

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Oriental University City Holdings (H.K.) Limited (the “**Company**”) dated Wednesday, December 31, 2014.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited 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 of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Shares thereby being offered.



ORIENTAL UNIVERSITY CITY HOLDINGS (H.K.) LIMITED

東方大學城控股(香港)有限公司

(Incorporated in Hong Kong 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 : 45,000,000 Placing Shares

**Placing Price : HK\$2.64 per Placing Share,
excluding brokerage of 1%, Stock
Exchange trading fee of 0.005% and
SFC transaction levy of 0.0027%**

Board lot : 1,000 Shares each

Stock code : 8067

Sole Sponsor, Sole Bookrunner and Sole Lead Manager



BNP PARIBAS

- The Placing Price is determined at HK\$2.64 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Pursuant to the Placing, 45,000,000 Placing Shares have been conditionally allocated to a total of 117 selected professional, institutional, individual and other investors.
- The 45,000,000 Placing Shares offered by the Company under the Placing have been moderately over-subscribed.
- The Offer Size Adjustment Option has not been exercised by the Sole Lead Manager on behalf of the Underwriter and has lapsed.
- Based on the Placing Price of HK\$2.64 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting the amounts due to REC for listing expenses as set out in the Prospectus and the total underwriting commission, fees and expenses relating to the Placing (including the GEM listing fees, SFC transaction levy, Stock Exchange trading fee, bonuses to professional parties, legal and other professional fees, and printing) to be paid by the Company in relation to the Placing, are estimated to be approximately HK\$75.3 million.
- The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholder, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Bonus Issue. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Placing and the Bonus Issue within the meaning of the GEM Listing Rules.

- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Placing and the Bonus Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, January 16, 2015. Shares will be traded in board lots of 1,000 Shares each.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PLACING PRICE AND USE OF PROCEEDS

Pursuant to the Price Determination Agreement entered into between the Company and the Sole Lead Manager on Tuesday, January 13, 2015, the Placing Price has been agreed at HK\$2.64 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$2.64 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting the amounts due to REC for listing expenses as set out in the Prospectus and the total underwriting commission, fees and expenses relating to the Placing (including the GEM listing fees, SFC transaction levy, Stock Exchange trading fee, bonuses to professional parties, legal and other professional fees, and printing) to be paid by the Company in relation to the Placing, are estimated to be approximately HK\$75.3 million.

The Directors intend to apply all net proceeds, or approximately HK\$75.3 million, for constructing new dormitories on our Campus Site.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING AND LAPSE OF OFFER SIZE ADJUSTMENT OPTION

The 45,000,000 Placing Shares offered by the Company under the Placing have been moderately over-subscribed. The Offer Size Adjustment Option has not been exercised by the Sole Lead Manager on behalf of the Underwriter and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 45,000,000 Placing Shares have been conditionally allocated to a total of 117 selected professional, institutional, individual and other investors.

The distribution of the Placing Shares is set out as below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of Placing Shares allocated	Approximate percentage of the enlarged issued share capital of the Company immediately after completion of the Placing and the Bonus Issue
Top placee	7,500,000	16.67%	4.17%
Top 5 placees	29,022,000	64.49%	16.12%
Top 10 placees	34,072,000	75.72%	18.93%
Top 25 placees	39,422,000	87.60%	21.90%

Number of Placing Shares allocated	Number of placees
1,000 to 10,000	48
10,001 to 100,000	16
100,001 to 500,000	42
500,001 to 1,000,000	3
1,000,001 to 5,000,000	5
5,000,001 and above	<u>3</u>
Total	<u>117</u>

The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholder, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Bonus Issue. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Placing and the Bonus Issue within the meaning of the GEM Listing Rules.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Placing and the Bonus Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting 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 (i.e. Friday, January 16, 2015) or on any 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 for the Shares to be admitted into CCASS.

No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.

Prospective investors of the Placing Shares should note that the Sole Lead Manager (for itself and on behalf of the Underwriter) is entitled to terminate its obligations under the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” under the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. on the Listing Date (i.e. Friday, January 16, 2015). In the event that the Underwriting Agreement is terminated, an announcement will be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.oriental-university-city.com.

All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. on the Listing Date (i.e. Friday, January 16, 2015).

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, January 16, 2015. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.oriental-university-city.com.

Shares will be traded in board lot of 1,000 Shares each. The GEM stock code for the Shares is 8067.

By order of the Board
Oriental University City Holdings (H.K.) Limited
Chew Hua Seng
Chairman

Hong Kong, January 15, 2015

As at the date of this announcement, the executive Directors are Mr. Chew Hua Seng and Mr. Liu Ying Chun; the non-executive Director is Mr. He Jun; and the independent non-executive Directors are Mr. Lam Bing Lun, Philip, Mr. Tan Yeow Hiang, Kenneth and Mr. Wilson Teh Boon Piaw.

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; (ii) there are no other matters the omission of which would make any statement herein or 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 website of the Stock Exchange 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.oriental-university-city.com.