

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 May 2019 (the “**Prospectus**”) of Kato (Hong Kong) Holdings Limited (the “**Company**”).*

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any 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 Offer Shares.

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Kato (Hong Kong) Holdings Limited

嘉濤(香港)控股有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Number of Offer Shares : 250,000,000 Shares**
Number of Public Offer Shares : 25,000,000 Shares (including 2,500,000 Employee Reserved Shares, subject to reallocation)
Number of Placing Shares : 225,000,000 Shares (subject to reallocation)
Offer Price : Not more than HK\$0.64 per Offer Share and expected to be not less than HK\$0.60 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 : 2189

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Co-Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Share Offer and the Capitalisation Issue and the Shares which may be issued pursuant to the exercise of the options that may be granted under the Share Option Scheme. Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Thursday, 13 June 2019, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 13 June 2019.

The Share Offer comprises the Public Offer of initially 25,000,000 Shares (subject to reallocation) and the Placing of initially 225,000,000 Shares (subject to reallocation), representing 10% and 90% of the total number of Offer Shares being offered under the Share Offer, respectively. Of the 25,000,000 Shares initially being offered under the Public Offer, up to 2,500,000 Employee Reserved Shares (representing 1% of the total number of the Offer Shares being offered under the Share Offer) are available for subscription by Eligible Employees on a preferential basis under the Employee Preferential Offering. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

In particular, the Joint Bookrunners (for themselves and on behalf of the Underwriters) may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, where (i) the Placing Shares are fully subscribed or oversubscribed and the Public Offer Shares are fully subscribed or oversubscribed by less than 15 times of the initial number of the Public Offer Shares or (ii) the Placing Shares are undersubscribed and the Public Offer Shares are fully subscribed or oversubscribed irrespective of the number of times, up to 25,000,000 Offer Shares may be reallocated to the Public Offer from the Placing, so that the total number of the Offer Shares available under the Public Offer will be increased to 50,000,000 Offer Shares, representing 20% of the number of the Offer Shares available under the Share Offer and the final Offer Price shall be fixed at HK\$0.60 per Offer Share (being the low-end of the indicative Offer Price range stated in the Prospectus). For further details of the reallocation of the Offer Shares between the Public Offer and the Placing, please refer to the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and 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 date of commencement of dealings in the Shares on Thursday, 13 June 2019, on the Stock Exchange or 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 to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.64 per Offer Share and is expected to be not less than HK\$0.60 per Offer Share unless otherwise announced as further explained in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. Applicants for Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.64 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund (without interest) if an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.64 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Share Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Share Offer” in the Prospectus or if any application is revoked.

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 relevant Application Forms.

Applicants who would like the allotted Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Form. Applicants who would like the Public Offer Shares to be allotted 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 either (i) complete and sign the **YELLOW** Application Form or (ii) give **electronic application instructions** to HKSCC via CCASS. Applicants who are Eligible Employees and wish to be allotted and issued the Employee Reserved Shares in their own names should complete and sign the **PINK** Application Form.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 30 May 2019 until 12:00 noon on Tuesday, 4 June 2019 from:

- any of the following address of the **Public Offer Underwriters**:

VMS Securities Limited	49th Floor One Exchange Square 8 Connaught Place Central, Hong Kong
Future Land Resources Securities Limited	Flat B, 20th Floor Guangdong Investment Tower 148 Connaught Road Central Sheung Wan Hong Kong
Haitong International Securities Company Limited	22/F, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong

- any of the following designated branches of **Bank of China (Hong Kong) Limited** and **Industrial and Commercial Bank of China (Asia) Limited**, the receiving banks for the Public Offer:

Bank of China (Hong Kong) Limited

<u>District</u>	<u>Branch Name</u>	<u>Address</u>
Hong Kong Island	Bank of China Tower Branch Wan Chai (Wu Chung House) Branch	1 Garden Road, Hong Kong 213 Queen's Road East, Wan Chai, Hong Kong
Kowloon	Yau Ma Tei Branch	471 Nathan Road, Yau Ma Tei, Kowloon
New Territories.	Castle Peak Road (Tsuen Wan) Branch Tuen Mun Town Plaza Branch	G/F-1/F, Sin Ching Building, 201-207 Castle Peak Road (Tsuen Wan), Tsuen Wan, New Territories Shop 2, Tuen Mun Town Plaza phase II, Tuen Mun, New Territories

