

*Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated 28 June 2019 (the “**Prospectus**”) issued by Analogue Holdings 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. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Shares thereby offered.

*This announcement is not for release, publication, and 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 an offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”), or any state securities laws of the United States, and may not be offered, sold, pledged or transferred or delivered within the United States unless pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any state securities laws of the United States. The Offer Shares may only be offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States.*

*In connection with the Global Offering, Elstone Securities Limited, as the stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). The details of the intended stabilization and how it will be regulated under the Securities and Futures Ordinance are set forth in the section headed “Structure of the Global Offering” in the Prospectus.*

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Saturday, 3 August 2019, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



ANALOGUE HOLDINGS LIMITED

安樂工程集團有限公司

(Incorporated in Bermuda with limited liability)

GLOBAL OFFERING

**Number of Offer Shares under : 350,000,000 Shares (subject to the
the Global Offering Over-allotment Option)**

Number of Hong Kong Offer Shares : 35,000,000 Shares (subject to adjustment)

**Number of International Placing Shares : 315,000,000 Shares (subject to adjustment and
the Over-allotment Option)**

**Offer Price : HK\$1.20 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)**

Nominal value : HK\$0.01 per Share

Stock code : 1977

Sole Sponsor



Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers



交銀國際
BOCOM International



中國通海證券有限公司
CHINA TONGHAI SECURITIES LIMITED



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Shares to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Friday, 12 July 2019.

The Global Offering comprises the Hong Kong Public Offer of 35,000,000 Shares (subject to adjustment), representing 10% of the total Offer Shares, and the International Placing of 315,000,000 Shares (subject to adjustment and the Over-allotment Option), representing 90% of the total Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

In particular, the Offer Shares to be offered in the Hong Kong Public Offer and the International Placing may be reallocated as between these offerings at the discretion of the Sole Global Coordinator. If such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, in accordance with Guidance Letter HKEX-GL91-18, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offer following such reallocation will be 70,000,000 Shares (representing 20% of the total number of Offer Shares initially available under the Global Offering). For further details of the reallocation of the Offer Shares between the Hong Kong Public Offer and the International Placing, please refer to the section headed “Structure of the Global Offering” in the Prospectus. The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus.

The Company is expected to grant to the International Underwriters, exercisable by the Sole Global Coordinator (on behalf of the International Underwriters), the Over-allotment Option, which will be exercisable from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offer, to require the Company to allot and issue up to an aggregate of 52,500,000 additional Shares, representing up to 15% of the Shares initially being offered under the Global Offering, at the same price per Offer Share under the International Placing, to cover over-allocation in the International Placing, if any.

In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.atal.com and the website of the Stock Exchange at www.hkexnews.hk.

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 is HK\$1.20 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, HK\$1.20 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.hkeipo.hk) in relation to the HK eIPO White Form. Applicants who would like to have the allotted Hong Kong 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 under the HK eIPO White Form service. Applicants who would like to have the allotted Hong Kong 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.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 June 2019, until 12:00 noon on Thursday, 4 July 2019 from:

1. the following address of the Hong Kong Underwriters:

Elistone Securities Limited

Suite 1601-04, 16/F West Tower, Shun Tak Centre,
168-200 Connaught Road Central, Hong Kong

BOCOM International Securities Limited

9th Floor, Man Yee Building, 68 Des Voeux Road Central, Hong Kong

China Tonghai Securities Limited

18/F, China Building, 29 Queen's Road Central, Hong Kong

GLAM Capital Limited

Rooms 908-11, 9/F, Nan Fung Tower, 88 Connaught Road Central,
Hong Kong

2. any of the following branches of the receiving bank:

Bank of China (Hong Kong) Limited

District	Branch Name	Address
Hong Kong Island	Central District (Wing On House) Branch	B/F-2/F, Wing On House, 71 Des Voeux Road Central, Hong Kong
	King's Road Branch	131-133 King's Road, North Point, Hong Kong
	Taikoo Shing Branch	Shop P1025-1026, Chi Sing Mansion, Taikoo Shing, Hong Kong
Kowloon	Kwun Tong Plaza Branch	G1 Kwun Tong Plaza, 68 Hoi Yuen Road, Kwun Tong, Kowloon
	Mong Kok Branch	589 Nathan Road, Mong Kok, Kowloon

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 28 June 2019 until 12:00 noon on Thursday, 4 July 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — ANALOGUE HOLDINGS PUBLIC OFFER**" attached should be deposited in the special collection boxes provided at any of the branches of the receiving banks referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** service at www.hkeipo.hk from 9:00 a.m. on Friday, 28 June 2019 until 11:30 a.m. on Thursday, 4 July 2019 or such later time as described in the paragraph headed "How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

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

Friday, 28 June 2019 — 9:00 a.m. to 8:30 p.m.
Saturday, 29 June 2019 — 8:00 a.m. to 1:00 p.m.
Tuesday, 2 July 2019 — 8:00 a.m. to 8:30 p.m.
Wednesday, 3 July 2019 — 8:00 a.m. to 8:30 p.m.
Thursday, 4 July 2019 — 8:00 a.m. to 12:00 noon

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 Friday, 28 June 2019 until 12:00 noon on Thursday, 4 July 2019 (24 hours daily, except on Thursday, 4 July 2019, the latest application day) or such later time as described in the paragraph headed "How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

The Company expects to publish the announcement on the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offer (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk); and (iv) on the Company’s website (www.atal.com) on or before Thursday, 11 July 2019. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offer will be available through a variety of channels from Thursday, 11 July 2019 as described in the paragraph headed “How to Apply for the Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application fees received. Share certificates will only become valid at 8:00 a.m. on Friday, 12 July 2019 provided that the Global Offering has become unconditional in all respects and the right of termination described in the paragraph headed “Underwriting — Underwriting Arrangements, Commissions and Expenses — Hong Kong Public Offer — Grounds for termination” in the Prospectus has not been exercised. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 12 July 2019. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Company is 1977.

By Order of the Board of Directors
Analogue Holdings Limited
Dr. Poon Lok To Otto
Chairman

Hong Kong, 28 June 2019

As at the date of this announcement, the executive Directors of the Company are Dr. Poon Lok To Otto, Mr. Cheng Siu Ngai Kevin, Mr. Law Wei Tak, Mr. Chan Hoi Ming; the non-executive Director of the Company is Dr. Mak Kin Wah and the independent non-executive Directors of the Company are Mr. Chan Fu Keung, Mr. Lam Kin Fung Jeffrey and Mr. Wong King On Samuel.