

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 11 April 2019 (the “**Prospectus**”) of Design Capital Limited (the “**Company**”).

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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 any securities. Potential investors should read the Prospectus for detailed information about 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 or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in the United States or elsewhere. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933 (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of securities of the Company in the United States.

In connection with the Share Offer, Southwest Securities (HK) Brokerage Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it (for itself and on behalf of the Underwriters), may, to the extent permitted by applicable laws of Hong Kong or elsewhere, 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 in the open market for a limited period after the Listing Date. Any market purchases of our Shares will be effected in compliance with all applicable laws and regulatory requirements. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising action. Such stabilising action, if taken, will be required to be brought to an end within 30 days of the last day for lodging applications under the Public Offer. The last day for stabilisation period is expected to end on Thursday, 16 May 2019. Such stabilisation action, if taken, 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 Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). In Hong Kong, the price at which stabilisation is effected is not permitted to exceed the Offer Price.

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

# Design Capital Limited

設計都會有限公司

(incorporated in the Cayman Islands with limited liability)

## SHARE OFFER

<b>Number of Offer Shares</b>	<b>: 500,000,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Public Offer Shares</b>	<b>: 50,000,000 Shares (subject to reallocation)</b>
<b>Number of Placing Shares</b>	<b>: 450,000,000 Shares (subject to reallocation and the Over-allotment Option)</b>
<b>Offer Price</b> (subject to a Downward Offer Price Adjustment)	<b>: Not more than HK\$0.39 per Offer Share and expected to be not less than HK\$0.30 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) (If the Offer Price is set at 10% below the low end of the indicative Offer Price after making a Downward Offer Price Adjustment, the Offer Price will be HK\$0.27 per Public Offer Share)</b>
<b>Nominal value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock code</b>	<b>: 1545</b>

### Sole Sponsor



### Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



### Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Share Offer and the Capitalisation Issue and the Shares which may be issued pursuant to the exercise of the options that may be granted under the Share Option Scheme and the Over-allotment Option. Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Thursday, 25 April 2019, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 25 April 2019. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.designcapital.sg](http://www.designcapital.sg).

The Share Offer comprises the Public Offer of initially 50,000,000 Shares (subject to reallocation) and the Placing of initially 450,000,000 Shares (subject to reallocation and the Over-allotment Option), representing approximately 10% and 90% of the total number of Offer Shares initially being offered under the Share Offer, respectively. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

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 particular, the Joint Global Coordinators (for themselves and on behalf of the Underwriters) may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, where (i) the Placing Shares are fully subscribed or oversubscribed and the Public Offer Shares are fully subscribed or oversubscribed by less than 15 times of the initial number of the Public Offer Shares or (ii) the Placing Shares are under subscribed and the Public Offer Shares are oversubscribed irrespective of the number of times, the Offer Price shall be fixed at HK\$0.30 per Offer Share (being the low-end of the indicative Offer Price range stated in the Prospectus) and up to 50,000,000 Offer Shares may be reallocated to the Public Offer from the Placing, so that the total number of the Offer Shares available under the Public Offer will be increased to 100,000,000 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Share Offer (before any exercise of the Over-allotment option). For further details of the reallocation of the Offer Shares between the Public Offer and the Placing, please refer to the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

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 Thursday, 25 April 2019, on the Stock Exchange or 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 to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.39 per Offer Share and is expected to be not less than HK\$0.30 per Offer Share unless otherwise announced as further explained in the section headed “Structure and Conditions of the Share Offer” in the Prospectus (subject to a reduction of up to 10% below the bottom end of the indicative Offer Price range) through making a Downward Offer Price Adjustment as set out in the Prospectus. If the Offer Price is set after making a 10% Downward Offer Price Adjustment, the Offer Price will be HK\$0.27 per Public Offer Share. Applicants for Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.39 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of HK\$0.39 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Share Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Share Offer” in the Prospectus or if any application is revoked.

If the Company decides to set the Offer Price by making a Downward Offer Price Adjustment (a reduction of up to 10% below HK\$0.30), the Company will separately announce the final Offer Price no later than Wednesday, 24 April 2019 on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.designcapital.sg](http://www.designcapital.sg).

