

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

*Distribution of this announcement into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this announcement comes should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction for which Advanced Card Systems Holdings Limited (the “**Company**”) will not accept any liability.*

*The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or the laws of any state of the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the U.S. Securities Act and applicable state laws. There is no intention to register any portion of the rights issue or any securities described herein in the United States or to conduct a public offering of securities in the United States.*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



Advanced Card Systems Holdings Limited

龍傑智能卡控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2086)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY EIGHT EXISTING SHARES HELD ON THE RECORD DATE

Financial adviser to the Company



Underwriter



* For identification purposes only

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Friday, 4 November 2016, being the latest time for acceptance of, and payment for, the Rights Shares and for application and payment for excess Rights Shares, a total of 107 valid acceptances and applications were received by the Company for a total of 504,389,678 Rights Shares, which comprised:

- (a) 58 valid acceptances of the provisional allotment under the PALs for a total of 33,599,744 Rights Shares, representing approximately 94.63% of the total number of 35,507,210 Rights Shares available for subscription under the Rights Issue; and
- (b) 49 valid applications for excess Rights Shares under the EAFs for a total of 470,789,934 Rights Shares, representing approximately 13.26 times of the total number of 35,507,210 Rights Shares available for subscription under the Rights Issue.

In aggregate, the 504,389,678 Rights Shares validly accepted and applied for under the PALs and the EAFs represented approximately 14.21 times of the total number of 35,507,210 Rights Shares available for subscription under the Rights Issue. Accordingly, the Rights Issue was oversubscribed by 468,882,468 Rights Shares, representing approximately 13.21 times of the total number of 35,507,210 Rights Shares available for subscription under the Rights Issue.

UNDERWRITING AGREEMENT

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated by the Underwriter at or before 5:00 p.m. on Monday, 7 November 2016, the Underwriting Agreement became unconditional in all respects at 5:00 p.m. on Monday, 7 November 2016.

As the Rights Issue was over-subscribed, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

EXCESS RIGHTS SHARES

Based on the number of valid acceptances of provisional allotment under the PALs referred to above, 1,907,466 Rights Shares were available as excess Rights Shares for subscription under the EAFs. The Board has resolved to allot all of the excess Rights Shares as set out below in this announcement.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

It is expected that the share certificates for the Rights Shares, in their fully-paid form, and the refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest), will be despatched to those entitled thereto by ordinary mail on Monday, 14 November 2016 at their own risk. Each Shareholder will receive one share certificate for all allotted Rights Shares.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 15 November 2016.

References are made to the announcements of Advanced Card Systems Holdings Limited (the “**Company**”) dated 23 September 2016 and 13 October 2016 and the prospectus of the Company dated 21 October 2016 (the “**Prospectus**”) in respect of the Rights Issue. Capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus unless otherwise stated.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that as at 4:00 p.m. on Friday, 4 November 2016, being the latest time for acceptance of, and payment for, the Rights Shares and for application and payment for excess Rights Shares, a total of 107 valid acceptances and applications were received by the Company for a total of 504,389,678 Rights Shares, which comprised:

- (a) 58 valid acceptances of the provisional allotment under the PALs for a total of 33,599,744 Rights Shares, representing approximately 94.63% of the total number of 35,507,210 Rights Shares available for subscription under the Rights Issue; and
- (b) 49 valid applications for excess Rights Shares under the EAFs for a total of 470,789,934 Rights Shares, representing approximately 13.26 times of the total number of 35,507,210 Rights Shares available for subscription under the Rights Issue.

In aggregate, the 504,389,678 Rights Shares validly accepted and applied for under the PALs and the EAFs represented approximately 14.21 times of the total number of 35,507,210 Rights Shares available for subscription under the Rights Issue. Accordingly, the Rights Issue was oversubscribed by 468,882,468 Rights Shares, representing approximately 13.21 times of the total number of 35,507,210 Rights Shares available for subscription under the Rights Issue.

Underwriting Agreement

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated by the Underwriter at or before 5:00 p.m. on Monday, 7 November 2016, the Underwriting Agreement became unconditional in all respects at 5:00 p.m. on Monday, 7 November 2016.

