

*Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of SMC Electric Limited (蜆壳電業有限公司) (the “**Company**”) dated 19 May 2020.*

*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 to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described in this announcement 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 in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 (the “**Securities Act**”). The securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and in compliance with any applicable state securities laws. There will be no public offer of securities in the United States.*

 **SMC ELECTRIC LIMITED**
蜆壳電業有限公司
(Incorporated in the Cayman Islands with limited liability)

**LISTING ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF SHARE OFFER**

- Number of Offer Shares** : 500,000,000 Shares (comprising
275,000,000 New Shares and
225,000,000 Sale Shares)
- Number of Public Offer Shares** : 50,000,000 Shares (subject to
re-allocation)
- Number of Placing Shares** : 450,000,000 Shares (comprising
225,000,000 New Shares and
225,000,000 Sale Shares) (subject to
re-allocation)
- Offer Price** : HK\$0.25 per Offer Share, plus 1%
brokerage, 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 per Share
Stock code : 2381

Sole Sponsor



Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the granting of the approval 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; and (iii) the exercise of the options which may be granted under the Share Option Scheme). Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 2 June 2020, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 2 June 2020.

The Share Offer comprises the Public Offer of 50,000,000 Public Offer Shares (subject to re-allocation), representing 10% of the Offer Shares, and the Placing of 450,000,000 Placing Shares (comprising 225,000,000 New Shares and 225,000,000 Sale Shares) (subject to re-allocation), representing 90% of the Offer Shares. 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 of the Share Offer” in the Prospectus. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done under the circumstance that the Placing Shares are under subscribed or other than pursuant to the clawback mechanism as described in sub-paragraphs (d) in the sub-section headed “Structure of the Share Offer — Re-allocation between the Placing and the Public Offer” in the Prospectus, the total number of Offer Shares available under the Public Offer following such reallocation shall not be more than double the initial number of Public Offer Shares, i.e., 100,000,000 Shares (representing 20% of the total number of Offer Shares available under the Share Offer).

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. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The Offer Price is HK\$0.25 per Offer Share unless otherwise announced. Applicants for the Public Offer Shares are required to pay in full, on application, the Offer Price of HK\$0.25 per Offer Share together with brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, subject to refund if the conditions of the Share Offer are not fulfilled in accordance with the section headed “Structure of the Share Offer” in the Prospectus or if any application is revoked. Further details are set out in the section headed “How to Apply for Public Offer Shares” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the conditions of the Share Offer are not fulfilled in accordance with the section headed “Structure of the Share Offer – Conditions of the Share Offer” in the Prospectus, appropriate refund monies (including the brokerage, SFC transaction levy and Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the sub-section headed “How to Apply for Public Offer Shares – 13. Refund of Application Monies” in the Prospectus.

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 eWhite Form Service Provider (www.ewhiteform.com.hk) under the eWhite 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 **eWhite Form** Service Provider at www.ewhiteform.com.hk under the **eWhite 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.

WHERE TO COLLECT THE PROSPECTUS AND APPLICATION FORMS

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 19 May 2020 to 12:00 noon on Friday, 22 May 2020, or such later time as described in the sub-section headed “How to apply for Public Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists” in the Prospectus, from:

1. the following addresses of the Public Offer Underwriters:

Elstone Securities Limited	Suite 1601-04, 16/F West Tower, Shun Tak Centre 168-200 Connaught Road Central Hong Kong
CMBC Securities Company Limited	45/F., One Exchange Square 8 Connaught Place, Central Hong Kong
Essence International Securities (Hong Kong) Limited	39/F., One Exchange Square, Central Hong Kong
First Fidelity Capital (International) Limited	Room 908-909, 9/F, Great Eagle Centre 23 Harbour Road, Wanchai Hong Kong
Kingkey Securities Group Limited	44/F, Office Tower, Convention Plaza 1 Harbour Road, Wan Chai Hong Kong
SPDB International Capital Limited	33/F, SPD Bank Tower One Hennessy, 1 Hennessy Road Hong Kong
Zhongtai International Securities Limited	19 Floor, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
Conrad Investment Services Limited	23/F, Tung Hip Commercial Building 244-248 Des Voeux Road Central, Sheung Wan Hong Kong

