

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of ECI Technology Holdings Limited (the “**Company**”) dated 27 February 2017.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.

## **ECI Technology Holdings Limited**

(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**

<b>Number of Offer Shares</b>	<b>: 400,000,000 Shares</b>
<b>Number of Placing Shares</b>	<b>: 360,000,000 Shares, comprising 260,000,000 New Shares and 100,000,000 Sale Shares (subject to re-allocation)</b>
<b>Number of Public Offer Shares</b>	<b>: 40,000,000 Shares (subject to re-allocation)</b>
<b>Offer Price</b>	<b>: Not more than HK\$0.17 per Offer Share and not less than HK\$0.13 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)</b>
<b>Nominal Value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock Code</b>	<b>: 8013</b>

#### **Sponsor**

**SUNWAH KINGSWAY**  
**新華滙富**  
Kingsway Capital Limited

#### **Joint Bookrunners and Joint Lead Managers**

**SUNWAH KINGSWAY**  
**新華滙富**  
Kingsway Financial Services Group Limited

**平安證券有限公司**  
Ping An Securities Limited

 **鼎成證券有限公司**  
Gransing Securities Co., Limited

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued on GEM pursuant to (i) the Share Offer, (ii) the Capitalisation Issue and (iii) upon the exercise of any option that may be granted under the Share Option Scheme as described in the Prospectus.

The Share Offer comprises (a) the Public Offer of initially 40,000,000 Shares, representing approximately 10% of the total number of the Offer Shares (subject to re-allocation), in Hong Kong, and (b) the Placing of initially 360,000,000 Shares comprising 260,000,000 New Shares and 100,000,000 Sale Shares, representing approximately 90% of the total number of the Offer Shares (subject to the re-allocation). The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and conditions of the Shares Offer” in the Prospectus.

Subject to the granting of the approval by the Stock Exchange for the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance 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, i.e. Friday, 10 March 2017 or on any 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 Offer Price will not be more than HK\$0.17 per Offer Share and is expected to be not less than HK\$0.13 per Offer Share. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.17 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$0.17 per Offer Share. If the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.17 per Offer Share, appropriate refund payments (including the related brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

Applicants who wish to have the allocated Public Offer Shares allotted and issued in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **White Form eIPO** service.

Applicants who wish to have the allocated Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should (i) complete and sign the **YELLOW** Application Form; 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, 27 February 2017 until 12:00 noon on Thursday, 2 March 2017 from any of the following addresses:

<b>Office</b>	<b>Address</b>
Kingsway Financial Services Group Limited	7/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong
Ping An Securities Limited	Unit 02, 2/F, China Merchants Building, 152-155 Connaught Road Central, Hong Kong
Gransing Securities Co., Limited	805-806 Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong

or any of the following branches of DBS Bank (Hong Kong) Limited:

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central, Central
	Hennessy Road Branch	427-429 Hennessy Road, Causeway Bay
Kowloon	Nathan Road Branch	G/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
	Amoy Plaza Branch	Shops G193-195, Amoy Plaza, 77 Ngau Tau Kok Road, Ngau Tau Kok, Kowloon
New Territories	Shatin Plaza Branch	Shop 47-48, Level 1, Shatin Plaza, 21-27 Sha Tin Center Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 27 February 2017 until 12:00 noon on Thursday, 2 March 2017 from:

- (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (ii) the applicants' broker, who may have such Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order marked payable to "**Ting Hong Nominees Limited – ECI Public Offer**" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

Monday, 27 February 2017	—	9:00 a.m. to 5:00 p.m.
Tuesday, 28 February 2017	—	9:00 a.m. to 5:00 p.m.
Wednesday, 1 March 2017	—	9:00 a.m. to 5:00 p.m.
Thursday, 2 March 2017	—	9:00 a.m. to 12:00 noon

The latest time for lodging the application is 12:00 noon on Thursday, 2 March 2017. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the paragraph headed "How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists" of the Prospectus.