As the Rights Issue was over-subscribed, the obligations of the Underwriter under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

Excess Rights Shares

Based on the number of valid acceptances of provisional allotment under the PALs referred to above, 1,907,466 Rights Shares were available as excess Rights Shares for subscription under the EAFs.

Given that the number of excess Rights Shares is insufficient to satisfy all valid applications, the Board has resolved to issue and allocate the 1,907,466 excess Rights Shares on a fair and equitable basis and as far as practicable on the following principles set forth in the Prospectus:

- (i) no preference will be given to applications for topping up odd-lot holdings to whole-lot holdings as the giving of such preference may potentially be abused by certain investors by splitting their nil-paid Rights Shares and thereby receiving more Rights Shares than they would receive if such preference is not given, which is an unintended and undesirable result; and
- (ii) subject to the availability of excess Rights Shares, the excess Rights Shares will be allocated to the Qualifying Shareholders who have applied for excess Rights Shares on a pro rata basis based on the number of excess Rights Shares applied for by them.

In applying the principles in (i) and (ii) above, reference will only be made to the number of excess Rights Shares being applied for. No reference will be made to the Rights Shares comprised in applications by the PALs or the existing number of Shares held by the Qualifying Shareholders.

Shareholding Structure of the Company

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and after completion of the Rights Issue is as follows:

	Shareholding immediately before completion of the Rights Issue		Shareholding immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Ms. Tsui (<i>Note 1</i>)	113,612,122	40.00%	127,813,637	40.00%
Mr. Wong Chi Ho (<i>Note 2</i>)	26,415,252	9.30%	29,717,158	9.30%
Mr. Wong Chi Kit (<i>Note 2</i>)	26,203,200	9.22%	29,478,600	9.22%
Ms. Chan Angelica Sheung Ying (<i>Note 3</i>)	8,144,000	2.87%	9,162,000	2.87%
	<hr/>		<hr/>	
	174,374,574	61.39%	196,171,395	61.39%
Mr. Lo Kar Chun, SBS, JP (<i>Note 4</i>)	400,000	0.14%	450,000	0.14%
Other public Shareholders	109,283,108	38.47%	122,943,497	38.47%
	<hr/>		<hr/>	
Total	284,057,682	100.00%	319,564,892	100.00%

Notes:

- Ms. Tsui is an executive Director, the chairman of the Board and the controlling Shareholder.
- Each of Mr. Wong Chi Ho and Mr. Wong Chi Kit is an executive Director, a co-chief executive officer of the Group and a son of Ms. Tsui.
- Ms. Chan Angelica Sheung Ying is the wife of Mr. Wong Chi Kit.
- Mr. Lo Kar Chun, SBS, JP is an independent non-executive Director.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

It is expected that the share certificates for the Rights Shares, in their fully-paid form, and the refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest), will be despatched to those entitled thereto by ordinary mail on Monday, 14 November 2016 at their own risk. Each Shareholder will receive one share certificate for all allotted Rights Shares.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 15 November 2016.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the new Shares arising from the Rights Issue, the Company has appointed, Computershare Hong Kong Investor Services Limited, as an agent to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the new Shares to make up a full board lot, or to dispose of their holding of odd lots of the new Shares during the period from Tuesday, 15 November 2016 to Tuesday, 6 December 2016. Shareholders who wish to take advantage of this service should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period. Shareholders should note that successful matching of the sale and purchase of odd lots of the new Shares is not guaranteed. Shareholders who are in doubt about this service are recommended to consult their professional advisers.

By order of the Board
Advanced Card Systems Holdings Limited
TSUI Kam Ling
Chairman

Hong Kong, 11 November 2016

As at the date of this announcement, the Board comprises three executive Directors, namely Ms. Tsui Kam Ling, Mr. Wong Chi Ho and Mr. Wong Chi Kit, and three independent non-executive Directors, namely Ms. Kaung Cheng Xi Dawn, Mr. Lo Kar Chun, SBS, JP and Mr. Yim Kai Pung.