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*Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) Vertical International Holdings Limited (the “**Company**”) dated 31 October 2017.*

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 Share Offer described below before deciding whether or not to invest in the Shares thereby being offered.

VERTICAL INTERNATIONAL HOLDINGS LIMITED

弘浩國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

NOTICE OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

- Total number of Offer Shares : 200,000,000 New Shares
under the Share Offer**
- Number of Public Offer Shares : 20,000,000 Shares (subject to reallocation)**
- Number of Placing Shares : 180,000,000 Shares (subject to reallocation)**
- Offer Price : Not more than HK\$0.30 per Offer Share and
expected to be not less than HK\$0.25 per
Offer Share, plus brokerage of 1%, SFC
transaction levy of 0.0027% and Stock
Exchange trading fee of 0.005% (maximum
Offer Price payable in full on application in
Hong Kong dollars and subject to refund)**
- Nominal Value : HK\$0.01 per Share**
- Stock Code : 8375**

Sole Sponsor and Joint Lead Manager



Vinco Capital Limited

Sole Bookrunner and Joint Lead Manager



Pacific Foundation Securities Limited

Co-Managers

Ample Orient Capital Limited

Frontpage Capital Limited

Nuada Limited

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the New Shares in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue and any additional Shares which may be issued upon exercise of options that may be granted under the Share Option Scheme.

The Offer Price will not be more than HK\$0.30 per Offer Share and expected to be not less than HK\$0.25 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.30 (plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027%) for each Public Offer Share, subject to refund.

The Share Offer comprises the Public Offer of initially 20,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 180,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation). The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and conditions of the Share Offer — The Public Offer — Reallocation” in the Prospectus.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the GEM and the Company complies 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 any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the GEM 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.

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 and the designated website (www.hkeipo.hk) in relation to the **HK eIPO White Form** Service. The Share Offer is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and conditions of the Share Offer” in the Prospectus. If such conditions have not been fulfilled or waived 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 Share Offer will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.verticaltech.com.cn on the next day immediately following the date of such lapse.

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 Lead Managers (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth in the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time at or before 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Monday, 13 November 2017. Such events include, among other things, acts of government, strikes, lock-outs, fire, explosions, flooding, earthquakes, epidemics, pandemics, outbreaks of infections, diseases, Severe Acute Respiratory Syndrome (SARS) and influenza A (H5N1) and any related or mutated forms

of infectious diseases, civil commotions, economic sanctions, public disorder, social or political crises, acts of war, act of terrorism, acts of God, accidents or interruptions or delays in transportation in or affecting any Relevant Jurisdiction.

Applicants who would like the Public Offer Shares to be 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** under the **HK eIPO White Form** Service. Applicants who would like the Public Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts maintained with 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, 31 October 2017 until 12:00 noon on Friday, 3 November 2017 at:

(a) the following offices of the Sole Bookrunner and Joint Lead Managers:

**Sole Bookrunner and
Joint Lead Manager**

Pacific Foundation Securities Limited
11/F New World Tower II, 16–18 Queen's Road
Central, Hong Kong

Joint Lead Manager

Vinco Capital Limited
Units 4909–4910, 49/F, The Center
99 Queen's Road Central, Hong Kong

(b) the offices of Co-Managers:

Co-Managers:

Ample Orient Capital Limited
Room A, 17/F, Fortune House
61 Connaught Road Central
Central, Hong Kong

Frontpage Capital Limited
26th Floor, Siu On Centre
188 Lockhart Road, Wan Chai
Hong Kong

Nuada Limited
Unit 1805–08, 18/F
OfficePlus @Sheung Wan
93–103 Wing Lok Street
Sheung Wan, Hong Kong

(c) any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	Gilman Street Branch	136 Des Voeux Road Central
	North Point (King's Centre) Branch	193–209 King's Road, North Point
Kowloon	Prince Edward Road West (Mong Kok) Branch	116–118, Prince Edward Road West, Mong Kok, Kowloon
	Waterloo Road Branch	Shop A2, Man Kee Mansion, 86 Waterloo Road, Kowloon
New Territories	Tai Po Branch	68–70 Po Heung Street, Tai Po Market

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 31 October 2017 until 12:00 noon on Friday, 3 November 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — VERTICAL 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, at the following dates and times:

Tuesday, 31 October 2017 — 9:00 a.m. to 5:00 p.m.
Wednesday, 1 November 2017 — 9:00 a.m. to 5:00 p.m.
Thursday, 2 November 2017 — 9:00 a.m. to 5:00 p.m.
Friday, 3 November 2017 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 3 November 2017, the last application day or such later time as described in the paragraph headed "10. Effect of bad weather on the opening of the application lists" in the Prospectus.

Applicants applying by **HK eIPO White Form Service** may submit applications through the **HK eIPO White Form Service** at www.hkeipo.hk (24 hours daily, except on the last day for applications) from 9:00 a.m. on Tuesday, 31 October 2017 until 11:30 a.m. on Friday, 3 November 2017 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 3 November 2017 or such later time as described in the paragraph headed "How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

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

Tuesday, 31 October 2017 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 1 November 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 2 November 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 3 November 2017 — 8:00 a.m.⁽¹⁾ 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/Custodies Participants.

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 Offer Price is expected to be fixed by the Price Determination Agreement to be entered into between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company on the Price Determination Date, which is expected to be on Monday, 6 November 2017 or such later date as the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company may agree. The Offer Price will not be more than HK\$0.30 per Offer Share and is expected to be not less than HK\$0.25 per Offer Share. If, for any reason, the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company are unable to reach an agreement on the Offer Price by the Price Determination Date, the Share Offer will not become unconditional and will lapse.

The Company expects to announce 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 Friday, 10 November 2017 on the Company’s website at www.verticaltech.com.cn and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be made available in the manner described in the section head “How to apply for Public Offer Shares — 11. Publication of results” in the Prospectus.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for application monies received.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 13 November 2017, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 13 November 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8375.

By order of the Board
Vertical International Holdings Limited
Mr. Boon Ho Yin Henry
Chairman

Hong Kong, 31 October 2017

As at the date of this announcement, the executive Directors are Mr. Boon Ho Yin Henry and Ms. Chow Cheung Chu; and the independent non-executive Directors are Mr. Liu Kwan, Mr. Chik Kin Man Paul and Mr. Wong Wai Leung.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) 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 website of the Stock Exchange at **www.hkexnews.hk** and, in the case of the announcement, on the “Latest Company Announcements” page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at **www.verticaltech.com.cn**.*