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Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 25 April 2023 (the “**Prospectus**”) issued by Easy Smart Group Holdings Limited (the “**Company**”).

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

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 to sell 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 United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any states securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. It is not currently intended for there to be any public offer of securities in the United States. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

In connection with the Share Offer, Head & Shoulders Securities Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may 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 Public Offer. Such stabilisation 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 (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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 Sunday, 28 May 2023, being the 30th day after the last day for the lodging of applications under the 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.

The Public Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related application forms. The Public Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong. Potential investors of the Offer Shares should note that the Joint Overall Coordinators shall be entitled to terminate the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting arrangements and expenses — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Tuesday, 9 May 2023).

In connection with the Placing, the Company is expected to grant to the Placing Underwriters the Over-allotment Option, exercisable by the Joint Overall Coordinators on behalf of the Placing Underwriters. Pursuant to the Over-allotment Option, the Placing Underwriters will have the right, exercisable by the Joint Overall Coordinators on behalf of the Placing Underwriters at any time from the Listing Date until Sunday, 28 May 2023, being the 30th day after the last day for lodging applications under the Public Offer to require the Company to allot and issue up to an aggregate of 15,300,000 additional Shares, representing 15% of the initial number of Offer Shares offered under the Share Offer, at the Offer Price, to cover the over-allocations in the Placing, if any.

Easy Smart Group Holdings Limited

怡俊集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares under the Share Offer	:	102,000,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares	:	10,200,000 Shares (subject to the re-allocation)
Number of Placing Shares	:	91,800,000 Shares (subject to the re-allocation and the Over-allotment Option)
Offer Price	:	Not more than HK\$1.38 per Offer Share and expected to be not less than HK\$1.28 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	2442

Sole Sponsor



Joint Overall Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



IMPORTANT NOTICE TO INVESTORS: FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Public Offer. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Public Offer.

The Prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the “HKEXnews> New Listings> New Listing Information” section, and our website at www.easysmart.com.hk. If you require a printed copy of the Prospectus, you may download and print from the website addresses above.

To apply for the Public Offer Shares, you may:

- (1) apply online via the **eWhite Form** Service Provider through the designated website at www.ewhiteform.com.hk; or
- (2) apply through **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - (i) instructing 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; or
 - (ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any question about the application for the Public Offer Shares, you may call the enquiry hotline of our Hong Kong Branch Share Registrar and eWhite Form Service Provider, both at +852 2153 1688 on the following dates:

Tuesday, 25 April 2023 — 9:00 a.m. to 6:00 p.m.
Wednesday, 26 April 2023 — 9:00 a.m. to 6:00 p.m.
Thursday, 27 April 2023 — 9:00 a.m. to 6:00 p.m.
Friday, 28 April 2023 — 9:00 a.m. to 12:00 noon

We will not provide any physical channels to accept any application for the Public Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.

Please refer to the section headed “How to apply for the Public Offer Shares” in the Prospectus for further details of the procedures through which you can apply for the Public Offer Shares electronically.

Your application through the **eWhite Form** service or the **CCASS EIPO** service must be for a minimum of 2,000 Public Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$
2,000	2,787.83	20,000	27,878.35	200,000	278,783.45	2,500,000	3,484,793.26
4,000	5,575.67	30,000	41,817.52	300,000	418,175.19	3,000,000	4,181,751.90
6,000	8,363.50	40,000	55,756.69	400,000	557,566.92	3,500,000	4,878,710.56
8,000	11,151.34	50,000	69,695.86	500,000	696,958.66	4,000,000	5,575,669.20
10,000	13,939.17	60,000	83,635.04	600,000	836,350.38	4,500,000	6,272,627.86
12,000	16,727.01	70,000	97,574.21	800,000	1,115,133.85	5,100,000 ^{Note}	7,108,978.24
14,000	19,514.84	80,000	111,513.39	1,000,000	1,393,917.30		
16,000	22,302.68	100,000	139,391.74	1,500,000	2,090,875.96		
18,000	25,090.51	150,000	209,087.60	2,000,000	2,787,834.60		

Note Maximum number of Public Offer Shares you may apply for.

