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Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 December 2016 (the “Prospectus”) issued by Aeso Holding Limited (the “Company”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. 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.



aeso

AESO HOLDING LIMITED

艾碩控股有限公司

(incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares : 50,000,000 Placing Shares
**Placing Price : Not more than HK\$0.92 and expected to be
not less than HK\$0.80 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 : US\$0.01 per Share
Stock code : 8341

Sponsor

ANGLO CHINESE 英
CORPORATE FINANCE, LIMITED 高

Joint Bookrunners and Joint Lead Managers

ANGLO CHINESE 英
SECURITIES, LIMITED 高

 **東興證券(香港)**
DONGXING SECURITIES (HONG KONG)

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 Anglo Chinese Corporate Finance, Limited and Anglo Chinese Securities, Limited, at 40/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong, and Dongxing Securities (Hong Kong) Company Limited at 6805-6806A, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, during normal office hours from 9:00 a.m. to 5:00 p.m. from Friday, 30 December 2016 to Thursday, 12 January 2017 (both dates inclusive and for business days only):

Pursuant to the Underwriting Agreement, the Company is offering 50,000,000 Placing Shares for subscription by way of Placing at the Placing Price, representing approximately 25% of our Company's enlarged issued share capital immediately after completion of the Placing and the Capitalisation Issue and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company, will conditionally place 50,000,000 Placing Shares at the Placing Price to selected professional, institutional and/or other investors in Hong Kong subject to the terms and conditions of the Underwriting Agreement and the Prospectus and the relevant laws, rules and regulations.

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

The Placing is fully underwritten by the Underwriters, subject to the terms and conditions of the Underwriting Agreement. The Placing is conditional upon the fulfilment of the conditions as set out in the sub-section headed "Structure and conditions of the Placing - Conditions of the Placing" in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing without interests 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 www.aeso.hk on the next business day immediately following the date of such lapse.

Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate their obligations under the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set out in the sub-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, i.e. Friday, 13 January 2017.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to the Capitalisation Issue and the Placing. Subject to the granting of 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 final Placing Price is expected to be determined by an agreement between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date, which is currently expected to be on or before Friday, 6 January 2017 (Hong Kong time) or such later date as the parties may agree. If, for any reason the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company are unable to agree on the Placing Price by the Price Determination Date or the Underwriting Agreement is not signed, the Placing will not become unconditional and will lapse. 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 www.aeso.hk.

The Placing Price will not be more than is HK\$0.92 per Placing Share and is expected to be not less than HK\$0.80 per Placing Share. 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 term prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

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

The announcement of the level of indications of interests in the Placing will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.aeso.hk on or before Thursday, 12 January 2017.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 13 January 2017.

Shares will be traded in board lots of 5,000 Shares. The stock code for the Shares is 8341.

By order of the Board of
Aeso Holding Limited
Chan Siu Chung
Chairman

Hong Kong, 30 December 2016.

As at the date of this announcement, the executive Directors are Mr. Chan Siu Chung and Mr. Cheung Hiu Tung; the non-executive Directors are Miss. Zhang Qi and Mr. Law Wing Kit; and the independent non-executive Directors are Mr. Lee Chi Chung, Mr. Or Chun Man and Mr. Leung Ka Kui, Johnny.

This announcement, for which all the Directors jointly and severally 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 matters the omission of which would make any statement in 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 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 and remains on the Company's website at www.aeso.hk.