

Unless otherwise defined, terms and expressions and the context used in this announcement shall have the same meanings as those defined in the prospectus dated 29 December 2016 (the “**Prospectus**”) issued by MEIGU Technology 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 (“**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 however arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Prospective investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



MEIGU Technology Holding Group Limited
美固科技控股集團有限公司
(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 PLACING**

Number of Placing Shares	:	100,000,000 Shares (subject to the Offer Size Adjustment Option)
Placing Price	:	Not more than HK\$0.35 per Placing Share and expected to be not less than HK\$0.30 per Placing 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	:	HK\$0.01 per Share
Stock code	:	8349

Sole Sponsor, Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager



Application has been made to the Stock Exchange for the listing of, and permission to deal in, (i) the Shares in issue; (ii) Shares to be issued pursuant to the Placing; and (iii) any Shares to be issued upon the exercise of the Offer Size Adjustment Option.

Pursuant to the Underwriting Agreement, the Company is initially offering 100,000,000 Placing Shares (subject to the Offer Size Adjustment Option) for subscription by way of Placing, in aggregate representing approximately 25% of the enlarged issued share capital of the Company upon completion of the Placing (assuming the Offer Size Adjustment Option is not exercised) at the Placing Price on and subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus to selected professional, institutional and/or other investors. In connection with the Placing, the Company granted to the Sole Global Coordinator (for itself and on behalf of the Underwriters) the Offer Size Adjustment Option under the Underwriting Agreement, which is exercisable by the Sole Global Coordinator (for itself and on behalf of the Underwriters) at any time on or before 6:00 p.m., Thursday, 12 January 2017, to require the Company to allot and issue, at the final Placing Price, up to an aggregate of 15,000,000 additional Shares, representing 15% of the Placing Shares initially available under the Placing. For the avoidance of doubt, 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 Placing and can only be exercised at any time on or before 6:00 p.m., Thursday, 12 January 2017, otherwise it will lapse. The Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option will not be used for price stabilisation purpose and will not be subject to the Securities and Futures (Price Stabilising) Rules (Chapter 571W of the Laws of Hong Kong).

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Underwriting Agreement.

Printed copies of the Prospectus required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) are available, for information purpose only, at the office of the KGI Capital Asia Limited at 41/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, during normal office hours from 9:00 a.m. (Hong Kong time) to 5:00 p.m. (Hong Kong time) from Thursday, 29 December 2016 to Thursday, 12 January 2017 (both dates inclusive and for business days only).

The Placing is conditional upon the fulfilment of the conditions set forth in the section headed “Structure and Conditions of the Placing – Conditions of the Placing” in the Prospectus and the Underwriting Agreement. The Placing Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreement. Prospective investors of the Placing Shares should note that the Sole Global Coordinator (for itself and on behalf of the Underwriters) is entitled to terminate the Underwriting Agreement 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 – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is currently expected to be Friday, 13 January 2017. In the event that conditions of the Placing as mentioned therein are not fulfilled or waived prior to the date specified in the Prospectus, the Placing will lapse thereafter, all money received will be refunded to applicants of the Placing Shares without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at nantongrate.com on the next business day after such lapse.

Subject to the granting by the Listing Division of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus, as well as 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 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 in CCASS.

The Placing Price will be not more than HK\$0.35 per Placing Share and not less than HK\$0.30 per Placing Share. The final Placing Price is currently expected to be fixed by an agreement between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on the Price Determination Date. The Price Determination Date is expected to be on Friday, 6 January 2017 (or such later date as may be agreed between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters)). If the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) are unable to reach an agreement on the Placing Price by the Price Determination Date or such later date as may be agreed between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters), the Placing will not become unconditional and will not proceed. In such event, the Company will issue an announcement on the Stock Exchange's website at www.hkexnews.hk and the Company's website at nantongrate.com on the next business day as soon as possible. Prospective investors of the Placing Shares should be aware that the Placing Price to be determined on the Price Determination Date may be, but is currently not expected to be, lower than the indicative range of the Placing Price stated in the Prospectus. Prospective investors of the Placing should note that the Sole Global Coordinator (for itself and on behalf of the Underwriters) is entitled to terminate their obligations under the Underwriting Agreement by giving notice in writing to the Company upon occurrence of any of the events set forth in the section headed "Underwriting – Underwriting arrangements and expenses – Grounds for termination" in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be Friday, 13 January 2017).

The share certificates for the Placing Shares are expected to be issued in the name of HKSCC Nominees Limited or in the name of the placee(s) or their agent(s) as designated by the Underwriters and/or the placing agents. The share certificates for the Placing Shares to be distributed via CCASS will be deposited into CCASS on or about Thursday, 12 January 2017 for credit to the respective CCASS participant's stock accounts designated by the Underwriters, the placing agents, the placees or their agents, as the case may be. No temporary documents or evidence of title will be issued by the Company.

All share certificates will only become valid documents of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that (a) the Placing has become unconditional in all respects; and (b) the Underwriting Agreement has not been terminated in accordance with its terms. If the Placing does not become unconditional or the Underwriting Agreement is terminated in accordance with its terms, the Company will make an announcement on the Stock Exchange's website at www.hkexnews.hk and the Company's website at nantongrate.com on the next business day after such event.

No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies received for the Placing Shares.

The announcement of the final Placing Price, the indication of level of interest in the Placing and the basis of allocation of the Placing Shares will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at nantongrate.com on or before Thursday, 12 January 2017.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 13 January 2017. Shares will be traded in board lots of 10,000 Shares each. The GEM stock code for the Shares is 8349.

By order of the Board
MEIGU Technology Holding Group Limited
Cheng Dong
Chairman

Hong Kong, 29 December 2016

As at the date of this announcement, the executive Directors are Mr. Jiang Guitang, Mr. Cheng Dong and Ms. Shi Dongying and the independent non-executive Directors are Mr. Huang Xin, Mr. Tam Tak Kei Raymond and Mr. Ng Sai 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, (a) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (b) there are no other matters the omission of which would make any statement in this announcement misleading; and (c) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions which 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 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 nantongrate.com.