

*Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Narnia (Hong Kong) Group Company Limited (the “**Company**”) dated 13 February 2019.*

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*This announcement is for information purposes only and does not constitute an invitation to induce an offer or offer by any person to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described in this announcement before deciding whether or not to invest in the Offer Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.*

*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) or any other jurisdiction where such distribution is prohibited by law. 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 Offer 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**”) or any state securities law in the United States. The securities may not be offered, sold, pledged or transferred within 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 of the Company in the United States.*



**Narnia (Hong Kong) Group Company Limited**  
**納尼亞(香港)集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*

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

- Number of Offer Shares : 200,000,000 Shares (subject to the Offer Size Adjustment Option)**
- Number of Public Offer Shares : 20,000,000 Shares (subject to reallocation)**
- Number of Placing Shares : 180,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)**
- Offer Price : Not more than HK\$0.80 per Offer Share and expected to be not less than HK\$0.40 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 : US\$0.001 each**
- Stock code : 8607**

**Sole Sponsor**



**Sole Global Coordinator**



**Joint Bookrunners and Joint Lead Managers**



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus (including any Shares in issue or to be issued pursuant to the Capitalisation Issue, to the exercise of the Offer Size Adjustment Option and any options that may be granted under the Share Option Scheme). Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 26 February 2019, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Tuesday, 26 February 2019.

The Share Offer comprises (a) the Public Offer of initially 20,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, and (b) the Placing of initially 180,000,000 Shares, representing 90% of the Offer Shares (subject to reallocation and the Offer Size Adjustment Option). 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 accordance with Guidance Letter HKEX-GL-91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to the clawback mechanism under Practice Note 6 to the GEM Listing Rules, (i) the total number of Offer Shares that may be allocated to the Public Offer following such reallocation shall be not more than twice of the number of Offer Shares initially allocated to the Public Offer (i.e. 40,000,000 Offer Shares); and (ii) the final Offer Price should be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$0.40 per Offer Share).

The Offer Shares initially offered by the Company in the Share Offer represents 25% of the issued share capital of the Company immediately after completion of the Share Offer and Capitalisation Issue (without taking into account any Shares that may be issued pursuant to the exercise of the Offer Size Adjustment Option or any options that may be granted under the Share Option Scheme), on and subject to the terms and conditions set out in the Underwriting Agreements and the Prospectus.

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the Sole Global Coordinator (for itself and on behalf of the Underwriters) to meet any excess demand in the Share Offer. The Offer Size Adjustment Option will not be associated with any price stabilisation activity of the Shares in the secondary market after the listing of the Shares on GEM and will not be subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong).

Subject to the approval of the listing of, and permission to deal in, the Shares on GEM 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 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 Offer Price will be not more than HK\$0.80 per Offer Share and is expected to be not less than HK\$0.40 per Offer Share, unless otherwise announced. Applicants for the Offer Shares shall pay in full, on application, the maximum Offer Price of HK\$0.80 per Offer Share together with brokerage 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\$0.80 per Offer Share.

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” in the Prospectus. If such conditions are not fulfilled or (where applicable, waived by the Joint Bookrunners and 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 day which is 30 days after the date of the Prospectus, the Share Offer shall lapse 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.narnia.hk](http://www.narnia.hk) on the next business day after such lapse. The terms on which the application money will be returned to the applicants are set out in the section headed “How to Apply for the Public Offer Shares – 14. Despatch/Collection of share certificates and refund monies” in the Prospectus.

The Public Offer Shares are fully underwritten by the Public Offer Underwriters under the terms and conditions of the Public Offer Underwriting Agreement. The Placing Shares will be fully underwritten by the Placing Underwriters pursuant to the Placing Underwriting Agreement subject to the Offer Price being fixed by the Price Determination Agreement. Potential investors should note that the Joint Bookrunners and the Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) shall be entitled by notice (orally or in writing) to the Company to terminate the Public Offer Underwriting Agreement, upon the occurrence of any of the events set forth in the section headed “Underwriting – Underwriting arrangements and expenses – The Public Offer underwriting agreements – Grounds for termination” in the Prospectus at any time at or before 8:00 a.m. (Hong Kong time) on the Listing Date (which is expected to be on Tuesday, 26 February 2019).

