

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 21 August 2015 (the “Prospectus”) issued by LEAP Holdings Group 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 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, and is not intended to be, an offer of securities of the Company for sale in any jurisdiction, including, without limitation, the United Kingdom, Australia, Japan, Canada or the United States. This announcement is not for distribution, directly or indirectly, in or into the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). The securities of the Company may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not be and it is not intended to be any public offering of securities of the Company in the United States. This announcement and information contained herein are 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).

LEAP Holdings Group Limited

前進控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	: 572,000,000 Shares (comprising 286,000,000 new Shares and 286,000,000 Sale Shares)
Number of Public Offer Shares	: 57,200,000 Shares (subject to reallocation)
Number of Placing Shares	: 514,800,000 Shares (subject to reallocation)
Maximum Offer Price	: HK\$0.28 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 dollar and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 1499

Sponsor



TC CAPITAL
天財資本

Joint Bookrunners and Joint Lead Managers



TC CAPITAL
天財資本

Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to Share Offer (including any Shares which may be issued pursuant to the Capitalisation Issue and the exercise of any options that may be granted under the Share Option Scheme). Assuming the Public Offer becomes unconditional on or before 8:00 a.m. (Hong Kong time) on Wednesday, 2 September 2015, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. (Hong Kong time) on Wednesday, 2 September 2015.

The Share Offer comprises the Public Offer of initially 57,200,000 Shares (subject to reallocation), representing 10% of the Offer Shares, and the Placing of initially 514,800,000 Shares (subject to reallocation), 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.

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.

The Offer Price will not be more than HK\$0.28 per Offer Share and is expected to be not less than HK\$0.22 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay in full, upon application, the maximum Offer Price of HK\$0.28 per Offer Share plus 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee, subject to refund if the Offer Price as finally determined is less than HK\$0.28 per Offer Share.

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.

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

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 21 August 2015 until 12:00 noon on Wednesday, 26 August 2015 from:

(i) any of the following offices of the Public Offer Underwriters:

CNI Securities Group Limited	10th Floor, Sun's Group Centre 200 Gloucester Road Wanchai, Hong Kong
TC Capital Asia Limited	Suites 1903–1904, 19th Floor Tower 6, The Gateway Harbour City 9 Canton Road Tsim Sha Tsui Kowloon, Hong Kong

(ii) any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

District	Branch Name	Address
Hong Kong Island	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
	Causeway Bay Branch	G/F to 2/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay
Kowloon	Tsimshatsui Branch	G/F, 8A-10 Granville Road, Tsimshatsui
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
New Territories	Tai Po Branch	G/F Shop No. 2, 23-25 Kwong Fuk Road, Tai Po Market, Tai Po
	Metroplaza Branch	Shop No. 175-176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 21 August 2015 until 12:00 noon on Wednesday, 26 August 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have **YELLOW** Application Forms and the Prospectus available.

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 "HORSFORD NOMINEES LIMITED — LEAP HOLDINGS 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:

Friday, 21 August 2015 — 9:00 a.m. to 5:00 p.m.
Saturday, 22 August 2015 — 9:00 a.m. to 1:00 p.m.
Monday, 24 August 2015 — 9:00 a.m. to 5:00 p.m.
Tuesday, 25 August 2015 — 9:00 a.m. to 5:00 p.m.
Wednesday, 26 August 2015 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 26 August 2015, the last application day or such later time as described in "How to Apply for the Public Offer Shares – 9. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 21 August 2015 until 12:00 noon on Wednesday, 26 August 2015.

Please refer to the sections headed “Structure 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 Company expects to announce the final Offer Price, the level of indication of interest under the Placing, the level of applications under the Public Offer and the basis of allocation of the Public Offer Shares on or before Tuesday, 1 September 2015 in The Standard (in English) and Sing Tao Daily (in Chinese), on the Company’s website at www.leapholdings.hk and the website of the Stock Exchange at www.hkexnews.hk, respectively. The results of allocations of 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 through a variety of channels at the times and dates and in the manner as described in the section headed “How to Apply for the Public Offer Shares – 10. Publication of Results” in the Prospectus.

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 Wednesday, 2 September 2015 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination” in the Prospectus has not been exercised.

Assuming that 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 Wednesday, 2 September 2015, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. (Hong Kong time) on Wednesday, 2 September 2015. The Shares will be traded in board lots of 10,000 Shares each under the stock code 1499.

By order of the Board
LEAP Holdings Group Limited
Ip Ying Chau
Chairman and Executive Director

Hong Kong, 21 August 2015

As at the date of this announcement, the Board comprises Mr. Ip Ying Chau (Chairman), Mr. Chan Wing Chung, Ms. Tung Ah Pui Athena and Mr. Chan Chiang Kan as executive Directors, and Mr. Cheung Kwok Yan Wilfred, Mr. Feng Zhidong and Mr. Ho Ho Ming as independent non-executive Directors.

This announcement is available for viewing on the Company’s website at www.leapholdings.hk and the website of the Stock Exchange at www.hkexnews.hk.

Please also refer to the published version of this announcement in The Standard (in English) and Sing Tao Daily (in Chinese).