

Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 26 February 2018 (the “**Prospectus**”) issued by B & S International Holdings Ltd. (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (“**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 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 Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (“**the US Securities Act**”) and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of, US persons, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act.



## B & S INTERNATIONAL HOLDINGS LTD.

賓仕國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

### SHARE OFFER

Number of Offer Shares	: 100,000,000 Shares
Number of Public Offer Shares	: 10,000,000 Shares (subject to re-allocation)
Number of Placing Shares	: 90,000,000 Shares (subject to re-allocation)
Maximum Offer Price	: HK\$1.00 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and the 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	: 1705

Sole Sponsor



Lego Corporate  
Finance Limited  
力高企業融資有限公司

Sole Global Coordinator and Joint Bookrunner



Lego Securities Limited  
力高證券有限公司

Joint Bookrunner and Joint Lead Manager

SUNWAH KINGSWAY  
新華滙富

Joint Lead Managers



中國銀河國際  
CHINA GALAXY INTERNATIONAL



德華證券有限公司  
Brilliant Norton  
Securities Company Limited

Co-Managers



勤豐證券  
CANFIELD SECURITIES



新城晉峰證券有限公司  
FUTURE LAND RESOURCES SECURITIES LIMITED

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 (i) the Capitalisation Issue; (ii) the Share Offer; and (iii) the exercise of any options that may be granted under the Share Option Scheme. Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Wednesday, 14 March 2018 (Hong Kong time), it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Wednesday, 14 March 2018 (Hong Kong time).

The Share Offer consists of the Public Offer of initially 10,000,000 Offer Shares (subject to re-allocation), representing 10% of the total number of Offer Shares being offered under the Share Offer and the Placing of initially 90,000,000 Offer Shares (subject to re-allocation), representing 90% of the total number of Offer Shares being offered under the Share Offer. The allocation of Offer Shares between the Public Offer and the Placing is subject to re-allocation as described in the section headed “Structure and Conditions of the Share Offer — Re-allocation between the Placing and the Public Offer” in the Prospectus.

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange as well as the 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 on any other date HKSCC may choose. 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\$1.00 per Offer Share and is expected to be not less than HK\$0.80 per Offer Share unless otherwise announced. Applicants for the Public Offer Shares must pay the maximum indicative Offer Price of HK\$1.00 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the application is wholly or partially unsuccessful and/or if the Offer Price as finally determined is less than HK\$1.00 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 related Application Forms.**

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

Applicants who would like the allotted Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Investor Participants’ stock accounts or their designated CCASS Participants’ stock accounts should either (i) complete and sign the **YELLOW** Application Form, 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 Monday, 26 February 2018 until 12:00 noon on Tuesday, 6 March 2018 from:

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

<b>Lego Securities Limited</b>	Room 804, 8/F., Jubilee Centre, 46 Gloucester Road, Wanchai, Hong Kong
<b>Kingsway Financial Services Group Limited</b>	7/F, Tower 1, Lippo Centre, 89 Queensway Hong Kong
<b>China Galaxy International Securities (Hong Kong) Co., Limited</b>	20/F, Wing On Centre, 111 Connaught Road Central, Hong Kong
<b>Brilliant Norton Securities Company Limited</b>	Shop Space No.64, G/F Blocks, 7–14 City Garden, 233 Electric Road, North Point, Hong Kong (for the period from 26 February 2018 to 2 March 2018)  Office C, 27/F, Billion Plaza 2, 10 Cheung Yue Street, Kowloon, Hong Kong (for the period from 5 March 2018 to 6 March 2018)
<b>Canfield Securities Company Limited</b>	Suite 7707, 77/F, The Center, 99 Queen's Road Central, Central, Hong Kong
<b>Future Land Resources Securities Limited</b>	6/F, Winbase Centre, 208 Queen's Road Central, 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:

<b>District</b>	<b>Branch name</b>	<b>Address</b>
Hong Kong	Central Branch	1/F., 9 Queen's Road Central
	Wanchai Branch	117–123 Hennessy Road, Wanchai
	Causeway Bay Branch	Shop A on G/F, 1/F, Hennessy Apartments, 488 & 490 Hennessy Road
Kowloon	Tsim Sha Tsui Branch	Shop 1&2, G/F, No. 35–37 Hankow Road, Tsimshatsui
	Mongkok Branch	G/F, Belgian Bank Building, 721–725 Nathan Road, Mongkok
New Territories	Sha Tsui Road Branch	Shop 4, G/F Chung On Building, 297–313 Sha Tsui Road, Tsuen Wan

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 26 February 2018 until 12:00 noon on Tuesday, 6 March 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from applicants' stockbrokers, who may have the **YELLOW** Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Forms completed in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "ICBC (Asia) Nominee Limited — B & S INTERNATIONAL Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank listed above, on the following times on the following dates:

**Monday, 26 February 2018 — 9:00 a.m. to 5:00 p.m.**  
**Tuesday, 27 February 2018 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 28 February 2018 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, 1 March 2018 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 2 March 2018 — 9:00 a.m. to 5:00 p.m.**  
**Saturday, 3 March 2018 — 9:00 a.m. to 1:00 p.m.**  
**Monday, 5 March 2018 — 9:00 a.m. to 5:00 p.m.**  
**Tuesday, 6 March 2018 — 9:00 a.m. to 12:00 noon**

The application for the Offer Shares will commence on Monday, 26 February 2018 through Tuesday, 6 March 2018, being longer than normal market practice of four days. The application monies (including the brokerages, SFC transaction levies and 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 Tuesday, 13 March 2018. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Wednesday, 14 March 2018.

The Application Lists will be open from 11:45 a.m. until 12:00 noon on Tuesday, 6 March 2018, the last application day or such later time as described in the section headed "How to Apply for Public Offer Shares — 9. Effect of bad weather on the opening of the Application Lists" in the Prospectus.

### **Time for Inputting Electronic Application Instructions**

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

**Monday, 26 February 2018 — 9:00 a.m. to 8:30 p.m.<sup>(1)</sup>**  
**Tuesday, 27 February 2018 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>**  
**Wednesday, 28 February 2018 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>**  
**Thursday, 1 March 2018 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>**  
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**Saturday, 3 March 2018 — 8:00 a.m. to 1:00 p.m.<sup>(1)</sup>**  
**Monday, 5 March 2018 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>**  
**Tuesday, 6 March 2018 — 8:00 a.m.<sup>(1)</sup> 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.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 26 February 2018 until 12:00 noon on Tuesday, 6 March 2018 (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, 6 March 2018, the last application day or such later time as described in the section headed “How to Apply for Public Offer Shares — 9. 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.

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 the Public Offer Shares on Tuesday, 13 March 2018 on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.bandshk.com](http://www.bandshk.com).

The results of allocations in the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Public Offer Shares successfully applied for under **WHITE** and **YELLOW** application forms, or by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels as described in the section headed “How to Apply for Public Offer Shares — 10. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title of the Shares. Share certificates will only become valid certificates of title at 8:00 a.m. on Wednesday, 14 March 2018 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. No receipt will be issued for the sums paid on application. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 14 March 2018. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Company is 1705.

By order of the Board  
**B & S International Holdings Ltd.**  
**Chan Kam Chuen Andrew**  
*Chairman and Chief Executive Officer*

Hong Kong, 26 February 2018

*As at the date of this announcement, the executive Directors are Mr. Chan Kam Chuen Andrew, Mr. Chan Siu Cheung Stephen, Mr. Chau Wing Kong William and Ms. Tin Hau Ling Janny; and the independent non-executive Directors are Mr. Yu Ka Ho Bernard, Mr. See Hung Yan Peter and Mr. Chung Kwok Mo John.*

*This announcement is available for viewing on the website of the Stock Exchange at **www.hkexnews.hk** and the website of the Company at **www.bandshk.com**.*