Industrial and Commercial Bank of China (Asia) Limited

<u>District</u>	<u>Branch Name</u>	<u>Address</u>
Hong Kong	Queen's Road Central Branch	Basement, Ground Floor and First Floor of 122 QRC, Nos. 122-126 Queen's Road Central, Hong Kong
	Quarry Bay Branch	Shop SLG1, Sub-Lower Ground Floor, Westlands Gardens, Nos. 2-12, Westlands Road, Quarry Bay, Hong Kong
Kowloon	Mongkok Branch	G/F, Belgian Bank Building, 721-725 Nathan Road, Mongkok, Kowloon

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 30 May 2019 until 12:00 noon on Tuesday, 4 June 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Copies of the Prospectus, together with the **PINK** Application Form, may be obtained by Eligible Employees during normal business hours from 9:00 a.m. on Thursday, 30 May 2019 until 12:00 noon on Monday, 3 June 2019 at the Company's principal place of business at 1/F, Tung Wai Court, No. 3 Tsing Ling Path, Tuen Mun, New Territories, Hong Kong.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — KATO (HONG KONG) HOLDINGS PUBLIC OFFER**" should be deposited in the special collection boxes provided at any of the designated branches of the receiving banks referred to above at the following times on the following dates:

- Thursday, 30 May 2019 — 9:00 a.m. to 5:00 p.m.
- Friday, 31 May 2019 — 9:00 a.m. to 5:00 p.m.
- Saturday, 1 June 2019 — 9:00 a.m. to 1:00 p.m.
- Monday, 3 June 2019 — 9:00 a.m. to 5:00 p.m.
- Tuesday, 4 June 2019 — 9:00 a.m. to 12:00 noon

The latest time for lodging your application is 12:00 noon on Tuesday, 4 June 2019.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 30 May 2019 until 12:00 noon on Tuesday, 4 June 2019 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Tuesday, 4 June 2019, the last application day or such later time as described in the paragraph headed “How to Apply for the Public Offer Shares and Employee Reserved Shares — 9. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

The completed **PINK** Application Form, together with a cheque or a banker's cashier order attached and marked payable to “**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — KATO (HONG KONG) HOLDINGS PUBLIC OFFER**” for the payment, must be deposited in the collection box located at the Company's principal place of business at 1/F, Tung Wai Court, No. 3 Tsing Ling Path, Tuen Mun, New Territories, Hong Kong by 12:00 noon on Monday, 3 June 2019.

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

The 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 Employee Preferential Offering and the basis of allocation of Public Offer Shares and Employee Reserved Shares on Wednesday, 12 June 2019 on the website of the Company at www.elderlyhk.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer and the Employee Preferential Offering will be available from Wednesday, 12 June 2019 through a variety of channels at the times and dates and in the manner specified in the paragraph headed “How to Apply for the Public Offer Shares and Employee Reserved Shares — 10. Publication of Results” in the Prospectus.

No temporary documents of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid certificates of title at 8:00 a.m. on Thursday, 13 June 2019 provided that the Share Offer has become unconditional and the right of termination described in the paragraph headed “Underwriting — Underwriting Arrangements and Expenses — Public Offer — Public Offer Underwriting Agreement — Grounds for termination” in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so at their own risk.

If for any reason, the Offer Price is not agreed between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters), on or before Wednesday, 5 June 2019, the Share Offer will not proceed and will lapse.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Thursday, 13 June 2019, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 13 June 2019. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 2189.

By order of the Board
Kato (Hong Kong) Holdings Limited
Mr. Ngai Shi Shing, Godfrey
Executive Director

Hong Kong, 30 May 2019

As at the date of this announcement, the Board comprises Ms. Ngai Ka Yee and Mr. Ngai Shi Shing, Godfrey as executive Directors, Mr. Kwong Kai To as non-executive Director, and Ms. Chiu Lai Kuen Susanna, Mr. Or Kevin and Mr. Wong Vinci as independent non-executive Directors.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk, and will also be published on the Company's website at www.elderlyhk.com.