

*Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Tasty Concepts Holding Limited (the “**Company**”) dated 27 February 2019.*

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares or any other securities. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer before deciding whether or not to invest in the Offer Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

Nothing in this announcement or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Public Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful.

*This announcement is not for release, publication or 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 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, sold, pledged or transferred in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.*

Potential investors of the Offer Shares should note that the Joint Lead Managers are entitled, for themselves and on behalf of the Underwriters, to terminate their obligations under the Underwriting Agreements by notice in writing at their opinion upon the occurrence of any of the events set forth in the section headed “Underwriting — Underwriting arrangements and expenses — The Public Offer — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.



Tasty Concepts Holding Limited
賞之味控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG
LIMITED BY WAY OF SHARE OFFER

- Number of Offer Shares : 125,000,000 Shares**
Number of Public Offer Shares : 12,500,000 Shares (subject to reallocation)
Number of Placing Shares : 112,500,000 Shares (subject to reallocation)
Maximum Offer Price : HK\$0.70 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 : HK\$0.01 per Share
Stock Code : 8096

Sole Sponsor

FRONTPAGE 富比

Frontpage Capital Limited

Joint Bookrunners and Joint Lead Managers



FRONTPAGE 富比



Co-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 pursuant to the Share Offer and the Capitalisation Issue and any Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme.

The Offer Price will be not more than HK\$0.70 per Offer Share and is expected to be not less than HK\$0.40 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares shall pay in full, on application, the maximum Offer Price of HK\$0.70 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\$0.70 per Offer Share.

The Share Offer comprises (a) the Public Offer of initially 12,500,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Share Offer, and (b) the Placing of initially 112,500,000 Shares (subject to reallocation), representing 90% of the total number of Offer Shares initially available under the Share Offer. 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. With reference to Guidance Letter HKEX-GL91-18, if such reallocation is conducted other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be allocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer i.e. 25,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available for subscription under the Share Offer.

The Offer Shares initially offered by the Company in the Share Offer represents 25% of the issued share capital of the Company immediately after completion of the Share Offer and Capitalisation Issue (without taking into account any Shares which may be allotted and issued under the exercise of any options that may be granted under the Share Option Scheme), on and subject to the terms and conditions set out in the Underwriting Agreements and the Prospectus.

If the Stock Exchange grants the approval for the listing of, and permission to deal in, the Shares on GEM of the Stock Exchange and the Company complies 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 (i.e. Friday, 15 March 2019) on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the GEM Listing Rules) 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.

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 related Application Forms.

The Share Offer is conditional upon the fulfilment of the conditions as set out in the section headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus. If any of such conditions has not been fulfilled or waived in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will lapse and the Stock Exchange will be notified immediately. Notice of lapse of the Share Offer will be caused to be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.butaoramen.com the next day following such lapse. In such event, all application monies will be refunded, without interest. The terms on which the application monies will be returned to the applicants are set out in the section headed “How to Apply for the Public Offer Shares — 13. Despatch/Collection of Share certificates and refund monies” in the Prospectus.

Prospective investors should note that the Joint Lead Managers are entitled, for themselves and on behalf of the Underwriters, to terminate their obligations under the Underwriting Agreements by notice in writing to the Company at their opinion upon the occurrence of any of the events set forth in the section headed “Underwriting — Underwriting arrangements and expenses — The Public Offer — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 15 March 2019. Such events include, among other things, any event or series of events of force majeure, including but without limitation to, any act of God, war riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike, lockout, or outbreak of other diseases.

Applicants who wish to have the Public Offer Shares allotted and issued in their own names should complete and sign the **WHITE** Application Form. Applicants who wish to have the Public Offer Shares allotted and issued 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

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 Wednesday, 27 February 2019 to 12:00 noon on Monday, 4 March 2019 (both days inclusive) (or such later date as may apply as described in the section headed “How to Apply for the Public Offer Shares — 9. Effect of bad weather on the opening of the application lists” in the Prospectus) from:

(i) any of the following offices of the Joint Lead Managers:

Alpha Financial Group Limited	Room A, 17th Floor, Fortune House, 61 Connaught Road Central, Central, Hong Kong
ChaoShang Securities Limited	Rooms 2206-2210, 22nd Floor, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong
Frontpage Capital Limited	26th Floor, Siu On Centre, 188 Lockhart Road Wan Chai, Hong Kong
Pacific Foundation Securities Limited	11th Floor, New World Tower II, 16-18 Queen’s Road Central, Hong Kong

(ii) any of the following branches of **Industrial and Commercial Bank of China (Asia) Limited**, the receiving bank for the Public Offer:

	Branch	Address
Hong Kong Island	Queen’s Road Central Branch	Basement, Ground Floor and First Floor of 122 QRC, Nos. 122-126 Queen’s Road Central, Hong Kong
Kowloon	Tsim Sha Tsui Branch	Shop 1&2, Ground Floor, No. 35-37 Hankow Road, Tsim Sha Tsui, Kowloon
New Territories	Tsuen Wan Castle Peak Road Branch	Ground Floor, 423-427 Castle Peak Road Tsuen Wan, 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 Wednesday, 27 February 2019, until 12:00 noon on Monday, 4 March 2019, from: (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) your stockbroker, who may have such Application Forms and the Prospectus available.

