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Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 25 November 2019 (the “**Prospectus**”) of Nomad Technologies Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being 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 and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or any other jurisdiction. 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**”) and applicable U.S. State securities laws or any state securities laws of the United States and may not be offered or sold in the United States in the absence of registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws of the United States. There is no intention and it is not currently intended for there to be any public offering of securities of the Company to be made in the United States.

Prospective investors of the Offer Shares should note that the Joint Bookrunners (for themselves and on behalf of the Public Offer Underwriters) may in its absolute discretion, upon giving notice in writing to our Company, terminate the Public Offer Underwriting Agreement with immediate effect if any of the events set forth under the paragraph headed “Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination” of this prospectus occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. i.e. Monday, 9 December 2019.

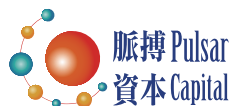
# NOMAD TECHNOLOGIES HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

## NOTICE OF LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares offered under the Share Offer	:	150,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Placing Shares	:	135,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Number of Public Offer Shares	:	15,000,000 Shares (subject to reallocation)
Offer Price	:	Not more than HK\$0.40 per Offer Share and expected to be not less than HK\$0.34 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full upon application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	8645

### Sole Sponsor



### Joint Bookrunners



### Joint Lead Managers



Application has been made by the Company to the Listing Division for the listing of, and permission to deal in, the Shares in issue and which are to be issued or may be issued pursuant to the Capitalisation Issue and the Share Offer (including any Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and any option which may be granted under the Share Option Scheme). Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 9 December 2019, it is expected that dealings in the Shares on GEM of the Stock Exchange will commence at 9:00 a.m. on Monday, 9 December 2019.

Subject to the approval by the Stock Exchange of the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on GEM and the 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 Listing Date, i.e. Monday, 9 December 2019 or, under contingent situation, any other date as 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 for the Shares to be admitted into CCASS.

The Share Offer comprises the Public Offer and the Placing. A total of initially 150,000,000 Offer Shares (subject to the Offer Size Adjustment Option) will be made available under the Share Offer. Under the Public Offer, the Company is initially offering 15,000,000 Public Offer Shares (subject to reallocation), representing 10% of the Offer Shares, for subscription by the members of the public in Hong Kong on and subject to the terms and conditions of the Prospectus and the Application Forms. Under the Placing, 135,000,000 Placing Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the Offer Shares, will initially be conditionally placed with selected professional, institutional and private investors for subscription subject to the terms and conditions as set out in the Prospectus and the Placing Underwriting Agreement. The Public Offer is open to all members of the public in Hong Kong as well as to institutional and professional investors. The allocation of the Shares between the Public Offer and the Placing is subject to reallocation as stated in the paragraph headed “Structure and conditions of the Share Offer – Reallocation of the Offer Shares between Placing and Public Offer” in the Prospectus.

In addition, the Joint Bookrunners (for themselves and on behalf of the Underwriters), may at their 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 issued by the Stock Exchange, if such reallocation is conducted other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be allocated to the Public Offer shall be not more than twice the number of Offer Shares initially allocated to the Public Offer (i.e. 30,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Share Offer (before any exercise of the Offer Size Adjustment Option)), and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.34 per Offer Share) stated in the Prospectus.

In connection with the Share Offer, the Company granted the Offer Size Adjustment Option to the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters), pursuant to which the Company may be required by the Joint Bookrunners to allot and issue, at the final Offer Price, up to an aggregate of 22,500,000 additional new Shares under the Placing Underwriting Agreement, representing 15% of the number of the Offer Shares initially available under the Share Offer on the same terms as those applicable to the Share Offer, at or before 12:00 noon (Hong Kong time) on Thursday, 5 December 2019. The Company will disclose in its allotment results announcement whether the Offer Size Adjustment Option is exercised.

The Offer Size Adjustment Option can only be exercised by the Joint Bookrunners (for themselves and on behalf of the Underwriters) at or before 12:00 noon (Hong Kong time) on Thursday, 5 December 2019; otherwise it will lapse. The Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option will not be used for price stabilisation purpose and are not subject to the Securities and Futures (Price Stabilising) Rules of the SFO (Chapter 571W of the Laws of Hong Kong).

The Offer Price will be not more than HK\$0.40 per Offer Share and is expected to be not less than HK\$0.34 per Offer Share. Applicants for Public Offer Shares under the Public Offer shall pay in full, on application, the maximum Offer Price of HK\$0.40 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund payments (including the brokerage fee, SFC transaction levy and the Stock Exchange trading fee attributable to the excess application monies) without interest if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.40 per Offer Share.

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 related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and conditions of the Share Offer – Conditions of the Share Offer” in the Prospectus. If such conditions have not been fulfilled (or, where applicable, waived by the Joint Bookrunners (for themselves and on behalf of the Underwriters)) 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 become unconditional and will lapse 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 (if any) will be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.nomad-holdings.com](http://www.nomad-holdings.com) on the next Business Day immediately following the date of such lapse.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Joint Bookrunners (for themselves and on behalf of the Public Offer Underwriters) may in its absolute discretion, upon giving notice in writing to our Company, terminate the Public Offer Underwriting Agreement with immediate effect if any of the events set forth under the paragraph headed “Underwriting –

Underwriting arrangements and expenses – Public Offer – Grounds for termination” of this prospectus occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. i.e. Monday, 9 December 2019.

