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Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 29 September 2017 (the “**Prospectus**”) of KML Technology Group Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully 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. The Shares have not been, and will not be, registered under the U.S. Securities Act. The securities may not be offered or sold 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 and is not currently intended to be any public offer of securities in the United States.

## **KML Technology Group Limited**

### **高萌科技集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

#### **SHARE OFFER**

<b>Total number of Offer Shares</b>	<b>:</b>	<b>100,000,000 Shares (subject to the Offer Size Adjustment Option)</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>10,000,000 Shares (subject to reallocation)</b>
<b>Number of Placing Shares</b>	<b>:</b>	<b>90,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$0.72 per Offer Share and expected to be not less than HK\$0.48 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)</b>
<b>Nominal Value</b>	<b>:</b>	<b>HK\$0.01 per Share</b>
<b>Stock Code</b>	<b>:</b>	<b>8065</b>

#### *Sole Sponsor*

**SUNWAH** **KINGSWAY**  
**新華滙富**

**Kingsway Capital Limited**

#### *Joint Bookrunners*

**SUNWAH** **KINGSWAY**  
**新華滙富**

**Kingsway Financial Services Group Limited**

**Opus** | Capital Limited  
創富融資有限公司

**Opus Capital Limited**

#### *Joint Lead Managers*

**SUNWAH** **KINGSWAY**  
**新華滙富**

**Kingsway Financial Services  
Group Limited**

**Opus** | Capital Limited  
創富融資有限公司

**Opus Capital Limited**

**新富集團**  
**SANFULL GROUP**

**Sanfull Securities Limited**

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (a total of 400,000,000 Shares in issue upon completion of the Share Offer and any Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme and the Offer Size Adjustment Option).

Subject to the granting by the Stock Exchange of the approval of the listing of, and permission to deal in, the Shares on the GEM 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 Listing Date or, under contingent situation, 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 Share Offer comprises (i) the Public Offer of initially 10,000,000 Shares (subject to reallocation), representing 10% of the total number of the Offer Shares; and (ii) the Placing of 90,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the total number of the Offer Shares.

The Offer Price will be not more than HK\$0.72 per Offer Share and is expected to be not less than HK\$0.48 per Offer Share. Applicants for Public Offer Shares under the Public Offer shall pay in full, on application, the maximum Offer Price of HK\$0.72 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund. If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.72 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

In connection with the Share Offer, the Company proposes to grant the Offer Size Adjustment Option to the Placing Underwriters, exercisable by the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters) at any time during the period from the date of the Placing Underwriting Agreement to the business day immediately before the date of the announcement of the results of allocations and the basis of allocation of the Public Offer Shares, to require our Company to allot and issue up to an aggregate of 15,000,000 additional Placing Shares, representing 15% of the number of the Offer Shares initially being offered under the Share Offer, on the same terms as those applicable to the Share Offer. The Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after listing of the Shares on the Stock Exchange and is not subject to the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Any such additional Shares may be issued to cover any excess demand in the Placing and in the event that the Offer Size Adjustment Option is exercised with the consent of our Company, the Joint Bookrunners may decide to whom and proportions in which the additional Shares will be allotted. If the Offer Size Adjustment

Option is exercised in full, the additional 15,000,000 Shares and the Offer Shares will represent approximately 3.6% and 24.1% respectively of our Company's enlarged share capital immediately after completion of the Share Offer and the exercise of the Offer Size Adjustment Option.

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 fulfillment of the conditions as set out in the subsection headed "Structure of the Share Offer – Conditions of the Share Offer" in the Prospectus. If such conditions have not been fulfilled (or, where applicable, waived by the Joint Bookrunners (for themselves and on behalf of the other Underwriters)) 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 not proceed and all money received will be refunded to applicants for the Share Offer without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Public 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.kml.com.hk](http://www.kml.com.hk) on the next day following 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 other Underwriters) upon the occurrence of any of the events set forth in the subsection headed "Underwriting – Underwriting arrangements and expenses – 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. Monday, 16 October 2017.

Applicants who would like to have the allotted Public Offer Shares 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) under the **HK eIPO White Form** service. Applicants who would like to have 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, 29 September 2017 until 12:00 noon on Friday, 6 October 2017 from the following locations:

1. any of the following offices of the Public Offer Underwriters:

Kingsway Financial Services Group Limited                      7/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong

Opus Capital Limited                                      18th Floor, Fung House, 19-20 Connaught Road Central, Central, Hong Kong

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

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	North Point Branch	G/F, 391 King's Road, North Point
<b>Kowloon</b>	San Po Kong – SME Banking Centre	Units 01 & 02, G/F, Winning Centre, 29 Tai Yau Street, San Po Kong
	Yaumatei Branch	G/F & 1/F, 131-137 Woo Sung Street, Yau Ma Tei
<b>New Territories</b>	Kwai Chung Branch	G/F, 1001 Kwai Chung 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, 29 September 2017 until 12:00 noon on Friday, 6 October 2017 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbrokers.

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 "Ting Hong Nominees Limited — KML Tech Public Offer" for the payment, 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.

Applicants applying by **HK eIPO White Form** service may submit applications through the **HK eIPO White Form** service at the designated website [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Friday, 29 September 2017 until 11:30 a.m. on Friday, 6 October 2017 (24 hours daily, except on the last application day) and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 6 October 2017, or such later time as described in the subsection headed “How to Apply for Public Offer Shares – 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Friday, 29 September 2017 until 12:00 noon on Friday, 6 October 2017 (24 hours daily, except on the latest application day) or such later time as described in the subsection headed “How to Apply for Public Offer Shares — 10. 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.

Please refer to the sections headed “Structure 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 Offer Price is expected to be fixed by the agreement to be entered into between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date to record and fix the Offer Price (the “Price Determination Agreement”). The Price Determination Date is expected to be Monday, 9 October 2017, or such later date as the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree, but in any event no later than Thursday, 12 October 2017. If, for whatever reason, the Joint Bookrunners (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 Price Determination Date or such later date as agreed by the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company, the Share Offer will not proceed and 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.. 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.kml.com.hk](http://www.kml.com.hk).

The Company expects to announce the final Offer Price, the level of indication of interests in the Placing, the results of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Friday, 13 October 2017 on the Company’s website at [www.kml.com.hk](http://www.kml.com.hk) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations in the Public Offer with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) for the Public Offer, will be made available in the manner specified in the subsection headed “How to Apply for Public Offer Shares — 11. Publication of Results” in the Prospectus on Friday, 13 October 2017.

Assuming the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms prior to 8:00 a.m. in Hong Kong on Monday, 16 October 2017, dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Monday, 16 October 2017. The Shares will be traded in board lots of 5,000 Shares each under the stock code 8065. The Company will not issue any receipts for sum paid on application or temporary documents of title.

By order of the Board of  
**KML TECHNOLOGY GROUP LIMITED**  
**LUK Kam Ming**  
*Chairman and Executive Director*

Hong Kong, 29 September 2017

*As at the date of this announcement, the executive Directors are Mr. LUK Kam Ming, Mr. CHAN Chak Lun Philip, Mr LUK Kwai Lung and Mr. LUK Yin Cheung; and the Independent Non-executive Directors are Mr. LAU On Kwok, Dr. TSE Chi Kong and Mr. LAW Wing Chi Stephen.*

*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 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.kml.com.hk](http://www.kml.com.hk).*