Applicants applying by **White Form eIPO** may submit applications to the **White Form eIPO** Service Provider through the designated website at **www.hkeipo.com** from 9:00 a.m. on Monday, 27 February 2017 until 11:30 a.m. on Thursday, 2 March 2017 (or such later time as described under the paragraph headed "How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the Application Lists" in the Prospectus) (24 hours daily, except on the last application day).

CCASS Participants can input electronic application instructions from 9:00 a.m. on Monday, 27 February 2017 until 12:00 noon on Thursday, 2 March 2017 or such later time as described in the paragraph headed "How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the Application Lists" in the Prospectus.

If you are **not a CCASS Investor Participant**, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to our Company, the Joint Bookrunners, the Joint Lead Managers and our Hong Kong Share Registrar.

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

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus, the related Application Forms and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the White Form eIPO Service Provider.**

The Share Offer is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Joint Lead Managers (for themselves and on behalf of the Underwriters) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will lapse and thereafter, all money received will be refunded to subscribers of the Share Offer without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.ecinfohk.com](http://www.ecinfohk.com) on the next business day immediately following the date of such lapse.

The Public Offer Shares are fully underwritten by the Public Offer Underwriters under the terms of the Public Offer Underwriting Agreement. A Placing Underwriting Agreement relating to the Placing is expected to be entered into on or around 3 March 2017, subject to the Offer Price being agreed. Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) is entitled to terminate their obligations under the Underwriting Agreements by giving notice in writing to the Company upon the occurrence of any of the events set forth in the section headed “Underwriting — Underwriting arrangements and expenses — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 10 March 2017.

The final Offer Price is expected to be determined by agreement between the Company (for itself and on behalf of the Selling Shareholder) and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or around Friday, 3 March 2017 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company (for itself and on behalf of the Selling Shareholder) and the Joint Lead Managers (for itself and on behalf of the Underwriters) are unable to agree on the Offer Price on or before Wednesday, 8 March 2017 (Hong Kong time), or such later date as may be agreed between the Company (for itself and on behalf of the Selling Shareholder) and the Joint Lead Managers (for itself and on behalf of the Underwriters) the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.ecinfohk.com](http://www.ecinfohk.com).

Our Company expects to announce the final Offer Price, 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 on Thursday, 9 March 2017 on our Company's website at [www.ecinfohk.com](http://www.ecinfohk.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants under the Public Offer will be available at the times and date and in the manner specified below:

- in the announcement to be posted on our Company's website at [www.ecinfohk.com](http://www.ecinfohk.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) by no later than 9:00 a.m. on Thursday, 9 March 2017;
- from the designated results of allocations website at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) with a "search by ID" function on a 24-hour basis from 8:00 a.m. on Thursday, 9 March 2017 to 12:00 midnight on Wednesday, 15 March 2017;
- by telephone enquiry line by calling 852 3691 8488 between 9:00 a.m. and 6:00 p.m. from Thursday, 9 March 2017 to Tuesday, 14 March 2017 on a business day;
- in the special allocation results booklets which will be available for inspection during opening hours from Thursday, 9 March 2017 to Monday, 13 March 2017 at all the receiving bank branches and sub-branches.

**No receipt will be issued for subscription monies received. No temporary documents of title will be issued by the Company.**

Share certificates for the Offer Shares will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with its term prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 10 March 2017.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on 10 March 2017, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on 10 March 2017. Shares will be traded in board lots of 20,000 Shares each. The GEM stock code for the Shares is 8013.

By order of the Board  
**ECI Technology Holdings Limited**  
**Dr. Ng Tai Wing**  
*Chairman*

Hong Kong, 27 February 2017

*As at the date of this announcement, the executive Directors are Dr. Ng Tai Wing and Mr. Law Wing Chong, the non-executive Director is Ms. Wong Tsz Man, and the independent non-executive Directors are Mr. Hui Chun Ho Eric, Mr. Sung Wai Tak Herman and Mr. Fung Tak Chung.*

*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 enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the GEM Website at **www.hkgem.com** and, in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at **www.ecinfohk.com**.*