

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Mindtell Technology Limited (the “Company”) dated 29 September 2018.

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 acquire, purchase or subscribe for securities of the Company. 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 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 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”) or any state securities law in the United States. The securities may not be offered, sold, pledged or transferred within the United States except pursuant to registration or an exemption from or in a transaction not subject to the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. There will be no public offer and is not currently intended to be any public offer of securities of the Company in the United States.

Prospective investors of the Offer Shares should note that the Joint Bookrunners (for themselves and on behalf of the Underwriters) are entitled to terminate the Public Offer Underwriting Agreement by giving a notice in writing to the Company upon the occurrence of any of the events set out under the paragraph headed “Underwriting — Underwriting arrangements and expenses — Share Offer — Grounds for termination” of the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

## MINDTELL TECHNOLOGY LIMITED

(Incorporated in the Cayman Islands with limited liability)

### LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING AND PUBLIC OFFER

Number of Offer Shares	:	117,000,000 Shares
Number of Public Offer Shares	:	11,700,000 Shares (subject to re-allocation)
Number of Placing Shares	:	105,300,000 Shares (subject to re-allocation)
Offer Price (subject to a Downward Offer Price Adjustment)	:	Not more than HK\$0.88 per Offer Share and expected to be not less than HK\$0.68 per Offer Shares, 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 bottom end of the indicative Offer Price range after making a Downward Offer Price Adjustment, the Offer Price will be HK\$0.61 per Offer Share)

Nominal value	:	HK\$0.01 per Share
Stock code	:	8611

Sole Sponsor



建泉融資有限公司  
VBG Capital Limited

Joint Bookrunners and Joint Lead Managers



建泉融資有限公司  
VBG Capital Limited



Pacific  
Foundation



潮商證券有限公司  
ChaoShang Securities Limited

Joint Lead Managers



雅利多證券  
ARISTO SECURITIES LIMITED



一盈證券有限公司  
I WIN SECURITIES LTD.



首盛資本集團  
Alpha Financial Group



Application has been made 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 pursuant to the Share Offer, the Capitalisation Issue and any Shares which may be allotted and issued upon the exercise of options that may be granted under the Share Option Scheme. Assuming that the Share Offer becomes unconditional, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Monday, 22 October 2018.

The Share Offer comprises (a) the Public Offer of 11,700,000 Public Offer Shares, representing 10% of the total number of Offer Shares initially made available under the Share Offer (subject to reallocation), and (b) the Placing of initially 105,300,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation). The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and conditions of the Share Offer — The Public Offer — Reallocation” in the Prospectus.

The Joint Bookrunners (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 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 23,400,000 Offer Shares). In each case, based on the additional Offer Shares reallocated to the Public Offer, the number of Offer Shares allocated to the Placing will be correspondingly reduced, in such manner as the Joint Bookrunners (for themselves and on behalf of the Underwriters) deem appropriate, subject to Guidance Letter HKEX-GL91-18.

Subject to the granting of the approval by the Stock Exchange for the listing of, and permission to deal in, the Shares on GEM and the Company’s 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 Listing Date, i.e. Monday, 22 October 2018, 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 for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.88 per Offer Share and is expected to be not less than HK\$0.68 per Offer Share (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\$0.61 per Offer Share. Applicants for the Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.88 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading

fee of 0.005%, and subject to refund. If the Company decides to reduce the Offer Price by making a Downward Offer Price Adjustment (a reduction of up to 10% below the bottom end of the indicative Offer Price range), the Company will separately announce the final Offer Price no later than **Friday, 19 October 2018** on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.mindtelltelltech.com](http://www.mindtelltelltech.com).

If the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.88 per Offer Share, appropriate refund payments (including the related brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

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. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed "Structure and conditions of the Share Offer — Conditions of the Public Offer" in the Prospectus. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.mindtelltelltech.com](http://www.mindtelltelltech.com) on the next business day following the date of such lapse.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Bookrunners (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the section headed "Underwriting — Underwriting arrangement and expenses — The Public Offer — Grounds for termination" of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Monday, 22 October 2018.

Applicants who would like to have the allotted 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 at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allotted 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.