Time for lodging the Application Forms

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**ICBC (Asia) Nominee Limited — Tasty Concepts Public Offer**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

Wednesday, 27 February 2019 — 9:00 a.m. to 5:00 p.m.
Thursday, 28 February 2019 — 9:00 a.m. to 5:00 p.m.
Friday, 1 March 2019 — 9:00 a.m. to 5:00 p.m.
Saturday, 2 March 2019 — 9:00 a.m. to 1:00 p.m.
Monday, 4 March 2019 — 9:00 a.m. to 12:00 noon

The latest time for lodging your application is 12:00 noon on Monday, 4 March 2019. The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 4 March 2019, the last application day or such later time as described in the section headed "How to Apply for the Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" in the Prospectus.

The application for the Public Offer Shares will commence on Wednesday, 27 February 2019 through Monday, 4 March 2019. The application monies (including the brokerages, SFC transaction levies and the Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Thursday, 14 March 2019. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Friday, 15 March 2019.

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

- 9:00 a.m. to 8:30 p.m. on Wednesday, 27 February 2019
- 8:00 a.m. to 8:30 p.m. on Thursday, 28 February 2019
- 8:00 a.m. to 8:30 p.m. on Friday, 1 March 2019
- 8:00 a.m. to 12:00 noon on Monday, 4 March 2019

Note:

1. 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.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 27 February 2019 until 12:00 noon on Monday, 4 March 2019 or such later time as described in the section headed “How to Apply for the Public Offer Shares — 5. Applying by giving electronic application instructions to HKSCC via CCASS” in the Prospectus.

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 Lead Managers (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 Tuesday, 5 March 2019 or such later date as may be agreed between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company. The Offer Price is expected to be not more than HK\$0.70 per Offer Share and not less than HK\$0.40 per Offer Share. If, for whatever reason, the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company are unable to reach any agreement or enter into the Price Determination Agreement on the Offer Price on or before Wednesday, 13 March 2019, the Share Offer will not proceed 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 and the Company’s website at www.butaoramen.com.

PUBLICATION OF RESULTS

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the results of applications and the level and the basis of allocation of the Public Offer on Thursday, 14 March 2019, on the Company’s website at www.butaoramen.com and on the Stock Exchange’s website at www.hkexnews.hk. 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 through channels as described in the section headed “How to Apply for the Public Offer Shares — 10. Publication of results” in the Prospectus on Thursday, 14 March 2019.

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 at the times and date and in the manner specified below:

- (a) in the announcement to be posted on the Company's website at www.butaoramen.com and the Stock Exchange's website at www.hkexnews.hk by no later than 8:00 a.m. on Thursday, 14 March 2019;
- (b) from the designated results of allocations website at www.ewhiteform.com.hk/results with a "search by ID" function on a 24-hour basis from 9:00 a.m. on Thursday, 14 March 2019 to 12:00 midnight on Wednesday, 20 March 2019;
- (c) by telephone enquiry line by calling (852) 2153 1688 between 9:00 a.m. and 6:00 p.m. from Thursday, 14 March 2019 to Wednesday, 20 March 2019 (excluding Saturday, Sunday and Hong Kong Public Holiday);
- (d) in the special allocation results booklets which will be available for inspection during opening hours from Thursday, 14 March 2019 to Monday, 18 March 2019 at all the receiving bank branches and sub-branches.

If the Company accepts your offer to purchase (in whole or in part), which it may do by announcing the basis of allocations and/or making available the results of allocations publicly, there will be a binding contract under which you will be required to purchase the Public Offer Shares if the conditions of the Share Offer are satisfied and the Share Offer is not otherwise terminated. Further details are contained in the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for the Public Offer Shares" in the Prospectus

You will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your application. This does not affect any other right you may have.

No receipt will be issued for sums paid on application. No temporary documents of title will be issued in respect of the Shares. Share certificates will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms and conditions prior to 8:00 a.m. (Hong Kong time) on the Listing Date i.e. Friday, 15 March 2019.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 15 March 2019, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 15 March 2019. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8096.

By order of the Board
Tasty Concepts Holding Limited
Tang Chun Ho Chandler
Executive Director and Chief Executive Officer

Hong Kong, 27 February 2019

As at the date of this announcement, the Board comprises one executive Director, namely Mr. Tang Chun Ho Chandler, one non-executive Director, namely Mr. Tang Hing Chee and three independent non-executive Directors, namely Mr. Lee Koon Tak, Mr. Ho Lai Chuen and Mr. Ho Chun Yin Steven.

This announcement, for which 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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus and the Application Forms will remain on the Stock Exchange's website at www.hkexnews.hk, and in the case of this announcement, on the "Latest Listed Company Announcements" page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus and the Application Forms will also be published on the Company's website at www.butaoramen.com.