

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 1 November 2016 (the “**Prospectus**”) issued by Zhou Hei Ya International Holdings Company 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 Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby 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 in the United States. The 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 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 of securities in the United States.*

*In connection with the Global Offering, Morgan Stanley Asia Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing 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 Stabilizing Manager or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. 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 Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, 4 December 2016, being the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. After this date when no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*



**Zhou Hei Ya International Holdings Company Limited**  
**周黑鴨國際控股有限公司**

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

**GLOBAL OFFERING**

<b>Number of Offer Shares under the Global Offering</b>	<b>:</b>	<b>424,470,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>42,447,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>:</b>	<b>382,023,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>:</b>	<b>HK\$7.80 per Offer Share, plus brokerage of 1.0%, 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>US\$0.000001 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>1458</b>

*Joint Sponsors and Joint Global Coordinators*

**Morgan Stanley**

**CREDIT SUISSE**

*Joint Bookrunners and Joint Lead Managers*

**Morgan Stanley**

**CREDIT SUISSE**

**CMS**  **招商证券**

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 the Shares to be issued pursuant to the Capitalization Issue and the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 11 November 2016, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. on Friday, 11 November 2016. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.zhouheiya.cn](http://www.zhouheiya.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of 42,447,000 Shares (subject to adjustment) representing approximately 10% of the total number of Offer Shares under the Global Offering, and the International Offering of 382,023,000 Shares (subject to adjustment and the Over-allotment Option) representing approximately 90% of the total number of Offer Shares under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed "Structure of the Global Offering" 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 Exchange Participants (as defined in the 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 to enable the Shares to be admitted into CCASS.

Pursuant to the Over-allotment Option, the International Underwriters have the right, exercisable by the Joint Global Coordinators (on behalf of the International Underwriters) at any time from the day on which trading of the Shares commences on the Stock Exchange up to Sunday, 4 December 2016, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 63,670,500 additional Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price, to cover over-allocations in the International Offering (if any).

The Offer Price will not be more than HK\$7.80 per Offer Share and is currently expected to be not less than HK\$5.80 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$7.80 per Offer Share together with brokerage fee of 1.0%, 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\$7.80 per Offer Share.

**Applications for the Hong Kong 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 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 **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** 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 Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 1 November 2016, until 12:00 noon on Friday, 4 November 2016 from:

1. the following offices of the Hong Kong Underwriters:

Morgan Stanley Asia Limited  
Level 46  
International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

Credit Suisse (Hong Kong) Limited  
Level 88 International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

China Merchants Securities (HK) Co., Limited  
48F  
One Exchange Square  
Central  
Hong Kong

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

**Standard Chartered Bank (Hong Kong) Limited**

	<b>Branch name</b>	<b>Address</b>
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
	Causeway Bay Branch	G/F to 2/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay
Kowloon	Kwun Tong Hoi Yuen Road Branch	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong
	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
	68 Nathan Road Branch	Basement, Shop B1, G/F and M/F Golden Crown Court, 66-70 Nathan Road, Tsim Sha Tsui
New Territories	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21-27 Shatin Centre Street, Shatin

## **Bank of Communications Co., Ltd. Hong Kong Branch**

	<b>Branch name</b>	<b>Address</b>
Hong Kong Island	Central District Sub-Branch	G/F., Far East Consortium Building, 125A Des Voeux Road C., Central
	Kennedy Town Sub-Branch	G/F., 113-119 Belcher's Street, Kennedy Town
Kowloon	Cheung Sha Wan Plaza Sub-Branch	Unit G04 on G/F., Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road
New Territories	Tiu Keng Leng Sub-Branch	Shops Nos. L2-064 and L2-065, Level 2, Metro Town, Tiu Keng Leng

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 1 November 2016 until 12:00 noon on Friday, 4 November 2016 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 "**HORSFORD NOMINEES LIMITED — ZHY 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 the following dates during the following times:

- Tuesday, 1 November 2016 — 9:00 a.m. to 5:00 p.m.
- Wednesday, 2 November 2016 — 9:00 a.m. to 5:00 p.m.
- Thursday, 3 November 2016 — 9:00 a.m. to 5:00 p.m.
- Friday, 4 November 2016 — 9:00 a.m. to 12:00 noon

The latest time lodging your application is 12:00 noon on Friday, 4 November 2016. The application lists will be open between 11:45 a.m. to 12:00 noon on that day or such later time as described in “10. Effect of Bad Weather on the Opening of the Application Lists” in the “How to Apply for Hong Kong Offer Shares” section of the Prospectus.

Applicants applying through **White Form eIPO** service may submit applications through the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Tuesday, 1 November 2016 until 11:30 a.m. on Friday, 4 November 2016 or such later time as described in the section “How to Apply for 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 Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 1 November 2016 until 12:00 noon on Friday, 4 November 2016 or such later time as described in the section “How to Apply for 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 Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Global Offering.

The Company expects to publish the announcement on the final Offer Price, the level of the indication of interest in the International Offering, the level of applications under the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (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](http://www.hkexnews.hk)) and (iv) on the Company’s website ([www.zhouheiya.cn](http://www.zhouheiya.cn)) on Thursday, 10 November 2016. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, 10 November 2016 as described in the section “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, 11 November 2016 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 11 November 2016. The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 1458.

By Order of the Board of Directors  
**Zhou Hei Ya International Holdings Company Limited**  
**Zhou Fuyu**  
*Chairman*

Hong Kong, 1 November 2016

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Zhou Fuyu, Mr. Zhu Yulong, Mr. Wen Yong, Mr. Hu Jiaqing and Mr. Hao Lixiao, as executive Directors; Mr. Pan Pan as non-executive Director; Mr. Wu Chi Keung, Mr. Chan Kam Ching, Paul and Mr. Lu Weidong, as independent non-executive Directors.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*