

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 22 December 2020 (the “**Prospectus**”) of ZONBONG LANDSCAPE Environmental Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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.

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 any securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Global Offering 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) or any other jurisdiction where such distribution is prohibited by law. 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 elsewhere. The securities referred to in this announcement have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered or sold, pledged or transferred in the United States absent 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. There will be no public offering of securities of the Company in the United States.

In connection with the Global Offering, China Tonghai Securities Limited through its affiliates as the stabilising manager (the “**Stabilising Manager**”) or any person acting for it, on behalf of the Underwriters, may over-allocate or 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 (or any person acting for it) to conduct any such stabilising action. Such stabilising action, if taken, (a) will be conducted at the absolute discretion of the Stabilising Manager (or any person acting for it) and in what the Stabilising Manager reasonably regards as the best interest of the Company, (b) may be discontinued at any time and (c) is required to be brought to an end within 30 days of the last day for lodging applications under the Hong Kong Public Offering. Such stabilising action, if taken, 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, as amended, made under the Securities and Futures Ordinance (Cap. 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 the 30th day after the last day for the lodging of the applications under the Hong Kong Public Offering (i.e. 27 January 2021). After this date, when no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



ZONBONG LANDSCAPE ENVIRONMENTAL LIMITED

中邦园林环境股份有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 68,750,000 Shares (comprising 55,000,000 new Shares and 13,750,000 Sale Shares, and subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 6,876,000 Shares (subject to reallocation)
- Number of International Placing Shares** : 61,874,000 Shares (comprising 48,124,000 new Shares and 13,750,000 Sale Shares, and subject to the Over-allotment Option and reallocation)
- Maximum Offer Price** : HK\$2.42 per Offer Share (payable in full upon application in Hong Kong dollars and subject to refund on final pricing), plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%
- Nominal Value** : HK\$0.001 per Share
- Stock Code** : 1855

Sole Sponsor



Sole Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Global Offering (including the Shares that may be issued pursuant to the exercise of the Over-allotment Option). Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Wednesday, 6 January 2021, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 6 January 2021. In the event that 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 the website of the Company at www.zonbong.com.

The Global Offering comprises the Hong Kong Public Offering of initially 6,876,000 Shares (subject to reallocation) and the International Placing of initially 61,874,000 Shares (comprising 48,124,000 new Shares and 13,750,000 Sale Shares, and subject to the Over-allotment Option and reallocation). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to reallocation as described in the section headed “Structure of the Global Offering” in the Prospectus. The Sole Global Coordinator may reallocate Offer Shares from the International Placing to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated from the International Placing to the Hong Kong Public Offering shall not result in the total number of Offer Shares under the Hong Kong Public Offering to be more than double the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering (i.e. 13,752,000 Offer Shares), and the final Offer Price shall be fixed at the bottom of the indicative Offer Price range stated in the Prospectus (i.e. HK\$1.90 per Offer Shares). Further details on the circumstances under which the above guidance letter would apply are set out in the section titled “Structure of the Global Offering” in the Prospectus. In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Sole Global Coordinator (on behalf of the International Underwriters) at any time from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require our Company to issue up to an aggregate of 10,312,500 additional Shares, representing not more than 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price under the International Placing to cover over-allocations in the International Placing, if any.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Main Board of 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 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 to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The Offer Price will not be more than HK\$2.42 per Offer Share and is expected to be not less than HK\$1.90 per Offer Share, unless otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$2.42 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.42 per Offer Share. The Offer Price is expected to be fixed on the Price Determination Date, which is expected to be on or around Monday, 28 December 2020 and in any event on or before Monday, 4 January 2021, by agreement between the Sole Global Coordinator (for itself and on behalf of the Underwriters), the Company and the Selling Shareholders. If, for any reason, the Company and the Selling Shareholders are unable to reach an agreement with the Sole Global Coordinator (on behalf of the Underwriters) on the final Offer Price by Monday, 4 January 2021, the Global Offering will not proceed and will lapse. The Company will publish a notice of the lapse of the Global Offering on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.zonbong.com on the next day following such lapse.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website (www.ewhiteform.com.hk) for the eWhite Form service.

Applicants who would like the allotted Hong Kong 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 **eWhite Form** Service Provider at www.ewhiteform.com.hk through the **eWhite Form** service. Applicants who would like the Hong Kong Offer Shares to be allotted 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.

