

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 12 January 2018 (the “**Prospectus**”) issued by Tree Holdings Limited (the “**Company**”).

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



## Tree Holdings Limited 齊家控股有限公司

(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 SHARE OFFER

Number of Offer Shares	:	396,000,000 Shares
Number of Public Offer Shares	:	39,600,000 Shares (including 3,960,000 Employee Reserved Shares) (Subject to reallocation)
Number of Placing Shares	:	356,400,000 Shares (subject to reallocation)
Offer Price	:	Not more than HK\$0.17 per Offer Share and expected to be 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%
Nominal value	:	HK\$0.01 per Share
Board Lot	:	20,000 Shares
GEM Stock Code	:	8395

#### Sole Sponsor



中國泛海企業融資  
OCEANWIDE CAPITAL

#### Joint Global Coordinators



中國泛海證券有限公司  
OCEANWIDE SECURITIES COMPANY LIMITED



元大證券(香港)有限公司  
Yuanta Securities (Hong Kong) Co., Ltd.

#### Joint Bookrunners and Joint Lead Managers



中國泛海證券有限公司  
OCEANWIDE SECURITIES COMPANY LIMITED



元大證券(香港)有限公司  
Yuanta Securities (Hong Kong) Co., Ltd.



國金證券(香港)有限公司  
SINOLINK SECURITIES (HK) CO. LTD.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any option which may be granted under the Share Option Scheme) and the Capitalisation Issue as described in the Prospectus on GEM.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM of the Stock Exchange and the Company's 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 GEM 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 for the Shares to be admitted into CCASS.

The Share Offer comprises the Public Offer of initially 39,600,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of 356,400,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation). Of the 39,600,000 Offer Shares initially being offered under the Public Offer, 3,960,000 Offer Shares (representing 1% of the total number of Offer Shares initially 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 is subject to adjustment as stated in the section headed "Structure and Conditions of the Share Offer" in the Prospectus.

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 unless otherwise announced. Applicants for Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.17 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and subject to refund. 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 brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

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 Application Forms. Applicants who would like the Public Offer Shares to be issued in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the HK eIPO White Form Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form service**. Applicants who would like the Public Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS. Eligible Employees who wish to have the Employee Reserved Shares allotted and issued in their own names should complete and sign the **PINK** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 12 January 2018 until 12:00 noon on Wednesday, 17 January 2018 at:

(a) the following office of the Public Offer Underwriter:

<b>Oceanwide Securities Company Limited</b>	18/F-19/F, China Building, 29 Queen's Road Central, Hong Kong
<b>Yuanta Securities (Hong Kong) Company Limited</b>	23/F, Tower 1 Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong
<b>Sinolink Securities (Hong Kong) Company Limited</b>	Units 2503, 2505-06 25/F Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong

(b) any of the following branches of The Bank of East Asia, Limited, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Main Branch	10 Des Voeux Road Central, Central
	Shaukiwan Branch	G/F, Ka Fook Building, 289-293 Shau Kei Wan Road, Shau Kei Wan
Kowloon	East Tsim Sha Tsui Branch	Shop G3-G5, G/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui
	Mei Foo Sun Chuen Branch	Shop N57, G/F, Mount Sterling Mall, Mei Foo

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 12 January 2018 until 12:00 noon on Wednesday, 17 January 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker who may have **YELLOW** Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "The Bank of East Asia (Nominees) Limited – Tree Holdings 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, at the following dates and times:

**Friday, 12 January 2018 – 9:00 a.m. to 5:00 p.m.**

**Saturday, 13 January 2018 – 9:00 a.m. to 1:00 p.m.**

**Monday, 15 January 2018 – 9:00 a.m. to 5:00 p.m.**

**Tuesday, 16 January 2018 – 9:00 a.m. to 5:00 p.m.**

**Wednesday, 17 January 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 Wednesday, 17 January 2018, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares and Employee Reserved Shares – 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

