

*Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus of IMS Group Holdings Limited (the “**Company**”) dated 11 January 2018 (the “**Prospectus**”).*

*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 Shares or any securities. 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.

*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 in the United States. The Offer Shares have not been, and will not be registered under the United States Securities Act of 1933, as amended (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 or in a transaction not subject to the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. 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.*

IMS Group Holdings Limited

英馬斯集團控股有限公司

(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 | : 250,000,000 Shares (subject to the Offer Size Adjustment Option) |
| Number of Public Offer Shares | : 25,000,000 Shares (subject to reallocation) |
| Number of Placing Shares | : 225,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option) |
| Offer Price | : Not more 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% and expected to be not less than HK\$0.20 per Offer Share (payable in full on application in Hong Kong dollars) |
| Nominal value | : HK\$0.001 each |
| Stock Code | : 8136 |

Sole 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

 **藍山金融**

Bluemount Securities Limited

Application has been made by the Company to the Listing Division of the Stock Exchange for the granting of the listing of and permission to deal in the Shares in issue and to be issued on GEM as described in the Prospectus pursuant to the Share Offer (including any additional Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option).

The Share Offer comprises (a) the Public Offer of initially 25,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares; and (b) the Placing of initially 225,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the total number of the Offer Shares, outside the United States in reliance on Regulation S or other available exemption from the registration requirement of the U.S. Securities Act. 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 connection with the Share Offer, the Company intend to grant the Offer Size Adjustment Option in the event that the size of the Share Offer is less than HK\$100 million, exercisable by the Joint Bookrunners (for itself and on behalf of the Placing Underwriters) from the date of this prospectus to Wednesday, 24 January 2018, being the last Business Day prior to the Listing Date, to require the Company to issue and allot up to an aggregate of 37,500,000 additional Offer Shares, representing 15% of the Offer Shares initially available under the Share Offer, at the Offer Price, to cover, among other things, over-allocations in the Placing, if any.

The Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after listing of the Shares on the Stock Exchange and is not subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong).

Assuming that the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 25 January 2018, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Thursday, 25 January 2018. The Shares will be traded in board lots of 10,000 Shares each. The stock code is 8136. The Company will disclose in its allotment results announcement whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date. The allotment results announcement will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.ims512.com.

Subject to the granting of 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 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 Listing Date or on 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. Investors should seek the advice of their stockbroker or other professional advisor for details of the settlement arrangement as such arrangements may affect their rights and interests. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.40 per Offer Share and is expected to be not less than HK\$0.20 per Offer Share, unless otherwise announced. The Offer Price is expected to be determined by the Price Determination Agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is scheduled to be on or about Wednesday, 17 January 2018. If, for any reason, the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Offer Price by Friday, 19 January 2018, the Share Offer will not become unconditional and will lapse.

Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.40 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 the maximum Offer Price of HK\$0.40 per Offer Share.

The Share Offer is conditional upon the fulfillment of the conditions as set out in the sub-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) 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 applicants without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published by the Company on the Stock Exchange’s website at *www.hkexnews.hk* and the Company’s website at *www.ims512.com* on the next Business Day immediately following the date of such lapse.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors should note that the Joint Bookrunners (for themselves and on behalf of the Underwriters) are 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 out in the sub-section headed “Underwriting — Underwriting Arrangements and Expenses — Public Offer — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, Thursday, 25 January 2018.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who wish to have the allocated Public Offer Shares allotted and issued in their own names should complete and sign the **WHITE** Application Forms. 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 Forms; 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 Thursday, 11 January 2018 until 12:00 noon on Tuesday, 16 January 2018 from:

(i) The following office of the Joint Bookrunners:

| | |
|---|---|
| Kingsway Financial Services Group Limited 7/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong | Bluemount Securities Limited Room 2403–05 Jubilee Centre 18 Fenwick Street Wan Chai, Hong Kong |
|---|---|

(ii) any of the following branches of Bank of China (Hong Kong) Limited:

| District | Branch name | Address |
|------------------|---------------------|---|
| Hong Kong Island | King’s Road Branch | 131–133 King’s Road, North Point |
| Kowloon | Wong Tai Sin Branch | Shop G13, Wong Tai Sin Plaza, Wong Tai Sin |
| New Territories | Metro City Branch | Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O |

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 11 January 2018, until 12:00 noon on Tuesday, 16 January 2018, 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 "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — IMS GROUP PUBLIC OFFER**" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following dates and times:

Thursday, 11 January 2018 — 9:00 a.m. to 5:00 p.m.

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 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Tuesday, 16 January 2018, the last application day or such later time as described in "Effect of bad weather on the opening of the application lists" in prospectus.

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

9:00 a.m. to 8:30 p.m.⁽¹⁾, Thursday, 11 January 2018

8:00 a.m. to 8:30 p.m.⁽¹⁾, Friday, 12 January 2018

8:00 a.m. to 8:30 p.m.⁽¹⁾, Monday, 15 January 2018

8:00 a.m.⁽¹⁾ to 12:00 noon, Tuesday, 16 January 2018

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 Thursday, 11 January 2018 until 12:00 noon on Tuesday, 16 January 2018 or such later time as described in the section headed "How to Apply for the Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" in the Prospectus. Please refer to the sections headed "Structure of the Share Offer" and "How to Apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

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 Bookrunners, the Joint Lead Managers and the Share Registrar.

Prospective investors of the Public Offer Shares should note that the obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement to subscribe or procure subscribers for the Public Offer Shares will be subject to termination by notice in writing to the Company from the Joint Bookrunners (for themselves and on behalf of the Public Offer Underwriters) if certain grounds arise at or prior to 8:00 a.m. on the Listing Date. Please refer to the section headed “Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination” in the Prospectus for details of such grounds as set out in that section.

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 under the Public Offer on Wednesday, 24 January 2018 on the Company’s website at www.ims512.com and on the website of the Stock Exchange at www.hkexnews.hk. 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 through a variety of channels as described in the section headed “How to Apply for the Public Offer Shares — 10. Publication of results” in the Prospectus.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that the Share Offer has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination” in the Prospectus has not been exercised.

By order of the Board
IMS Group Holdings Limited
Mr. Tam Yat Ming Andrew
Chairman and executive Director

Hong Kong, 11 January 2018

As at the date of this announcement, the Board comprises of two executive Directors, namely, Mr. Tam Yat Ming Andrew and Mr. Yeung Wun Tang Andy; and three independent non-executive Directors, namely, Mr. Chu Yin Kam, Dr. Wilson Lee and Mr. Ha Yiu Wing.

This announcement, for which all the Directors jointly and severally 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; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the Stock Exchange’s website at 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 will also be published on the Company’s website at www.ims512.com.