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Chi Ho Development Holdings Limited

潛濶發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8423)

PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Joint Sponsors



Alliance Capital Partners Limited
同人融資有限公司



FIRST SHANGHAI GROUP
FIRST SHANGHAI CAPITAL LIMITED
第一上海融資有限公司

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 24 December 2018 (after trading hours) for the Proposed Transfer of Listing of (i) all the Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of the share options which may be granted under the Share Option Scheme, from GEM to the Main Board, pursuant to Chapter 9A of and Appendix 28 to the Main Board Listing Rules and the relevant provisions of the GEM Listing Rules.

The Board considers that the listing of the Shares on the Main Board will enable the Company to gain further recognition from public investors and to attract a broader base of institutional investors. The Board also expects that the Main Board trading platform will lead to greater trading liquidity of the Shares. The Board therefore believes that the listing of the Shares on the Main Board will be beneficial to the Group's long-term future growth, financial flexibility and further business development, which ultimately is in the interests of the Company and the Shareholders as a whole.

There is no assurance that approval will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Shareholders and potential investors should be aware that the Proposed Transfer of Listing is subject to, among others, the conditions of the Proposed Transfer of Listing set out in this announcement being fulfilled and thus the Proposed Transfer of Listing may or may not become effective. Accordingly, the Company may or may not proceed with the Proposed Transfer of Listing. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PROPOSED TRANSFER OF LISTING

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 24 December 2018 (after trading hours) for the Proposed Transfer of Listing of (i) all the Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of the share options which may be granted under the Share Option Scheme, from GEM to the Main Board, pursuant to Chapter 9A of and Appendix 28 to the Main Board Listing Rules and the relevant provisions of the GEM Listing Rules.

REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed and the Shares have been traded on GEM since 13 March 2017. The Group is an established main contractor for the provision of RMAA and fitting-out works services in Hong Kong, and mainly provide two categories of works, which are (i) renovation and maintenance works; and (ii) alteration and addition works and fitting-out works. In respect of renovation and maintenance works, the Group's services encompass the general upkeep, restoration and improvement of existing facilities of the buildings. As for alteration and addition works and fitting-out works, the Group's services mainly involve the alteration and addition of building layout and structural works as well as decoration works to the interior spaces to existing premises.

The Board considers that the listing of the Shares on the Main Board will enable the Company to gain further recognition from public investors and to attract a broader base of institutional investors. This will, in turn, strengthen the Group's competitive strength in retaining its strong team of management, technical and engineering staff as well as sub-contractors to continue to provide quality renovation and maintenance services to its customers and potential customers. The Board also expects that the Main Board trading platform will lead to greater trading liquidity of the Shares. The Board therefore believes that the listing of the Shares on the Main Board will be beneficial to the Group's long-term future growth, financial flexibility and further business development, which ultimately is in the interests of the Company and the Shareholders as a whole.

Since the Listing on the Stock Exchange, the Company's business has not changed, and the Board has no plans to change the nature of the business of the Group following the Proposed Transfer of Listing.

NO CHANGE IN CONTROL

On 11 November 2016, Mr. Leung Ka Ho, Raymond (“**Mr. Leung**”) and Mr. Ho Chi Kwan (“**Mr. Ho**”) entered into the Concert Parties Confirmatory Deed (as defined in the prospectus of the Company dated 28 February 2017) to acknowledge and confirm, among other things, that they are parties acting in concert of each of the members of the Group during and since 1 April 2014 and continue as of and after the date of the Concert Parties Confirmatory Deed.

By virtue of the Concert Parties Confirmatory Deed, Diamondfield (being wholly owned by Mr. Ho) and Sharp Talent (being wholly owned by Mr. Leung) are together interested in 66.6% of the issued share capital of the Company, with (i) Diamondfield holding approximately 21.2% of the total issued share capital of the Company on a standalone basis; and (ii) Sharp Talent holding approximately 45.4% of the total issued share capital of the Company on a standalone basis. By virtue of the acting in concert arrangement between Mr. Leung and Mr. Ho, which were confirmed and documented in the Concert Parties Confirmatory Deed, as Mr. Leung, Mr. Ho, Diamondfield and Sharp Talent collectively continue to control more than 30% of the issued share capital of the Company, they are a group of Controlling Shareholders within the meaning of the GEM Listing Rules.

The Company confirms that there has been no change in control of the Company since the listing of the Company on GEM on 13 March 2017 and up to the date of this announcement.

CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among other things:

- (a) the Company's fulfilment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules;
- (b) the Stock Exchange granting approval for the listing of, and permission to deal in on the Main Board (i) all the Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of share options that may be granted under the Share Option Scheme; and
- (c) all other relevant consents or approvals (if any) required or in connection with the implementation of the Proposed Transfer of Listing having been obtained, and the fulfillment of all conditions which may be attached to such consents or approvals (if any).

GENERAL

The Company has appointed the Joint Sponsors in relation to the Proposed Transfer of Listing.

The Board would like to emphasise that the definitive timetable for the Proposed Transfer of Listing has yet to be finalised. The Company will make further announcements in relation to the progress of the Proposed Transfer of Listing as and when appropriate.

Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the granting of relevant approvals by the Stock Exchange. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Chi Ho Development Holdings Limited (潛濶發展控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are currently listed on GEM (Stock Code: 8423)
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Diamondfield”	Diamondfield Holdings Limited, a company incorporated in British Virgin Islands on 25 August 2016 with limited liability and wholly owned by Mr. Ho Chi Kwan, a Controlling Shareholder
“Directors”	the directors of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing”	listing of the Shares on GEM on 13 March 2017
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as may be amended from time to time
“Group”	the Company and its subsidiaries from time to time
“Inside Information Provisions”	the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO
“Joint Sponsors”	Alliance Capital Partners Limited, a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO; and First Shanghai Capital Limited, a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as may be amended from time to time

“Proposed Transfer of Listing”	the proposed transfer of listing of (i) all the Shares in issue; and (ii) the new Shares which may fall to be issued pursuant to the exercise of the share options which may be granted under the Share Option Scheme from GEM to the Main Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as may be amended, supplemented or otherwise modified from time to time
“Shareholders”	registered holder(s) of the Shares
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 22 February 2017
“Sharp Talent”	Sharp Talent Holdings Limited, a company incorporated in British Virgin Islands on 4 July 2016 with limited liability wholly owned by Mr. Leung Ka Ho, Raymond, a Controlling Shareholder
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Chi Ho Development Holdings Limited
Leung Ka Ho, Raymond
Chairman of the Board and Chief Executive Officer

Hong Kong, 24 December 2018

As at the date of this announcement, the executive Directors are Mr. Leung Ka Ho, Raymond (Chairman) and Mr. Ho Chi Kwan; and the independent non-executive Directors are Mr. Leung Hung Kwong, Derrick, Mr. Moy Yee Wo, Matthew and Mr. Yau Sze Yeung.

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 will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.chdev.com.hk.