

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 31 December 2019 (the “**Prospectus**”) issued by JiaChen Holding Group Limited (the “**Company**”).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (the “**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 offer or invitation to induce an 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 Global Offering described in this announcement before deciding whether or not to invest in the Offer Shares there being offered.

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories its possessions and all areas subject to its jurisdiction), nor is this announcement an offer of Shares for sale in the United States. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or 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**”) and the securities may not be offered, sold, pledged or transferred in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. There will be no public offer of securities in the United States.*

JiaChen Holding Group Limited

佳辰控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the : 250,000,000 Shares
Global Offering
- Number of Hong Kong Offer Shares : 25,000,000 Shares (subject to
reallocation)
- Number of International Placing : 225,000,000 Shares (subject to
Shares reallocation)
- Offer Price : Not more than HK\$0.60 per Offer
Share and expected to be not less
than HK\$0.53 per Offer Share,
plus brokerage fee 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 : 1937

Sponsor



Joint Bookrunners



Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the shares to be issued pursuant to (i) the Capitalisation Issue, (ii) the Global Offering, and (iii) any Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme). Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Friday, 17 January 2020, it is expected that dealings in the Shares on the Stock Exchange are to commence at 9:00 a.m. on Friday, 17 January 2020.

The Global Offering comprises the Hong Kong Public Offering of 25,000,000 Shares (subject to reallocation) representing 10% of the total number of Offer Shares initially made available under the Global Offering, and the International Placing of 225,000,000 Shares (subject to reallocation), representing 90% of the total number of Offer Shares initially made available under the Global Offering. The allocation of Offer Shares between the Hong Kong Public Offering and the International Placing is subject to reallocation as stated in the section headed “Structure and Conditions of the Global Offering” in the Prospectus.

In particular, the Joint Bookrunners shall have the right to reallocate the Offer Shares from the International Placing to the Hong Kong Public Offering. 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, the maximum total number of Offer Shares under the Hong Kong Public Offering following such reallocation shall be not more than 50,000,000 Offer Shares, representing double of the initial allocation to the Hong Kong Public Offering or approximately 20% of the total number of the Offer Shares initially available under the Global Offering and the final Offer Price shall be fixed at HK\$0.53 per Offer Share, being the low-end of the indicative Offer Price range stated in the Prospectus.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on 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 Listing Date or such other date as may be 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. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The Offer Price will not be more than HK\$0.60 per Offer Share and is expected to be not less than HK\$0.53 per Offer Share. Applicants under the Hong Kong Public Offering are required to pay in full, on application, the maximum Offer Price of HK\$0.60 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 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\$0.60 per Offer Share, or if the conditions of the Global Offering are not fulfilled in accordance with the section headed “Structure and Conditions of the Global Offering” in the Prospectus or if any application is revoked. Further details are set out in the paragraph headed “How to Apply for Hong Kong Offer Shares — 13. Refund of application monies” in the Prospectus.

The final Offer Price is expected to be determined by agreement between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or about Friday, 10 January 2020, and in any event no later than Monday, 13 January 2020. If, for any reason, the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) are unable to agree on the Offer Price by Monday, 13 January 2020, the Global Offering will not proceed and will lapse. In such event, the Company will issue an announcement on the Stock Exchange website’s at www.hkexnews.hk and the Company’s website at www.jiachencn.com.cn.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.hkeipo.hk) or the IPO App in relation to the HK eIPO White Form.

Applicants who would like to have the allotted Hong Kong Offer Shares registered 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 or the IPO App, which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered 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 Investor Participants maintained in CCASS should either (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 Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 31 December 2019, until 12:00 noon on Thursday, 9 January 2020 (or such later date as may apply as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus) from:

(i) any of the following offices of the Hong Kong Underwriters:

Astrum Capital Management Limited	Room 2704, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong
Wealth Link Securities Limited	Suite 1504, 15/F, Bangkok Bank Building, 28 Des Voeux Road Central, Central, Hong Kong
Lead Securities (HK) Limited	Unit A, 23/F, The Wellington, 198 Wellington Street, Sheung Wan, Hong Kong
Quasar Securities Co., Limited	Unit A, 12/F, Harbour Commercial Building, 122-124 Connaught Road Central, Sheung Wan, Hong Kong
Emperio Securities And Assets Management Limited	20/F, Siu On Centre, 188 Lockhart Road, Wanchai, Hong Kong
Tiger Faith Securities Limited	Suite 1502, 15/F, The Chinese Bank Building, 61-65 Des Voeux Road Central, Central, Hong Kong
Sorrento Securities Limited	11/F, The Wellington, 198 Wellington Street, Central, Hong Kong