Applicants applying through HK eIPO White Form service may submit applications through the HK eIPO White Form Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, 12 January 2018 until 11:30 a.m. on Wednesday, 17 January 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 17 January 2018 or such later time as described under the section headed "How to apply for Public Offer Shares and Employee Reserved Shares – 10. Effect of bad weather on the opening of the applications lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates:

**Friday, 12 January 2018 – 9:00 a.m. to 8:30 p.m.**<sup>(Note 1)</sup>

**Monday, 15 January 2018 – 8:00 a.m. to 8:30 p.m.**<sup>(Note 1)</sup>

**Tuesday, 16 January 2018 – 8:00 a.m. to 8:30 p.m.**<sup>(Note 1)</sup>

**Wednesday, 17 January 2018 – 8:00 a.m.**<sup>(Note 1)</sup> **to 12:00 noon**

*Note:*

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 12 January 2018 until 12:00 noon on Wednesday, 17 January 2018 (24 hours daily, except on the last application day).

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 the Company, the Joint Global Coordinators and the Hong Kong Branch Share Registrar.

Copies of the Prospectus, together with the **PINK** Application Forms, may be obtained by the Eligible Employees during normal business hours from 9:00 a.m. on Friday, 12 January 2018 until 12:00 noon on Tuesday, 16 January 2018 from the Company's office at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong. Electronic copies of the **PINK** Application Form and the Prospectus can be viewed from the website of the Company at **www.treeholdings.com** and the website of the Stock Exchange at **www.hkexnews.hk**.

Your completed **PINK** Application Form, together with a cheque or banker's cashier order attached and marked payable to "The Bank of East Asia (Nominees) Limited – Tree Holdings Public Offer" for the payment should be deposited in the collection box located at the Company's office at 28/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong by 12:00 noon on Tuesday, 16 January 2018, being the last day for the submission of the **PINK** Application Forms.

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

Share certificates for the Offer Shares and Shares distributed pursuant to the Share Offer 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 their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Thursday, 25 January 2018. The Company will not issue any temporary document of title. No receipt will be issued for sums paid on application in respect of the Offer Shares.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed "Structure and Conditions of the Share Offer – Conditions of the Share Offer" in the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Joint Global Coordinators are entitled, in their sole and absolute discretion, to terminate the Underwriters' obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under the section headed "Underwriting – Underwriting arrangements and expenses – Public Offer Underwriting Agreement – Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. The Offer Price is expected to be fixed by an agreement between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or around Thursday, 18 January 2018, or such later date as may be agreed by the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company. If, for any reason, the Offer Price is not agreed between the Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on or before the Price Determination Date, the Share Offer will not become unconditional and will lapse. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies

received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.treeholdings.com](http://www.treeholdings.com) on the next business day following the date of such lapse.

## **Publication of Results**

The announcement of the final Offer Price, level of indications of interest in the Placing, the level of applications, the basis of allotment and the results of applications in the Public Offer and the Employee Preferential Offering will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.treeholdings.com](http://www.treeholdings.com) on Wednesday, 24 January 2018.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer and the Employee Preferential Offering will be made available on Wednesday, 24 January 2018 in the manner described in the section headed "How to apply for Public Offer Shares and Employee Reserved Shares – 11. Publication of results" in the Prospectus.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, 25 January 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 25 January 2018. The Shares will be traded in board lots of 20,000 Shares each. The stock code of the Shares is 8395.

By order of the Board  
**Tree Holdings Limited**  
**Mr. Tsui Wing Tak**  
*Executive Director*

Hong Kong, 12 January 2018

*As at the date of this announcement, the executive directors of the Company are Ms. Mary Kathleen Babington and Mr. Tsui Wing Tak, non-executive directors are Mr. Tong Tang Joseph and Ms. Nicole Lucy Haslock, and the independent non-executive directors are Mr. Sit Hoi Wah Kenneth, Mr. Tsang Wai Yin and Mr. Yeung Man Chung Charles.*

*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, 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 referred to above will remain on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk), 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 will also remain on the Company's website at [www.treeholdings.com.hk](http://www.treeholdings.com.hk).*