shares offered under the Placing have been moderately oversubscribed. As at the date of this announcement, the Offer Size Adjustment Option has not been exercised by the Bookrunner and has lapsed and cannot be exercised on any future date.

RESULTS OF ALLOCATION UNDER THE PLACING

Pursuant to the Placing, 100,000,000 Shares have been conditionally allocated to a total of 121 individual, professional and institutional investors. The distribution of the Placing Shares is set forth as below:

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue
Top placee	18,000,000	18.0%	4.5%
Top 5 placees	72,470,000	72.5%	18.1%
Top 10 placees	91,762,000	91.8%	22.9%
Top 25 placees	99,340,000	99.3%	24.8%

Number of Placing Shares allocated	Number of Placees
4,000 to 20,000	92
20,001 to 100,000	9
100,001 to 1,000,000	8
1,000,001 to 5,000,000	7
5,000,001 and above	<u>5</u>
Total:	<u><u>121</u></u>

The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company 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 on such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange 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 for the Shares to be admitted into CCASS.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on 26 September 2014 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be). Prospective investors should note that the Bookrunner (for itself and on behalf of the Joint Lead Managers, the Co-Managers and Underwriters) are entitled to terminate the Underwriting Agreement by notice in writing to the Company upon occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" of the Prospectus at any time prior to 8:00 a.m. on the Listing Date. In the event that the Underwriting Agreement is terminated, the Placing will lapse and an announcement will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.elighting.asia accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 29 September 2014. Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 8222. The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid.

By order of the Board
E Lighting Group Holdings Limited
壹照明集團控股有限公司
Hue Kwok Chiu
Chairman and Executive Director

Hong Kong, 26 September 2014

As at the date of this announcement, the executive Directors are Mr. Hue Kwok Chiu, Mr. Hui Kwok Keung Raymond and Mr. Chou Hing Yan Stephen; the independent non-executive Directors are Mr. Chung Wai Man, Mr. Leung Wai Chuen and Ms. Yeung Mo Sheung Ann.

This announcement, for which 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 enquires, 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 will remain on the website of the Stock Exchange at www.hkexnews.hk and will also be published on the Company's website at www.elighting.asia.