No application for any other number of the Public Offer Shares will be considered and any such application is liable to be rejected.

THE LISTING APPLICATION

Application has been made by the Company through the Sole Sponsor, Grande Capital Limited which is located at Room 2701, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, to the Listing Committee for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued by the Company pursuant to the Share Offer (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option). Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Tuesday, 9 May 2023, it is expected that dealings in our Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 9 May 2023.

STRUCTURE OF THE SHARE OFFER

The Share Offer comprises:

- the Public Offer of 10,200,000 Shares (subject to reallocation) in Hong Kong, representing 10% of the total number of Offer Shares initially available under the Share Offer; and
- the Placing of 91,800,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares initially available under the Share Offer.

The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

In particular, subject to the requirements under Practice Note 18 of the Listing Rules and Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, the Joint Overall Coordinators may at their absolute discretion reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18, if such reallocation is done other than pursuant to the clawback mechanism as described in the section headed “Structure and conditions of the Share Offer — The Public Offer — Reallocation of the Offer Shares between the Public Offer and the Placing” in the Prospectus, the maximum total number of Offer Shares that may be available under the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 20,400,000 Offer Shares, representing 20% of the total number of the Offer Shares initially available under the Share Offer) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$1.28) per Offer Share).

Under the Placing Underwriting Agreement, the Company is expected to grant the Over-allotment Option to the Placing Underwriters, exercisable by the Joint Overall Coordinators on behalf of the Placing Underwriters on or before the date which is the 30th day from the date of the last day of lodging applications under the Public Offer, being Sunday, 28 May 2023, to require the Company to issue and allot up to and not more than 15,300,000 additional new Shares (representing 15% of the number of Offer Shares initially available under the Share Offer) at the Offer Price to cover over-allocations in the Placing, if any.

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

PRICING

The Offer Price will not be more than HK\$1.38 per Offer Share and is expected to be not less than HK\$1.28 per Offer Share. Applicants under the Public Offer should pay, on application, the maximum price of HK\$1.38 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%, subject to refund if the Offer Price as finally determined is less than HK\$1.38 per Offer Share.

EXPECTED TIMETABLE

Date^(Note)

Public Offer commences 9:00 a.m on
Tuesday, 25 April 2023

Latest time for completing electronic applications
under **eWhite Form** service through
the designated website www.ewhiteform.com.hk 11:30 a.m. on
Friday, 28 April 2023

Application lists for the Public Offer open 11:45 a.m. on
Friday, 28 April 2023

Latest time to give electronic application
instructions to HKSCC 12:00 noon on
Friday, 28 April 2023

Latest time for completing payment of
eWhite Form applications by effecting
PPS payment transfer(s) 12:00 noon on
Friday, 28 April 2023

If you are instructing 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, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists for the Public Offer close 12:00 noon on
Friday, 28 April 2023

Expected Price Determination Date Friday, 28 April 2023

Announcement of the final Offer Price, level of indications of
interest in the Placing, the levels of applications of the
Public Offer, the basis of allocations of the Public Offer Shares
to be published on our Company's website
at www.easysmart.com.hk and the website of
the Stock Exchange at www.hkexnews.hk on or before Monday, 8 May 2023

Announcement of results of allocations in the Public Offer (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels including our Company's website at www.easysmart.com.hk and the website of the Stock Exchange at www.hkexnews.hk (for further details, please refer to the section headed "How to apply for the Public Offer Shares — 11. Publication of results" in the Prospectus) from Monday, 8 May 2023

Results of allocations in the Public Offer will be available at www.eWhiteform.com.hk/results with a "search by" function on Monday, 8 May 2023