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the HK eIPO White Form.**

Applicants who would like the allotted Public Offer Shares to be issued 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 at [www.hkeipo.hk](http://www.hkeipo.hk) through the **HK eIPO White Form** service. Applicants who would like the Public Offer Shares to be allotted 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 Thursday, 11 April 2019 until 12:00 noon on Tuesday, 16 April 2019 from:

1. any of the following address of the Underwriters:

**Southwest Securities (HK)  
Brokerage Limited**

40/F, Lee Garden One  
33 Hysan Avenue  
Causeway Bay, Hong Kong

**Ruibang Securities Limited**

9/F Sang Woo Building  
227-228 Gloucester Road  
Wanchai, Hong Kong

**Central China International Capital  
Limited**

Suite 3108, Two Exchange Square  
8 Connaught Place  
Central, Hong Kong

<b>Yuanta Securities (Hong Kong) Company Limited</b>	23/F, Tower 1 Admiralty Centre 18 Harcourt Road Admiralty, Hong Kong
<b>Emperor Securities Limited</b>	23-24/F, Emperor Group Centre 288 Hennessy Road Wanchai, Hong Kong
<b>Chuenman Securities Limited</b>	Office A 10/F Sang Woo Building 227-228 Gloucester Road Wanchai, Hong Kong
<b>Aristo Securities Limited</b>	Room 101, 1st Floor On Hong Commercial Building 145 Hennessy Road Wanchai, Hong Kong

2. any of the following branches of Bank of China (Hong Kong) Limited:

	<u>Branch</u>	<u>Address</u>
Hong Kong Island . . . . .	Connaught Road Central Branch	13-14 Connaught Road Central, Hong Kong
Kowloon . . . . .	Prince Edward Road West (Mong Kok) Branch	116-118 Prince Edward Road West, Mong Kok, Kowloon

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 11 April 2019 until 12:00 noon on Tuesday, 16 April 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed 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 — DESIGN CAPITAL PUBLIC OFFER" should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

Your **WHITE** and **YELLOW** Application Forms can be lodged at the following times on the following dates:

Thursday, 11 April 2019	—	9:00 a.m. to 5:00 p.m.
Friday, 12 April 2019	—	9:00 a.m. to 5:00 p.m.
Saturday, 13 April 2019	—	9:00 a.m. to 1:00 p.m.
Monday, 15 April 2019	—	9:00 a.m. to 5:00 p.m.
Tuesday, 16 April 2019	—	9:00 a.m. to 12:00 noon

Applicants applying through the **HK eIPO White Form** service may submit applications through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 11 April 2019 until 11:30 a.m. on Tuesday, 16 April 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, 16 April 2019 or such later time as described in the paragraph headed "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<sup>(1)</sup>:

Thursday, 11 April 2019	—	9:00 a.m. to 8:30 p.m.
Friday, 12 April 2019	—	8:00 a.m. to 8:30 p.m.
Monday, 15 April 2019	—	8:00 a.m. to 8:30 p.m.
Tuesday, 16 April 2019	—	8:00 a.m. 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 and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 11 April 2019 until 12:00 noon on Tuesday, 16 April 2019 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Tuesday, 16 April 2019, the last application day or such later time as described in the paragraph headed “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

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 Public Offer.

Irrespective of whether a Downward Offer Price Adjustment is made, the Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of Public Offer Shares on Wednesday, 24 April 2019 on the website of the Company at [www.designcapital.sg](http://www.designcapital.sg) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.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 from Wednesday, 24 April 2019 through a variety of channels at the times and dates and in the manner specified in the paragraph headed “How to Apply for Public Offer Shares — 11. Publication of Results” in the Prospectus.

No temporary documents 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 at 8:00 a.m. on Thursday, 25 April 2019 provided that the Share Offer has become unconditional and the right of termination described in the paragraph headed “Underwriting — Public Offer Underwriting Arrangements and Expenses — The Public Offer Underwriting Agreement — Grounds for termination” in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid do so at their own risk.

If for any reason, the Offer Price is not agreed between the Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters), on or before Thursday, 18 April 2019, the Share Offer will not proceed and will lapse.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Thursday, 25 April 2019, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 25 April 2019. The Shares will be traded in board lots of 10,000 Shares each.

By order of the Board  
**Design Capital Limited**  
**Goon Eu Jin Terence**  
*Chairman and executive Director*

Hong Kong, 11 April 2019

*As at the date of this announcement, the Board comprises Mr. Goon Eu Jin Terence, Ms. Wee Ai Quey and Ms. Ong Ciu Hwa as executive Directors, Mr. Kho Chuan Thye Patrick and Mr. Lim Sooi Kheng Patrick as non-executive Directors, and Mr. Lim Boon Cheng, Mr. Ng Chee Kwong, Colin and Mr. Wee Kang Keng as independent non-executive Directors.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://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 at [www.designcapital.sg](http://www.designcapital.sg).*