Applicants who would like to have the allotted Public Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the IPO App (which can be downloaded by searching “IPO App” in App Store or Google Play or downloaded at [www.hkeipo.hk/IPOApp](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp)) or designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) through the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares issued 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.

As required under the GEM Listing Rules and the Companies (Winding up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 25 November 2019 until 12:00 noon on Thursday, 28 November 2019 from the following locations:

1. any of the following addresses of the Public Offer Underwriters:

<b>Name</b>	<b>Address</b>
<b>GLAM Capital Limited</b>	Rooms 908-11, 9/F, Nan Fung Tower, 88 Connaught Road Central & 173 Des Voeux Road Central Central, Hong Kong
<b>Enlighten Securities Limited</b>	6/F, Jubilee Centre, 18 Fenwick Street / 46 Gloucester Road, Wan Chai, Hong Kong
<b>Opus Capital Limited</b>	18/F Fung House, 19-20 Connaught Road Central, Central, Hong Kong
<b>Innovax Securities Limited</b>	Unit A-C, 20/F Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong

2. any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	North Point (King's Centre) Branch	193-209 King's Road, North Point, Hong Kong
<b>Kowloon</b>	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road, Kowloon
<b>New Territories</b>	Kwai Cheong Road Branch	40 Kwai Cheong Road, Kwai Chung, New Territories

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 25 November 2019 until 12:00 noon on Thursday, 28 November 2019 (both days inclusive) at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbrokers who may have the **YELLOW** Application Forms and copies of the printed Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED – NOMAD TECHNOLOGIES PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above at the following times:

**Monday, 25 November 2019 – 9:00 a.m. to 5:00 p.m**

**Tuesday, 26 November 2019 – 9:00 a.m. to 5:00 p.m**

**Wednesday, 27 November 2019 – 9:00 a.m. to 5:00 p.m**

**Thursday, 28 November 2019 – 9:00 a.m. to 12:00 noon**

Applicants applying through the HK eIPO White Form service may submit applications through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) or IPO App (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, 25 November 2019 until 11:30 a.m. on Thursday, 28 November 2019 or such later date as may apply in case of certain bad weather conditions as described in the subsection headed "How to apply for the Public Offer Shares – 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 28 November 2019, the last application day or such later time as described in the paragraph headed “How to apply for the Public Offer Shares – 10. Effect of bad weather on the opening of the application lists” in the Prospectus. Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for the Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

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

**Monday, 25 November 2019 – 9:00 a.m. to 8:30 p.m.**

**Tuesday, 26 November 2019 – 8:00 a.m. to 8:30 p.m.**

**Wednesday, 27 November 2019 – 8:00 a.m. to 8:30 p.m.**

**Thursday, 28 November 2019 – 8:00 a.m. to 12:00 noon**

*Note:* 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.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 25 November 2019 until 12:00 noon on Thursday, 28 November 2019 (24 hours daily, except on the last application day).

If you are not a CCASS Investor Participant, you may instruct 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 will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Sole Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

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

The Offer Price is expected to be determined by the Price Determination Agreement to be entered into between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company on or about the Price Determination Date. The Price Determination Date is expected to be on or about Friday, 29 November 2019 or such later date as may be agreed between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters). If, for any reason, the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Offer Price by the Price Determination Date or such later date as agreed by the

Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters), the Share Offer will not proceed and will lapse immediately. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at **www.hkexnews.hk** and the Company's website at **www.nomad-holdings.com**.

The Company expects to announce the final Offer Price, the level of indications of interest in the Placing, the level of applications of the Public Offer and the basis of allocation of the Public Offer Shares on Friday, 6 December 2019 on the Company's website at **www.nomad-holdings.com** and the Stock Exchange's website at **www.hkexnews.hk**.

Results of allocations in the Public Offer with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) for the Public Offer, will be made available in the manner specified in the section headed "How to apply for the Public Offer Shares – 11. Publication of results" in the Prospectus on Friday, 6 December 2019.

Assuming the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms prior to 8:00 a.m. in Hong Kong on Monday, 9 December 2019, dealing in the Shares on GEM is expected to commence at 9:00 a.m. on Monday, 9 December 2019. The Shares will be traded in board lots of 6,000 Shares each under the stock code 8645. The Company will not issue any receipts for sum paid on application or temporary documents of title. Share certificates will only become valid at 8:00 a.m. on the Listing Date provided that (i) the Share Offer has become unconditional in all respects and (ii) none of the Underwriting Agreements has been terminated in accordance with its terms.

By order of the Board of  
**Nomad Technologies Holdings Limited**  
**Dato' Eric Tan Chwee Kuang**  
*Chairman and executive Director*

Hong Kong, 25 November 2019

*As at the date of this announcement, the executive Directors are Dato' Eric Tan Chwee Kuang and Mr. Saw Zhe Wei; and the independent non-executive Directors are Mr. Lim Peng Chuan Terence, Mr. Phua Cheng Sye Charles and Mr. Yau Yeung On.*

*This announcement, for which all 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 the GEM website at **www.hkgem.com** and, in the case of the announcement, on the “Latest Company Announcements” page for at least seven days from the day of its posting. This announcement and a copy of the Prospectus will also be published and remained on the Company’s website at **www.nomad-holdings.com**.*