

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated 28 February 2018 (the “**Prospectus**”) issued by CSMall Group 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 offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering 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 to sell or solicitation to purchase or subscribe for securities in the United States. The Offer 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 that the Shares may be offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States.

In connection with the Global Offering, China Merchants Securities (HK) Co., Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be conducted at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilising period which begins on the Listing Date and is expected to expire on Wednesday, 4 April 2018, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

CSmall Group Limited



(incorporated in the Cayman Islands with limited liability)

GLOABL OFFERING

- Number of Offer Shares : 194,183,990 Shares (subject to Over-allotment Option)**
- Number of International Offer Shares : 174,763,990 Shares (subject to adjustment and the Over-allotment Option)**
- Number of Hong Kong Offer Shares : 19,420,000 Shares (subject to adjustment)**
- Maximum Offer Price : HK\$3.28 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 : US\$0.0001 per Share**
- Stock code : 1815**

Sole Sponsor, Sole Global Coordinator and Sole Bookrunner



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in: (a) the Shares in issue as at the date of the Prospectus, (b) the Shares to be issued pursuant to the Loan Capitalisation Issue, the Distribution and the Global Offering and (c) the Shares which may be issued pursuant to the exercise of the Over-allotment Option. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 13 March 2018. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.csmall.com and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of initially 19,420,000 Shares (subject to adjustment), representing approximately 10% of the total number of Shares initially available under the Global Offering, and the International Offering of initially 174,763,990 Shares (subject to adjustment and the Over-allotment Option, pursuant to which the Company may be required to allot and

issue up to 29,127,598 additional Shares representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price to, among other things, cover over-allocations in the International Offering, if any), representing approximately 90% of the total number of Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section “Structure of the Global Offering” in the Prospectus. In particular, the Global Offering to be offered in the Hong Kong Public Offer and the International Offer may be reallocated as between these offerings at the discretion of the Sole Global Coordinator, subject to the maximum total number of shares that may be allocated to the Hong Kong Public Offer, being 38,840,000 Shares, representing double of the initial allocation to the Hong Kong Public Offer, in accordance with Guidance Letter HKEX-GL-91-18.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and 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 the Stock Exchange or such 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 to enable the Shares to be admitted into CCASS.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the Sole Global Coordinator, exercisable by the Sole Global Coordinator on behalf of the International Underwriters at any time from the Listing Date until the date which is the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 29,127,598 additional Shares, representing up to 15% of the total number of Offer Shares initially available under the Global Offering at the Offer Price to cover over-allocations in the International Offering, if any, and/or close out any covered short position by the Stabilising Manager.

The Offer Price will not be more than HK\$3.28 per Offer Share and is currently expected to be not less than HK\$2.28 per Offer Share, unless otherwise. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$3.28 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$3.28 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the WHITE or YELLOW Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO. Applicants who would like to have the allotted Hong Kong 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 **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong 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 Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 28 February 2018, until 12:00 noon on Monday, 5 March 2018 from:

- a. any of the following addresses of the Hong Kong Underwriters

China Merchants Securities (HK) Co., Limited

48/F., One Exchange Square
Central
Hong Kong

Head & Shoulders Securities Limited

Room 2511, 25/F, Cosco Tower
183 Queen's Road Central
Hong Kong

b. any of the following branches of the receiving bank:

Bank of China (Hong Kong) Limited

| | Branch | Address |
|-------------------------|---|--|
| Hong Kong Island | Bank of China Tower Branch | 3/F, 1 Garden Road |
| | Aberdeen Branch | 25 Wu Pak Street, Aberdeen |
| | Chai Wan Branch | Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan |
| | Causeway Bay Branch | 505 Hennessy Road, Causeway Bay |
| Kowloon | Telford Plaza Branch | Shop Unit, P2-P7, Telford Plaza, No.33 Wai Yip Street, Kowloon Bay |
| | Prince Edward Road West (Mong Kok) Branch | 116-118 Prince Edward Road West, Mong Kok |
| | Tsim Sha Tsui East Branch | Shop 3, LG/F, Hilton Towers, 96 Granville Road, Tsim Sha Tsui East |
| New Territories | Tai Po Plaza Branch | Unit 4, Level 1 Tai Po Plaza, 1 On Tai Road, Tai Po |
| | Kau Yuk Road Branch | 18-24 Kau Yuk Road, Yuen Long |

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 28 February 2018 until 12:00 noon on Monday, 5 March 2018 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 such copies of Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED - CSMALL 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:

Wednesday, 28 February 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 1 March 2018 — 9:00 a.m. to 5:00 p.m.
Friday, 2 March 2018 — 9:00 a.m. to 5:00 p.m.
Saturday, 3 March 2018 — 9:00 a.m. to 1:00 p.m.
Monday, 5 March 2018 — 9:00 a.m. to 12:00 noon

Applicants applying by the **White Form eIPO** may submit applications through the **White Form eIPO** service at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Wednesday, 28 February 2018 until 11:30 a.m. on Monday, 5 March 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, 5 March 2018 or such later time as described in the section "How to Apply for Hong Kong 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:

Wednesday, 28 February 2018 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 1 March 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 2 March 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 3 March 2018 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, 5 March 2018 — 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 Wednesday, 28 February 2018 until 12:00 noon on Monday, 5 March 2018 (24 hours daily, except on the last application day). The latest time for inputting electronic application instructions will be 12:00 noon on Monday, 5 March 2018, the last application day or such later time as described in the section "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indication of interest in the International Offering, the results of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering on the Company’s website at www.csmall.com and the website of the Stock Exchange at www.hkexnews.hk on Monday, 12 March 2018. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Monday, 12 March 2018 as described in the section “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. No receipt will be issued for application monies received. Share certificates will only become valid at 8:00 a.m. on Tuesday, 13 March 2018, provided that the Global Offering has become unconditional and the right of termination described in the “Underwriting” section in the Prospectus has not been exercised. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 13 March 2018. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 1815.

By order of the Board of Directors
CSMall Group Limited
CHEN He
Chairman

Hong Kong, 28 February 2018

As at the date of this announcement, the Board of Directors of the Company comprises Mr. CHEN He, Mr. ZHANG Jinpeng and Mr. QIAN Pengcheng as executive Directors, and Mr. FU Lui, Mr. HU Qilin, Mr. ZHANG Zuhui as independent non-executive Directors.