

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Dominate Group Holdings Company Limited (the “**Company**”) dated 15 March 2019.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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.

## **Dominate Group Holdings Company Limited**

(Incorporated in the Cayman Islands with limited liability)

### **NOTICE OF LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER**

<b>Total number of Offer Shares</b>	<b>: 187,500,000 Shares</b>
<b>Number of Placing Shares</b>	<b>: 168,750,000 Shares (subject to re-allocation)</b>
<b>Number of Public Offer Shares</b>	<b>: 18,750,000 Shares (subject to re-allocation)</b>
<b>Offer Price</b>	<b>: Not more than HK\$0.34 per Offer Share and expected to be not less than 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)</b>
<b>Nominal value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock code</b>	<b>: 8537</b>

#### **Sole Sponsor**



#### **Sole Bookrunner and Joint Lead Manager**



#### **Joint Lead Managers**



#### **Co-lead Manager**



#### **Co-Manager**



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 pursuant to the Share Offer and the Capitalisation Issue and any additional Shares which may be issued upon exercise of any options that may be granted under the Share Option Scheme as disclose in the Prospectus.

The Offer Price will not be more than HK\$0.34 per Offer Share and expected to be not less than HK\$0.30 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.34 (plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027%) for each Public Offer Share, subject to refund.

The Share Offer comprises (a) the Public Offer of initially 18,750,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to re-allocation); and (b) the Placing of initially 168,750,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to re-allocation). 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 — Re-allocation between the Placing and the Public Offer” in the Prospectus.

In particular, the Sole Bookrunner may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with the Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be re-allocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 37,500,000 Offer Shares) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.30 per Offer Share) stated in the Prospectus.

If the Stock Exchange grants 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, i.e. Wednesday, 27 March 2019, 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.

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 and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) in relation to the **HK eIPO White Form Service**. The Share Offer is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and conditions of the Share Offer” in the Prospectus. If such conditions have not been fulfilled or waived 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 not proceed and all money received will be refunded to applicants for the Share Offer without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.dghcl.com](http://www.dghcl.com) on the next day immediately following the date of such lapse.

Prospective investors of the Share Offer should note that the Sole Sponsor and/or the Joint Lead Managers (for themselves and on behalf of the Underwriter(s)) is entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under the sub-section headed “Underwriting — Public Offer Underwriting Arrangements — Public Offer — Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

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 (a) complete and sign the **YELLOW** Application Forms; or (b) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 15 March 2019 until 12:00 noon on Wednesday, 20 March 2019 at:

(a) the following offices of the Sole Bookrunner and Joint Lead Managers:

<b>Sole Bookrunner and Joint Lead Manager</b>	<b>Head &amp; Shoulders Securities Limited</b> Room 2511 25/F Cosco Tower, 183 Queen's Road Central, Hong Kong
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<b>Joint Lead Managers</b>	<b>Sinomax Securities Limited</b> Room 2705-6, 27/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong
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	<b>I Win Securities Limited</b> Room 1916 Hong Kong Plaza, 188 Connaught Road West, Sai Wan, Hong Kong
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(b) the offices of Co-lead Manager and Co-Manager:

<b>Co-lead Manager</b>	<b>Alpha Financial Group Limited</b> Room A, 17/F, Fortune House, 61 Connaught Road Central, Central, Hong Kong
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<b>Co-Manager</b>	<b>Yuzhou Financial Holdings Limited</b> Unit E, 6/F Yardley Commercial Building, 1-6 Connaught Road West, Sheung Wan, Hong Kong
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(c) any of the following branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Aberdeen Branch	Shop 4A, G/F and Shop 1, 1/F, Aberdeen Centre Site 5, No. 6-12 Nam Ning Street, Aberdeen
<b>Kowloon</b>	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
<b>New Territories</b>	Fotan Branch	No. 3, 1/F, Shatin Galleria, 18-24 Shan Mei Street, Fo Tan, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 15 March 2019 until 12:00 noon on Wednesday, 20 March 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "HORSFORD NOMINEES LIMITED - DOMINATE GROUP PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank listed above, at the following dates and times:

**Friday, 15 March 2019 — 9:00 a.m. to 5:00 p.m.**  
**Saturday, 16 March 2019 — 9:00 a.m. to 1:00 p.m.**  
**Monday, 18 March 2019 — 9:00 a.m. to 5:00 p.m.**  
**Tuesday, 19 March 2019 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 20 March 2019 — 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, 20 March 2019, the last application day or such later time as described in the paragraph headed "10. Effect of bad weather on the opening of the application lists" in the Prospectus.

Applicants applying by **HK eIPO White Form Service** may submit applications through the **HK eIPO White Form Service** at **www.hkeipo.hk** (24 hours daily,

except on the last day for applications) from 9:00 a.m. on Friday, 15 March 2019 until 11:30 a.m. on Wednesday, 20 March 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 20 March 2019 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.

CCASS Participants/Custodian Participants can input **electronic application instructions** at the following times on the following dates<sup>(1)</sup>:

**Friday, 15 March 2019 — 9:00 a.m. to 8:30 p.m.**  
**Monday, 18 March 2019 — 8:00 a.m. to 8:30 p.m.**  
**Tuesday, 19 March 2019 — 8:00 a.m. to 8:30 p.m.**  
**Wednesday, 20 March 2019 — 8:00 a.m. 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.

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.

The Offer Price is expected to be determined by agreement between the Joint Lead Managers (for themselves and on behalf of the Underwriter(s)) and us on or around Wednesday, 20 March 2019 or such later date as may be agreed by the Joint Lead Managers (for themselves and on behalf of the Underwriter(s)), and us, and in any event no later than Thursday, 21 March 2019. The Offer Price will not be more than HK\$0.34 per Offer Share and is currently expected to be not less than HK\$0.30 per Offer Share unless otherwise announced. If, for any reason, the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company are unable to reach an agreement on the Offer Price by the Price Determination Date, the Share Offer will not become unconditional and will lapse.

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 basis of allocation of the Public Offer Shares on Tuesday, 26 March 2019 on the Company’s website at **www.dghcl.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 will be made available in the manner described in the section head “How to apply for Public Offer Shares — 11. Publication of results” in the Prospectus.

**The Company will not issue temporary documents of title of the Shares. No receipt will be issued for application monies received.**

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 27 March 2019, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 27 March 2019. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8537.

By order of the Board  
**Dominate Group Holdings Company Limited**  
**Mr. Fu Chun Keung**  
*Chairman*

Hong Kong, 15 March 2019

*As at the date of this announcement, the executive Directors are Mr. Fu Chun Keung, Ms. Cheung Lai Yuk and Ms. Fu Wan Ling; and the independent non-executive Directors are Mr. Chan Cheong Tat, Mr. Wong Wing Keung Meyrick and Mr. Chan Chi Ming Tony.*

*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 this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and, in the case of the 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.dghcl.com](http://www.dghcl.com).*