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(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1360)

**COMPLETION OF (I) PLACING OF SHARES
UNDER SPECIFIC MANDATE AND
(II) MAJOR TRANSACTION
IN RELATION TO THE ACQUISITION OF
THE ENTIRE ISSUED SHARE CAPITAL OF
THE TARGET COMPANY INVOLVING ISSUE OF
CONVERTIBLE NOTES UNDER SPECIFIC MANDATE**

Placing Agent

 **KINGSTON SECURITIES**

The Board is pleased to announce that the conditions of the Placing and the Acquisition have been respectively fulfilled and that the Placing Completion and the Acquisition Completion took place on 8 March 2018 in accordance with the terms and conditions of the Placing Agreement and the Sale and Purchase Agreement, respectively.

Reference is made to the circular of Mega Expo Holdings Limited (the “**Company**”) dated 19 January 2018 (the “**Circular**”) in relation to, amongst other things, (i) the Placing under specific mandate and (ii) the major transaction in relation to the Acquisition involving issue of convertible notes under specific mandate. Unless otherwise specified, terms used herein shall have the same meanings as those defined in the Circular.

THE PLACING COMPLETION

The Board is pleased to announce that the conditions precedent specified in the Placing Agreement have been fulfilled and the Placing Completion took place on 8 March 2018 in accordance with the terms of the Placing Agreement, where a total of 68,600,000 Placing Shares have been successfully placed by the Placing Agent to not fewer than six Placees at the Placing Price of HK\$1.5 per Placing Share.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are Independent Third Parties, and none of the Placees has become a substantial shareholder (as defined under the Listing Rules) of the Company immediately upon the Placing Completion.

The net proceeds from the Placing, after deduction of the commission for the Placing and other related expenses, amount to approximately HK\$100 million. As disclosed in the Circular, the net proceeds will be applied for cash payment of the Consideration in the sum of HK\$100 million.

THE ACQUISITION COMPLETION

The Board is also pleased to announce that the conditions precedent specified in the Sale and Purchase Agreement have been fulfilled and the Acquisition Completion took place on 8 March 2018 in accordance with the terms of the Sale and Purchase Agreement. The CNs in the aggregate principal amount of HK\$168 million have been issued by the Company to the Vendor as partial settlement of the Consideration, where the CNs Certificates are held in escrow by the Company and shall be released and delivered to the Vendor in the manner as set out in the Circular.

Following the Acquisition Completion, the Target Company will become a wholly-owned subsidiary of the Company. Accordingly, the financial results of the Target Company will be consolidated into the financial statements of the Company.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief, the following table sets out the shareholding structure of the Company (i) immediately before the Placing Completion; (ii) immediately upon the Placing Completion; and (iii) immediately upon the Placing Completion and the full conversion of the CNs at the Conversion Price of HK\$1.83 per Conversion Share (for illustration purpose only, assuming there is no other change in the shareholding structure of the Company):

	Immediately before the Placing Completion		Immediately upon the Placing Completion		Immediately upon the Placing Completion and the full conversion of the CNs at the Conversion Price of HK\$1.83 per Conversion Share	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Chen Chao	164,235,000	11.9	164,235,000	11.4	164,235,000	10.7
The Vendor	–	–	–	–	91,803,278	6.0
Placees and other public Shareholders	1,212,665,000	88.1	1,281,265,000	88.6	1,281,265,000	83.3
Total	1,376,900,000	100.0	1,445,500,000	100.0	1,537,303,278	100.0

By Order of the Board
Mega Expo Holdings Limited
Deng Zhonglin
Chairman

Hong Kong, 8 March 2018

As at the date of this announcement, the Board comprises Mr. Deng Zhonglin, Ms. Zhang Jun and Mr. Au-Yong Shong Samuel as executive Directors; Mr. Choi Hung Fai, Mr. Tsang Wing Ki and Dr. Wong Kong Tin, JP as independent non-executive Directors.