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Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of HM International Holdings Limited (the “Company”) dated 29 December 2016.

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



HeterMedia
HM International Holdings Limited
(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 Placing Shares
**Placing Price : Not more than HK\$0.6 per Placing Share
and expected to be not less than HK\$0.5
per Placing Share (payable in full on
application plus brokerage of 1%, SFC
transaction levy of 0.0027% and Stock
Exchange trading fee of 0.005%, and
subject to refund)**
Nominal value : HK\$0.01 per Share
Stock code : 8416

Sponsor



大有融資有限公司
MESSIS CAPITAL LIMITED

Joint Bookrunners and Joint Lead Managers



Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance are available, for information purposes only, at the offices of (1) Messis Capital Limited at Room 1606, 16/F, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong; (2) Astrum Capital Management Limited at Room 2704, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong; and (3) Gransing Securities Co., Limited at 805-806 Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong from 4:30 p.m. on Thursday, 29 December 2016 to Tuesday, 10 January 2017 (both days inclusive and during normal office hours from 9:00 a.m. to 5:00 p.m. for business days only).

Pursuant to the Underwriting Agreement, the Company is offering 100,000,000 Placing Shares for subscription by way of placing at the Placing Price, on and subject to the terms and conditions as set out in the Prospectus and the Underwriting Agreement. It is expected that the Underwriters or selling agents nominated by them, on behalf of the Company, will conditionally place 100,000,000 Placing Shares at the Placing Price to selected professional, institutional and other investors in Hong Kong. The Placing Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreement.

Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue, the Placing and upon the exercise of any options that may be granted under the Share Option Scheme as described in the Prospectus.

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

The Placing is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Structure and Conditions of the Placing – Conditions of the Placing” in the Prospectus. If such conditions are not fulfilled or (where applicable) waived by the Joint Lead Managers (for themselves and on behalf of the Underwriters) in accordance with the terms and conditions of the Underwriting Agreement prior to the dates and times as specified therein, the Placing shall lapse and thereafter, all monies received will be refunded to the subscribers of the Placing without interest and the Stock Exchange will be notified immediately. Notice of lapse of the Placing will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.hetermedia.com on the next business day after such lapse. Prospective investors of the Placing should note that the Lead Manager (for itself and on behalf of the Underwriters) shall have the absolute discretion to terminate the arrangements set out in the Underwriting Agreement by notice in writing given to the Company upon the occurrence of certain events set out under the paragraph 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.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus 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 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 into CCASS.

The Placing Price is currently expected to be fixed by agreement between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 30 December 2016. The Placing Price will be not more than HK\$0.6 and is currently expected to be not less than HK\$0.5 unless otherwise announced. If the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Placing Price on the Price Determination Date or such later date as may be agreed between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters), the Placing will not become unconditional and will lapse immediately. In such case, an announcement will be made immediately by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.hetermedia.com. The Joint Lead Managers (for themselves and on behalf of the Underwriters) may with the consent of the Company reduce the indicative Placing Price range below such indicative Placing Price range as stated in the Prospectus at any time prior to the Price Determination Date. If this occurs, an announcement on the reduction of the indicative Placing Price range will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.hetermedia.com.

Announcement of the final Placing Price, the level of indication of interests in the Placing and the basis of allocations of the Placing Shares will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.hetermedia.com on or before Tuesday, 10 January 2017.

The Company will not issue any temporary documents of title. No receipt will be issued for subscription monies for the Placing Shares. Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms or otherwise prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 11 January 2017. Shares will be traded in board lots of 5,000 Shares each. The stock code for the Shares is 8416.

By Order of the Board
HM International Holdings Limited
Yu Chi Ming
Chairman of the Board, and Executive Director

Hong Kong, 29 December 2016

As at the date of this announcement, the executive Directors are Mr. Yu Chi Ming, Mr. Tse Kam Wing Walter and Mr. Chan Wai Lin, and the independent non-executive Directors are Mr. Ng Jack Ho Wan, Mr. Choi Hon Ting Derek and Mr. Wan Chi Wai Anthony.

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 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.hetermedia.com.