

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of 1957 & Co. (Hospitality) Limited (the “Company”) dated 23 November 2017.

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares.

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.



1957 & Co. (Hospitality) 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 SHARE OFFER

Number of Offer Shares : 80,000,000 Shares (subject to the Offer Size Adjustment Option)

Number of Public Offer Shares : 8,000,000 Shares (subject to reallocation)

Number of Placing Shares : 72,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)

Maximum Offer Price : HK\$0.875 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027%)

Nominal value : HK\$0.0001 per Share

Stock code : 8495

Sole Sponsor



Halcyon Capital Limited

Joint Bookrunners



Halcyon Securities Limited



Opus Capital Limited

Underwriters



Astrum Capital
Management Limited



Halcyon Securities Limited



Opus Capital Limited



Ping An Securities Limited

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus, (including the Shares to be issued pursuant to: (i) the Capitalisation Issue; (ii) the Share Offer (including any Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option); and (iii) any exercise of the share options under the Share Option Scheme.

The Share Offer comprises the Placing and the Public Offer. A total of 80,000,000 Shares (subject to the Offer Size Adjustment Option) will be made available under the Share Offer, of which 72,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The remaining 8,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will be offered under the Public Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

In connection with the Share Offer, the Company has granted to the Joint Bookrunners (for themselves and on behalf of the Underwriters) the Offer Size Adjustment Option pursuant to which the Joint Bookrunners (for themselves and on behalf of the 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 12,000,000 additional 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 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 (www.hkexnews.hk) and the Company’s website (www.1957.com.hk) on or before Monday, 4 December 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.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on GEM, and the Company complies 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 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 also been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.875 per Offer Share and is expected to be not less than HK\$0.625 per Offer Share unless otherwise announced. Applicants under the Public Offer should pay, on application, the maximum Offer Price of HK\$0.875 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is less than HK\$0.875 per Offer Share.

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 Application Forms and the designated website of the HK eIPO White Form Service Provider (www.hkeipo.hk) under the HK eIPO White Form Service. Applicants who would like 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 (www.hkeipo.hk)** under the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees 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.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 23 November 2017 until 12:00 noon on Tuesday, 28 November 2017, from the following locations:

(1) the office of the **Public Offer Underwriters:**

Halcyon Securities Limited	11/F, 8 Wyndham Street Central Hong Kong
Opus Capital Limited	18th Floor, Fung House 19–20 Connaught Road Central Central Hong Kong
Astrum Capital Management Limited	Room 2704, 27/F, Tower 1, Admiralty Centre 18 Harcourt Road Hong Kong
Ping An Securities Limited	Unit 02, 2/F, China Merchants Building 152–155 Connaught Road Central Hong Kong

(2) any of the following branches of **DBS Bank (Hong Kong) Limited**:

	Branch	Address
Hong Kong Island	United Centre Branch	Shops 1015–1018 on 1/F & Shops 2032–2034 on 2/F, United Centre, 95 Queensway, Admiralty
	North Point Branch	G/F, 391 King’s Road, North Point
	Happy Valley Branch	G/F, 18A–22 King Kwong Street, Happy Valley
Kowloon	Nathan Road — SME Banking Centre	2/F, Wofoo Commercial Building, 574–576 Nathan Road, Mongkok
	Kowloon Bay — SME Banking Centre	Shop 6, G/F, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay
New Territories	Tuen Mun Town Plaza — SME Banking Centre	Shop 23, G/F, Tuen Mun Town Plaza (II), 3 Tuen Lung Street, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 23 November 2017 until 12:00 noon on Tuesday, 28 November 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 **YELLOW** Application Forms and the copies of the Prospectus available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker’s cashier order attached and marked payable to “Ting Hong Nominees Limited — 1957 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 times:

Thursday, 23 November 2017 — 9:00 a.m. – 5:00 p.m.

Friday, 24 November 2017 — 9:00 a.m. – 5:00 p.m.

Saturday, 25 November 2017 — 9:00 a.m. – 1:00 p.m.

Monday, 27 November 2017 — 9:00 a.m. – 5:00 p.m.

Tuesday, 28 November 2017 — 9:00 a.m. – 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** service at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 23 November 2017 until 11:30 a.m. on Tuesday, 28 November 2017, and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, 28 November 2017, or such later time as described in the section “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Thursday, 23 November 2017 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 24 November 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Monday, 27 November 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, 28 November 2017 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 23 November 2017 until 12:00 noon on Tuesday, 28 November 2017 (24 hours daily, except on Saturday, 25 November 2017 and on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Tuesday, 28 November 2017, the last application day or such later time as described in the paragraph headed “10. Effect of Bad Weather on the Opening of the Application Lists” in this section.

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 Share Offer.

Prospective investors of the Offer Shares should note that the obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement to procure subscribers for or themselves to subscribe for the Public Offer Shares are subject to the termination by the Joint Bookrunners (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set out under the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Should the Joint Bookrunners (for themselves and on behalf of the Public Offer Underwriters) terminate the Public Offer Underwriting Agreement, the Share Offer will not proceed and will lapse.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Monday, 4 December 2017 (i) in The Standard (in English); (ii) in the Hong Kong Economic Journal (in Chinese); (iii) on the Stock Exchange’s website (www.hkexnews.hk) and (iv) on the Company’s website (www.1957.com.hk). The results of allocations and the Hong Kong identity card/passport/

Hong Kong business registration numbers of successful applicants under the Public Offer will be available through a variety of channels from Monday, 4 December 2017 as described in the section “How to Apply for Public Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Tuesday, 5 December 2017 provided that the Share Offer has become unconditional and the right of termination described in the section “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 5 December 2017. Shares will be traded in board lots of 4,000 Shares each. The stock code for the Shares is 8495.

On behalf of the Board of Directors
1957 & Co. (Hospitality) Limited
Kwok Chi Po
Executive Director and Chief Executive Officer

Hong Kong, 23 November 2017

As at the date of this announcement, the Board of Directors of the Company comprises: (1) Mr. Kwok Chi Po, Mr. Kwan Wing Kuen Tino, Mr. Lau Ming Fai and Mr. Leung Nicholas Nic-hang as the executive Directors; (2) Mr. Leung Chi Tien, Steve as the non-executive Director; and (3) Mr. How Sze Ming, Mr. Ng Wai Hung and Mr. Chan Kam Kwan Jason as the independent non-executive Directors.

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 in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange’s website (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 (www.1957.com.hk).