**Realord Asia Pacific Securities
Limited**

Suite 2402, 24/F, Jardine House
1 Connaught Place, Central
Hong Kong

KGI Asia Limited

41/F, Central Plaza
18 Harbour Road, Wanchai
Hong Kong

**Innovest Securities Investment
Limited**

Unit B, 17/F, United Centre
95 Queensway, Admiralty
Hong Kong

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

Hang Seng Bank Limited

District	Branch Name	Address
Hong Kong Island	Head Office	83 Des Voeux Road Central
	North Point Branch	335 King's Road
Kowloon	Tsimshatsui Branch	18 Carnarvon Road, Tsimshatsui
	Kowloon Main Branch	618 Nathan Road, Mongkok

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Tuesday, 19 May 2020 to 12:00 noon on Friday, 22 May 2020 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Time for Lodging Application Forms

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "**HANG SENG (NOMINEE) LIMITED – SMC ELECTRIC LIMITED PUBLIC OFFER**" for the payment attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Tuesday, 19 May 2020 – 9:00 a.m. to 5:00 p.m.
Wednesday, 20 May 2020 – 9:00 a.m. to 5:00 p.m.
Thursday, 21 May 2020 – 9:00 a.m. to 5:00 p.m.
Friday, 22 May 2020 – 9:00 a.m. to 12:00 noon

The latest time to lodge applications is 12:00 noon on 22 May 2020. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the sub-section headed "How to apply for Public Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists" in the Prospectus.

Applicants applying through **eWhite Form** service may submit applications through the **eWhite Form** Service Provider at www.ewhiteform.com.hk from 9:00 a.m. on Tuesday, 19 May 2020 until 11:30 a.m. on Friday, 22 May 2020 or such later time as described in the sub-section headed "How to Apply for the Public Offer Shares – 10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates ^(Note)

Tuesday, 19 May 2020 – 9:00 a.m. to 8:30 p.m.
Wednesday, 20 May 2020 – 8:00 a.m. to 8:30 p.m.
Thursday, 21 May 2020 – 8:00 a.m. to 8:30 p.m.
Friday, 22 May 2020 – 8:00 a.m. to 12:00 noon

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Tuesday, 19 May 2020 until 12:00 noon on Friday, 22 May 2020 (24 hours daily, except on the last application day).

The latest time for inputting your electronic application instructions will be 12:00 noon on Friday, 22 May 2020, the last application day or such later time as described in "10. Effect of Bad Weather and/or Extreme Conditions on the Opening of the Application Lists" in this section.

Note: The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants

Please refer to the sections headed “Structure 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.

PUBLICATION OF RESULTS

The Company expects to announce the indication of the level 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, 1 June 2020, (i) on the Company’s website at www.smcelectric.com.hk; and (ii) on the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations of the Public Offer Shares and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants and the number of the Public Offer Shares successfully applied for under the Public Offer, will be made available in the manner as described in the sub-section headed “How to Apply for the Public Offer Shares – 11. Publication of results” in the Prospectus on Monday, 1 June 2020, including the website of the Stock Exchange at www.hkexnews.hk and on the Company’s website at www.smcelectric.com.hk.

If an application is rejected, not accepted or accepted in part only, or if the conditions of the Share Offer are not fulfilled in accordance with “Structure of the Share Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid certificates of title at 8:00 a.m. on Tuesday, 2 June 2020 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Tuesday, 2 June 2020, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 2 June 2020. The Shares will be traded in board lots of 10,000 Shares. The stock code of the Shares is 2381.

By order of the Board
SMC ELECTRIC LIMITED
蜆壳電業有限公司
Yung Kwok Kee Billy
Chairman and Non-executive Director

Hong Kong, 19 May 2020

As at the date of this announcement, the board of Directors comprises Mr. Leung Chun Wah and Mr. Tang Che Yin as executive Directors; Mr. Yung Kwok Kee Billy as non-executive Director; and Mr. Leung Man Chiu Lawrence, Mr. Poon Chak Sang Plato and Mr. Lam Sai Yu Geoffrey as independent non-executive Directors.