Telephone enquiry for results of allocations in the Public Offer by calling +852 2153 1688 between 9:00 a.m and 6:00 p.m from Monday, 8 May 2023

eWhite Form e-Refund payment instructions/refund cheques in respect of wholly or partially unsuccessful applications and wholly or partially successful applications in case the final Offer Price is less than the maximum Offer Price paid for the applications pursuant to the Public Offer on or before Monday, 8 May 2023

Despatch/collection of share certificates or deposit of the share certificates into CCASS in respect of wholly or partially successful applications pursuant to the Public Offer on or about Monday, 8 May 2023

Dealings in the Shares on the Stock Exchange expected to commence at 9:00 a.m. on Tuesday, 9 May 2023

The application monies (including brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee) will be held by the receiving bank(s) on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Monday, 8 May 2023. In addition, the Shares will not commence trading on the Stock Exchange until they are delivered. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Tuesday, 9 May 2023.

Note: All dates and times refer to Hong Kong local time.

SETTLEMENT

Subject to the granting of the approval for the 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 settlement 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. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests. All necessary arrangements have been made for the Shares to be admitted into CCASS.

ELECTRONIC APPLICATION CHANNELS

eWhite Form service

You may submit your application to the **eWhite Form Service Provider** at www.ewhiteform.com.hk (24 hours daily, except on Friday, 28 April 2023, the last application day) from 9:00 a.m. on Tuesday, 25 April 2023 until 11:30 a.m. on Friday, 28 April 2023 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 28 April 2023 or such later time under the paragraphs headed “How to apply for the Public Offer Shares — 10. Effect of bad weather and/or Extreme Conditions on the opening of the application lists” in the Prospectus.

CCASS EIPO service⁽¹⁾

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

Tuesday, 25 April 2023 — 9:00 a.m. to 8:30 p.m.
Wednesday, 26 April 2023 — 8:00 a.m. to 8:30 p.m.
Thursday, 27 April 2023 — 8:00 a.m. to 8:30 p.m.
Friday, 28 April 2023 — 8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 25 April 2023 until 12:00 noon on Friday, 28 April 2023 (24 hours daily, except on Friday, 28 April 2023, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, 28 April 2023, the last application day or such later time as described in the section headed “How to apply for the Public Offer Shares — 10. Effect of bad weather and/or Extreme Conditions on the opening of the application lists” in the Prospectus.

Note:

(1) These times 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.

If you are instructing 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, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee) will be held by the receiving bank(s) on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Monday, 8 May 2023.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for the Public Offer Shares” of the Prospectus for details of the conditions and procedures of the Public Offer.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Green Application Form and on the designated website (www.ewhiteform.com.hk) for the eWhite Form Service Provider.

PUBLICATION OF RESULTS

The Company expects to announce the final Offer Price, the level of indications of interest in the Placing, the levels of applications of the Public Offer, the basis of allocations of the Public Offer Shares on Monday, 8 May 2023 on the Company’s website at www.easysmart.com.hk and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations under the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be available through a variety of channels at the times and dates and in the manner specified in the section headed “How to apply for the Public Offer Shares — 11. Publication of results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$1.38 per Offer Share (excluding brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” of the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Tuesday, 9 May 2023 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting arrangements and expenses — Grounds for termination” in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of the Share certificates or prior to the Share certificates becoming valid do so entirely at their own risk.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 9 May 2023, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 9 May 2023. The Shares will be traded in board lots of 2,000 Shares each under the stock code 2442.

By order of the Board
Easy Smart Group Holdings Limited
Mr. Ng Wing Woon Dave
Chairman of the Board and Executive Director

Hong Kong, 25 April 2023

As at the date of this announcement, the Board comprises Mr. Ng Wing Woon Dave and Mr. Ng Wing Shing as executive Directors; and Prof. Pong Kam Keung, Ms. Cheng Shing Yan and Mr. Lo Chi Wang as independent non-executive Directors.