

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2017 (the “Prospectus”) issued by Genes Tech Group Holdings Company 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 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 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 Share Offer described below 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 of the Company in the United States or in 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”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.

Genes Tech Group Holdings Company Limited

靖洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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 (subject to reallocation) |
| Number of Placing Shares | : 225,000,000 (subject to reallocation and the Offer Size Adjustment Option) |
| Offer Price | : Not more than HK\$0.32 per Offer Share and expected to be not less than HK\$0.22 per Offer 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 each |
| Stock Code | : 8257 |

Sponsor

AmCap

Ample Capital Limited

豐盛融資有限公司

Sole Global Coordinator

AmCap

Ample Orient Capital Limited

豐盛東方資本有限公司

Joint Bookrunners and Joint Lead Managers

AmCap

Ample Orient Capital Limited
豐盛東方資本有限公司



潮商證券有限公司
ChaoShang Securities Limited

Co-manager

CHKL | 中港通證券
CHINA-HONG KONG LINK SECURITIES

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer, the Capitalisation Issue and any new Shares which may be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option and options that may be granted under the Share Option Scheme as described in the Prospectus.

The Share Offer comprises the Public Offer of initially 25,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 225,000,000 Placing Shares of new shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation and the Offer Size Adjustment Option). The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Share Offer — Basis of Allocation of the Offer Shares” in the Prospectus.

In connection with the Share Offer, the Company has granted the Offer Size Adjustment Option, exercisable by the Sole Global Coordinator or its agent (for itself and on behalf of the Placing Underwriters), pursuant to which the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters) may, at any time before 5:00 p.m. on the business day immediately before the date of the announcement of the results of allocation and the basis of allocation of the Public Offer Shares, exercise the Offer Size Adjustment Option to require the Company to allot and issue at the Offer Price up to an aggregate of 37,500,000 additional Placing Shares, representing 15% of the aggregate of the total number of Offer Shares initially made available under the Share Offer, on the same terms as those applicable to the Share Offer, solely to cover any over-allocation, if any, in the Placing.

The Shares to be issued pursuant to the Offer Size Adjustment Option will not be used for price stabilisation purpose and is not subject to the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). The Company will disclose in its allotment results announcement which will be announced on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.genestech.com on or before Thursday, 13 July 2017 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 that time, then the Offer Size Adjustment Option will have lapsed and cannot be exercised on any future date.

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

Applicants who wish to have the allotted Public 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 under the **HK eIPO White Form** service. Applicants who wish to have the allotted Public Offer Shares registered in the name of HKSCC Nominees Limited 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 either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 June 2017 until 12:00 noon on Wednesday, 5 July 2017 at:

(a) the office of the following Public Offer Underwriters:

| | |
|---|---|
| Ample Orient Capital Limited, | Room A, 17/F, Fortune House, 61 Connaught Road Central, Central, Hong Kong |
| ChaoShang Securities Limited, | Room 4001–02, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong |
| China-Hong Kong Link Securities Company Limited, | 19/F, 80 Gloucester Road, Wan Chai, Hong Kong |

(b) any of the following branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

| District | Branch Name | Address |
|------------------|-----------------------|--|
| Hong Kong Island | Des Voeux Road Branch | Standard Chartered Bank Building 4–4A, Des Voeux Road Central Central |
| | Aberdeen Branch | Shop 4A, G/F and Shop 1, 1/F Aberdeen Centre Site 5 No. 6–12 Nam Ning Street Aberdeen |
| Kowloon | Mongkok Branch | Shop B, G/F, 1/F & 2/F 617–623 Nathan Road Mongkok |
| New Territories | Tseung Kwan O Branch | Shop G37–40, G/F Hau Tak Shopping Centre East Wing Hau Tak Estate Tseung Kwan O |

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 June 2017 until 12:00 noon on Wednesday, 5 July 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker who may have the Prospectus and the **YELLOW** Application Forms available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Horsford Nominees Limited — Genes Tech Group 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:

Friday, 30 June 2017 — 9:00 a.m. to 5:00 p.m.
Monday, 3 July 2017 — 9:00 a.m. to 5:00 p.m.
Tuesday, 4 July 2017 — 9:00 a.m. to 5:00 p.m.
Wednesday, 5 July 2017 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications through the designated website of **HK eIPO White Form** Service Provider at www.hkeipo.hk from 9:00 a.m. on Friday, 30 June 2017 till 11:30 a.m. on Wednesday, 5 July 2017 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 5 July 2017 or such later time as described in the section headed "How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 5 July 2017, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 30 June 2017 until 12:00 noon on Wednesday, 5 July 2017.

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 Sole Global Coordinator and the Hong Kong Branch Share Registrar.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price will not be more than HK\$0.32 per Offer Share and is expected to be not less than HK\$0.22 per Offer Share unless otherwise announced. Applicants for Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.32 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and subject to refund. If the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.32 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

Share certificates for the Offer Shares and Shares distributed pursuant to the Share Offer will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Friday, 14 July 2017. **The Company will not issue any temporary document of title.** No receipt will be issued for sums paid on application in respect of the Offer Shares.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Sole Global Coordinator is entitled, in its sole and absolute discretion, to terminate the Underwriters’ obligations under the Underwriting Agreements 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 expected to be Friday, 14 July 2017. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.genestech.com on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM 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 date of commencement of dealings in the Shares on GEM or 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 Offer Price is expected to be fixed by the Price Determination 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 or around Thursday, 6 July 2017 or such later date as the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) may agree. If, for whatever reason, the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) are unable to reach an agreement or enter into the Price Determination Agreement on the Offer Price on or before Monday, 10 July 2017, the Share Offer will not become unconditional

and will lapse immediately. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.genestech.com.

The announcement of the final Offer Price, level of indications of interest in the Placing, the level of applications in the Public Offer, the basis of allotment of the Public Offer Shares and the results of applications in the Public Offer will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.genestech.com on Thursday, 13 July 2017.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available on Thursday, 13 July 2017 in the manner described in the section headed "How to Apply for Public Offer Shares — 11. Publication of results" in the Prospectus.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Friday, 14 July 2017, dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 14 July 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8257.

By order of the Board
Genes Tech Group Holdings Company Limited
靖洋集團控股有限公司
Yang Ming-Hsiang
Chairman and executive Director

Hong Kong, 30 June 2017

As at the date of this announcement, the executive Directors are Mr. Yang Ming-Hsiang, Mr. Fan Chiang-Shen and Ms. Wei Hung-Li and the independent non-executive Directors are Mr. Kam Leung Ming, Mr. Cheng Chun Shing and Mr. Ho Pak Chuen Brian.

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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published and remains on the Company's website at www.genestech.com.