**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 related Application Forms.**

Applicants who would like to have the 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 **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 to have the 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 either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

The office of Sole Sponsor is located at 45th Floor, Cosco Tower, 183 Queen's Road Central, Hong Kong. Copies of the Prospectus, together with the **WHITE** Application Form, may be collected during normal business hours from 9:00 a.m. on Wednesday, 13 February 2019 until 12:00 noon on Monday, 18 February 2019 from:

**(i) any of the following offices of the Public Offer Underwriters:**

**Cinda International Capital Limited**      45th Floor  
COSCO Tower  
183 Queen's Road Central  
Hong Kong

**ChaoShang Securities Limited**      Rooms 2206–2210, 22nd Floor  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

**(ii) any of the following branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Public Offer:**

	<b>Branch</b>	<b>Address</b>
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building 4–4A Des Voeux Road Central, Central
Kowloon	Kwun Tong Branch	G/F & 1/F, One Pacific Centre 414 Kwun Tong Road, Kwun Tong
New Territories	Tai Po Branch	G/F Shop No.2, 23–25 Kwong Fuk Road Tai Po Market, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Form, may be collected during normal business hours from 9:00 a.m. on Wednesday, 13 February 2019 until 12:00 noon on Monday, 18 February 2019, from:

(i) the Depository Counter of HKSCC at 1st Floor, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or

(ii) your stockbroker.

## Time for Lodging Application Forms

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 – Narnia (Hong Kong) Group Company 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 times:

Wednesday, 13 February 2019 – 9:00 a.m. to 5:00 p.m.  
Thursday, 14 February 2019 – 9:00 a.m. to 5:00 p.m.  
Friday, 15 February 2019 – 9:00 a.m. to 5:00 p.m.  
Saturday, 16 February 2019 – 9:00 a.m. to 1:00 p.m.  
Monday, 18 February 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 Monday, 18 February 2019, the last application day or such later time as described in the section headed "How to Apply for the Public Offer 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 Wednesday, 13 February 2019 until 11:30 a.m. on Monday, 18 February 2019 or such later time as described in the section headed "How to Apply for the Public Offer Shares – 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

The application for the Public Offer Shares will commence on Wednesday, 13 February 2019 through Monday, 18 February 2019. The application monies (including the brokerages, SFC transaction levies and the Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Monday, 25 February 2019. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Tuesday, 26 February 2019.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 13 February 2019 until 12:00 noon on Monday, 18 February 2019 or such later time as described in the paragraph headed "How to Apply for the Public Offer Shares – 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

The final Offer Price is expected to be determined by the Price Determination Agreement to be entered into between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on or before the Price Determination Date, which is expected to be on or around Tuesday, 19 February 2019 or such later date as may be agreed between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company.

If, for any reason, the Company, the Joint Bookrunners (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price by the Price Determination Date (or such later date as may be agreed between the Company, the Joint Bookrunners (for themselves and on behalf of the Underwriters), the Share Offer will not become unconditional and will lapse immediately. In such event, the Company will issue an announcement on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.narnia.hk](http://www.narnia.hk).

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications and the level and the basis of allocation of the Public Offer Shares on Monday, 25 February 2019 on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.narnia.hk](http://www.narnia.hk).

The results of allocations along with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be available at the time and date and in the manner specified in the section headed "How to Apply for the Public Offer Shares – 11. Publication of results" in the Prospectus on Monday, 25 February 2019.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Assuming that the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms at or before 8:00 a.m. on Tuesday, 26 February 2019, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 26 February 2019. The Shares will be traded in board lots of 5,000 Shares each and the stock code of the Shares is 8607.

By order of the Board  
**Narnia (Hong Kong) Group Company Limited**  
**Mr. Dai Shunhua**  
*Chairman, chief executive officer and executive Director*

Hong Kong, 13 February 2019

*As at the date of this announcement, the executive Directors are Mr. Dai Shunhua, Ms. Song Xiaoying and Mr. Wang Yongkang, and the independent non-executive Directors are Dr. Liu Bo, Mr. Leung Ka Tin and Mr. Yu Chung Leung.*

*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 and the Application Forms will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus and the Application Forms will also be published on the Company's website at [www.narnia.hk](http://www.narnia.hk).*