(ii) the office of the following branches of DBS Bank (Hong Kong) Limited, the receiving bank for the Hong Kong Public Offering:

District	Branch name	Address
Hong Kong Island	United Centre Branch	Shops 1015-1018 on 1/F & Shops 2032-2034 on 2/F, United Centre, 95 Queensway, Admiralty
	Aberdeen Branch	Shops A & B, G/F, Units A & B, 1/F, On Tai Building, 1-3 Wu Nam Street, Aberdeen
Kowloon	Yau Ma Tei Branch	G/F & 1/F, 131-137 Woo Sung Street, Yau Ma Tei
New Territories	Kwai Chung Branch	G/F, 1001 Kwai Chung Road, Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 31 December 2019 until 12:00 noon on Thursday, 9 January 2020 from (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or (ii) your stockbroker, who may have the **YELLOW** Application Forms and the copies of the Prospectus available.

Both the **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "**TING HONG NOMINEES LIMITED — JIACHEN HOLDING 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:

Tuesday, 31 December 2019 — 9:00 a.m. to 5:00 p.m.
Thursday, 2 January 2020 — 9:00 a.m. to 5:00 p.m.
Friday, 3 January 2020 — 9:00 a.m. to 5:00 p.m.
Saturday, 4 January 2020 — 9:00 a.m. to 1:00 p.m.
Monday, 6 January 2020 — 9:00 a.m. to 5:00 p.m.
Tuesday, 7 January 2020 — 9:00 a.m. to 5:00 p.m.
Wednesday, 8 January 2020 — 9:00 a.m. to 5:00 p.m.
Thursday, 9 January 2020 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on 9 January 2020 or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

Applicants may apply online through the **HK eIPO White Form** service by submitting an application through the designated website of the **HK eIPO White Form** service provider at www.hkeipo.hk or the IPO App (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, 31 December 2019 until 11:30 a.m. on Thursday, 9 January 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 9 January 2020 or such later date as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

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

Tuesday, 31 December 2019 — 9:00 a.m. to 8:30 p.m.
Thursday, 2 January 2020 — 8:00 a.m. to 8:30 p.m.
Friday, 3 January 2020 — 8:00 a.m. to 8:30 p.m.
Saturday, 4 January 2020 — 8:00 a.m. to 1:00 p.m.
Monday, 6 January 2020 — 8:00 a.m. to 8:30 p.m.
Tuesday, 7 January 2020 — 8:00 a.m. to 8:30 p.m.
Wednesday, 8 January 2020 — 8:00 a.m. to 8:30 p.m.
Thursday, 9 January 2020 — 8:00 a.m. to 12:00 noon

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

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 31 December 2019 until 12:00 noon on Thursday, 9 January 2020 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon, Thursday, 9 January 2020, the last application day or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

The application for the Hong Kong Offer Shares will commence on Tuesday, 31 December 2019 through Thursday, 9 January 2020. Such time period is longer than the normal market practice of four days. The application monies (including the brokerage fees, SFC transaction levy and Stock Exchange trading fee) will be held

by the receiving bank on behalf of the Company after the closing of the application lists, and the refund monies, if any, will be returned to the applicants without interest on Thursday, 16 January 2020. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Friday, 17 January 2020.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Global Offering.

The Company expects to announce the final Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, 16 January 2020 on the Company’s website at www.jiachencn.com.cn and on 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 Hong Kong Public Offering will be available through a variety of channels from Thursday, 16 January 2020 as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 11. Publication of results” in the Prospectus.

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\$0.60 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

The Company will not issue temporary documents of title. No receipt will be issued for the application monies received. Share certificates will only become valid certificates of title at 8:00 a.m. on Friday, 17 January 2020 provided that the Global Offering has become unconditional in all respects and the right of termination as described in the paragraph headed “Underwriting — Underwriting arrangements and expenses — Grounds for termination” in the Prospectus has not been exercised.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 17 January 2020. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 1937.

By order of the Board of Directors
JiaChen Holding Group Limited
Shen Min
Chairman

Hong Kong, 31 December 2019

As at the date of this announcement, the executive Directors are Mr. SHEN Min, Ms. ZHANG Yaying, Mr. SHEN Minghui and Mr. CHEN Shiping, the independent non-executive Directors are Mr. MA Ving Lung, Ms. SHI Dongying, and Mr. YU Chun Kau.

This announcement is available for viewing on the Company's website at www.jiachencn.com.cn and the website of the Stock Exchange at www.hkexnews.hk.