Copies of the Prospectus, together with the **WHITE** Application Form, may be collected during normal business hours from 9:00 a.m. on Tuesday, 22 December 2020 until 12:00 noon on Monday, 28 December 2020 from:

1. the following office of the Hong Kong Underwriters:
 - (i) **China Tonghai Securities Limited** at 18/F, China Building, 29 Queen's Road Central, Hong Kong
 - (ii) **CMBC Securities Company Limited** at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong
 - (iii) **Shenwan Hongyuan Capital (H.K.) Limited** at Level 19, 28 Hennessy Road, Hong Kong
 - (iv) **Southwest Securities (HK) Brokerage Limited** at 40/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong

- (v) **SPDB International Capital Limited** at 33/F, SPD Bank Tower, One Hennessy, 1 Hennessy Road, Hong Kong
- (vi) **Central China International Capital Limited** at Suite 1505-08, Two Exchange Square, 8 Connaught Place, Central, Hong Kong
- (vii) **Eddid Securities And Futures Limited** at 23/F., YF Life Tower, 33 Lockhart Road, Wan Chai, Hong Kong
- (viii) **Elstone Securities Limited** at Suite 1601-1604, 16/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong
- (ix) **Realord Asia Pacific Securities Limited** at Suite 2402 24/F Jardine House, 1 Connaught Place, Central, Hong Kong
- (x) **Seazen Resources Securities Limited** at Unit 4503-07, 45/F, The Center, 99 Queen’s Road Central, Central, Hong Kong

2. any of the following branches of the receiving bank for the Hong Kong Public Offering:

Bank of China (Hong Kong) Limited

District	Branch name	Address
Hong Kong Island	Gilman Street Branch	136 Des Voeux Road Central, Hong Kong
Kowloon	Mei Foo Mount Sterling Mall Branch	Shop N47-49, G/F, Mount Sterling Mall, Mei Foo Sun Chuen, Kowloon
New Territories	Yuen Long (Hang Fat Mansion) Branch	8-18 Castle Peak Road, Yuen Long, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Form, may be collected during normal business hours from 9:00 a.m. on Tuesday, 22 December 2020 until 12:00 noon on Monday, 28 December 2020 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from 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 — ZONBONG LANDSCAPE ENVIRONMENTAL PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above at the following times:

Tuesday, 22 December 2020 — 9:00 a.m. to 4:00 p.m.
Wednesday, 23 December 2020 — 9:00 a.m. to 4:00 p.m.
Thursday, 24 December 2020 — 9:00 a.m. to 4:00 p.m.
Monday, 28 December 2020 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 28 December 2020, the last day for applications, or such later time as described in the section headed "*How to Apply for Hong Kong Offer Shares — J. Effect of Bad Weather on the Opening of the Application Lists*" in the Prospectus.

Applicants applying through the **eWhite Form** service may submit applications through the designated website at www.ewhiteform.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, 22 December 2020 until 11:30 a.m. on Monday, 28 December 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, 28 December 2020 or such later time as described in the section headed "*How to Apply for Hong Kong Offer Shares — J. Effect of Bad Weather on the Opening of the Application Lists*" in the Prospectus.

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates⁽¹⁾:

Tuesday, 22 December 2020 — 9:00 a.m. to 8:30 p.m.
Wednesday, 23 December 2020 — 8:00 a.m. to 8:30 p.m.
Thursday, 24 December 2020 — 8:00 a.m. to 8:30 p.m.
Monday, 28 December 2020 — 8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 22 December 2020 until 12:00 noon on Monday, 28 December 2020 (24 hours daily, except on Monday, 28 December 2020, the last day for applications).

Note:

- (1) These times in this paragraph 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.

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Monday, 28 December 2020, the last day for applications, or such later time as described in the section headed “*How to Apply for Hong Kong Offer Shares — J. Effect of Bad Weather on the Opening of the Application Lists*” in the Prospectus.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocations of Hong Kong Offer Shares on Tuesday, 5 January 2021 on the websites of the Company at www.zonbong.com and the Stock Exchange at www.hkexnews.hk.

The results of allocations (with the successful applicants’ identification document numbers, where applicable) under the Hong Kong Public Offering will be made available from Tuesday, 5 January 2021 through a variety of channels at the times and dates and in the manner specified in the section headed “*How to Apply for Hong Kong Offer Shares — K. Publication of Results*” in the Prospectus.

The Company will not issue temporary documents of title in respect of the Offer Shares. Share certificates will only become valid certificates of title at 8:00 a.m. on Wednesday, 6 January 2021 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “*Underwriting — Underwriting Arrangements — Hong Kong Underwriting Agreement — Grounds for Termination*” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

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 per Offer Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee payable thereon) paid on application, or if the conditions of the Global Offering as set out in “*Structure of the Global Offering — Conditions of the Global Offering*” are not satisfied or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 6 January 2021. The Shares will be traded in board lots of 2,000 Shares each.

By order of the Board
ZONBONG LANDSCAPE Environmental Limited
Mr. Liu Haitao
Chairman and Executive Director

Hong Kong, 22 December 2020

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Liu Haitao, Mr. Wang Xudong and Ms. Wang Yan as executive Directors; Mr. Sun Juqing, Ms. Lyu Hongyan and Mr. Shao Zhanguang as non-executive Directors; and Mr. Gao Xiangnong, Mr. Yin Jun and Mr. Lee Kwok Tung Louis as independent non-executive Directors.