As required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Saturday, 29 September 2018 until 12:00 noon on Friday, 5 October 2018 (both days inclusive) (or such later date and time as may apply as described in the sub-section headed "How to Apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the Application Lists" in the Prospectus) from:

(a) The following office of the Public Offer Underwriters:

VBG Capital Limited  
18/F, Prosperity Tower  
39 Queen's Road Central  
Hong Kong

Pacific Foundation Securities Limited  
11/F, New World Tower II  
16 - 18 Queen's Road Central  
Hong Kong

ChaoShang Securities Limited  
Rooms 4001-4002, 40/F  
China Resources Building  
26 Harbour Road, Wan Chai  
Hong Kong

Aristo Securities Limited  
Room 101, 1st Floor  
On Hong Commercial Building  
145 Hennessy Road, Wanchai  
Hong Kong

I Win Securities Limited  
Room 1916, Hong Kong Plaza  
188 Connaught Road West  
Sai Wan, Hong Kong

Alpha Financial Group Limited  
Room A, 17/F, Fortune House  
61 Connaught Road Central  
Central, Hong Kong

Bluemount Securities Limited  
Room 2403-05, Jubilee Centre  
18 Fenwick Street, Wan Chai  
Hong Kong

(b) Any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Causeway Bay Branch	505 Hennessy Road, Causeway Bay, Hong Kong

Kowloon	194 Cheung Sha Wan Road Branch	194-196 Cheung Sha Wan Road, Sham Shui Po, Kowloon
New Territories	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1-15 Wang Pok Street, Sha Tin, New Territories

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Saturday, 29 September 2018 until 12:00 noon on Friday, 5 October 2018 (both days inclusive) at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker who may have the **YELLOW** Application Forms and copies of the printed Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to BANK OF CHINA (HONG KONG) NOMINEES LIMITED — MINDTELL TECHNOLOGY LIMITED 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 on the following dates:

Saturday, 29 September 2018	–	9:00 a.m. to 1:00 p.m.
Tuesday, 2 October 2018	–	9:00 a.m. to 5:00 p.m.
Wednesday, 3 October 2018	–	9:00 a.m. to 5:00 p.m.
Thursday, 4 October 2018	–	9:00 a.m. to 5:00 p.m.
Friday, 5 October 2018	–	9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** service may submit applications through the **HK eIPO White Form** service at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Saturday, 29 September 2018 until 11:30 a.m. on Friday, 5 October 2018 or such later time as described in the section headed “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last day for applications).

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates: (*Note 1*)

Saturday, 29 September 2018	–	9:00 a.m. to 1:00 p.m.
Tuesday, 2 October 2018	–	8:00 a.m. to 8:30 p.m.
Wednesday, 3 October 2018	–	8:00 a.m. to 8:30 p.m.
Thursday, 4 October 2018	–	8:00 a.m. to 8:30 p.m.
Friday, 5 October 2018	–	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 Saturday, 29 September 2018 until 12:00 noon on Friday, 5 October 2018 (24 hours daily, except on Friday, 5 October 2018, the last application day).

The latest time for inputting your electronic application instructions will be 12:00 noon on Friday, 5 October 2018, the last application day or such later time as described in the subsection headed “How to apply for the Public Offer Shares — 9. Effect of bad weather on the opening of the application lists” in the Prospectus.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to our Company, the Sole Sponsor, the Joint Bookrunners and our Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for the Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price is expected to be fixed by the Price Determination Agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 5 October 2018, or such later date as the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree. If, for whatever reason, the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company are unable to reach an agreement or enter into the Price Determination Agreement on the Offer Price by 12:00 noon, Thursday, 18 October 2018, the Share Offer will not become unconditional and will lapse immediately. In such event, the Company will issue an announcement to be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.mindtellttech.com](http://www.mindtellttech.com).

Irrespective of whether a Downward Offer Price Adjustment is made, the Company expects to announce the final Offer Price, 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 Friday, 19 October 2018 on the Company’s website at [www.mindtellttech.com](http://www.mindtellttech.com) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations in the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available on Friday, 19 October 2018 in the manner described in the section headed “How to apply for the Public Offer Shares — 10. Publication of results” of the Prospectus.

All share certificates will only become valid at 8:00 a.m. on Monday, 22 October 2018 provided that the Share Offer has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting arrangements and expenses — The Public Offer — Grounds for Termination” on the Prospectus has not been exercised.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title of the Shares.

Assuming the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms at or before 8:00 a.m. (Hong Kong time) on Monday, 22 October 2018, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 22 October 2018. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8611.

By order of the Board  
**Mindtell Technology Limited**  
**Chong Yee Ping**  
*Chairman*

Hong Kong, 29 September 2018

*As at the date of this announcement, the executive Directors are Chong Yee Ping, Liu Yan Chee James; the non-executive Directors are Siah Jiin Shyang and Lam Pang; and independent non-executive Director are Chan San Ping, Ho Suet Man Stella and Su Chi Wen.*

*This announcement, for which all 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*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 of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven 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.mindtelltech.com](http://www.mindtelltech.com).*

*Please refer to Prospectus for definition of “Downward Offer Price Adjustment.”*