

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 December 2019 (the “**Prospectus**”) issued by Values Cultural Investment 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 invitation to introduce an offer or an offer by any person to acquire, purchase or subscribe for any Shares or securities of the Company under the Global Offering. Potential investors should read the Prospectus carefully for detailed information about the Company and the Global Offering 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) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States (as defined in Regulation S under the U.S. Securities Act) except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.*

*In connection with the Global Offering, Zhongtai International Securities Limited, 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 maintaining the market price of the Shares at such price, in such amounts and in such manner as the Stabilising Manager may determine at a level higher than that which might otherwise prevail in the open market 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 activity, which if commenced, will be done at the absolute discretion of the Stabilising Manager and may be discontinued at any time. Any such stabilising activity is required to be brought to an end within 30 days of the last day for the lodging of applications under the Hong Kong Public Offering. 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 Stabilising) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilising period which will begin on the Listing Date and expire on Friday, 7 February 2020, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

Values Cultural Investment Limited

新石文化投資有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Total Number of Offer Shares : 250,000,000 Shares (subject to the Over-allotment Option)**
- Number of Hong Kong Offer Shares : 25,000,000 Shares (subject to reallocation)**
- Number of International Placing Shares : 225,000,000 Shares (subject to reallocation and the Over-allotment Option)**
- Offer Price : Not more than HK\$0.74 per Offer Share and expected to be not less than HK\$0.50 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)**
- Nominal value : US\$0.000005 per Share**
- Stock code : 1740**

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 Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue, the Global Offering (including the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option) and any Shares which may fall to be allotted and issued upon the exercise of options which may be granted under the Share Option Scheme. Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 16 January 2020, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Thursday, 16 January 2020. 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.yuanshimedia.com.

The Global Offering comprises the Hong Kong Public Offering of initially 25,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares available under the Global Offering and the International Placing of initially 225,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares available under the Global Offering. 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 and Conditions of the Global Offering” in the Prospectus. In particular, the Sole Global Coordinator may reallocate the 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 final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.50 per Offer Share) stated in the Prospectus and the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 50,000,000 Offer Shares).

Subject to 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 Listing Date, or on 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. 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.

In connection with the Global Offering, the Company intends to grant the Over-allotment Option to the International Underwriters, exercisable by the Sole Global Coordinator (for itself and on behalf of the International Underwriters). The Over-allotment Option gives the Sole Global Coordinator (for itself and on behalf of the International Underwriters) the right, exercisable at any time from the day on which trading of the Shares commences on the Stock Exchange up to and including the 30th day from the last day for lodging applications under the Global Offering, to require the Company to allot and issue up to an aggregate of 37,500,000 additional Shares, representing 15% of the initial number of the Offer Shares at the Offer Price to cover, among other things, over-allocations in the International Placing, if any.

The Offer Price will not be more than HK\$0.74 per Offer Share and is currently expected to be not less than HK\$0.50 per Offer Share, unless otherwise announced. Applicants under the Hong Kong Public Offering must pay, on application, the maximum Offer Price of HK\$0.74 per Offer Share plus a 1% brokerage fee, a 0.0027% SFC transaction levy and a 0.005% Stock Exchange trading fee. 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\$0.74 per Offer Share, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC 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. Further details are set out in the paragraph headed "How to Apply for Hong Kong Offer Shares — 13. Refund of application monies" in the Prospectus.

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, the IPO App and the designated website (www.hkeipo.hk) in relation to the HK eIPO White Form.

Applicants who would like to have the allotted Offer Shares registered 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 or www.tricorglobal.com/IPOApp) or the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted Offer Shares registered 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 available during normal business hours from 9:00 a.m. on Monday, 30 December 2019 to 12:00 noon on Wednesday, 8 January 2020 or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening and the closing of the application lists” in the Prospectus from:

1. any of the following offices of the Hong Kong Underwriters:

Zhongtai International Securities Limited	19/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Central, Hong Kong
Head & Shoulders Securities Limited	Room 2511, 25/F, Cosco Tower, 183 Queen’s Road Central, Hong Kong
Guosen Securities (HK) Capital Company Limited	42/F Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong
Bradbury Securities Limited	Unit 5106–07, 51/F, The Center, 99 Queen’s Road Central, Central, Hong Kong
I Win Securities Limited	Room 1916 Hong Kong Plaza, 188 Connaught Road West, Sai Wan, Hong Kong
Grand China Securities Limited	Room 503, 5/F, Loke Yew Building, 50–52 Queen’s Road Central, Central, Hong Kong

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

District	Branch name	Address
Hong Kong Island	Central District (Wing On House) Branch	B/F-2/F, Wing On House, 71 Des Voeux Road Central, Hong Kong
Kowloon	Telford Plaza Branch	Shop Unit P2-P7, Telford Plaza, No.33 Wai Yip Street, Kowloon Bay, Kowloon
	Mong Kok Branch	589 Nathan Road, Mong Kok, Kowloon
New Territories	Kau Yuk Road Branch	18–24 Kau Yuk Road, Yuen Long, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Form, may be available during normal business hours from 9:00 a.m. on Monday, 30 December 2019 until 12:00 noon on Wednesday, 8 January 2020 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — VALUES CULTURAL INVESTMENT PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above at the following times:

Monday, 30 December 2019	—	9:00 a.m. to 5:00 p.m.
Tuesday, 31 December 2019	—	9:00 a.m. to 5:00 p.m.
Thursday, 2 January 2020	—	9:00 a.m. to 5:00 p.m.
Friday, 3 January 2020	—	9:00 a.m. to 5:00 p.m.
Saturday, 4 January 2020	—	9:00 a.m. to 1:00 p.m.
Monday, 6 January 2020	—	9:00 a.m. to 5:00 p.m.
Tuesday, 7 January 2020	—	9:00 a.m. to 5:00 p.m.
Wednesday, 8 January 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 Wednesday, 8 January 2020, the last application day or such later time as described in the paragraph headed "How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening and the closing of the application lists" in the Prospectus.

The application for the Hong Kong Offer Shares will commence on Monday, 30 December 2019 through Wednesday, 8 January 2020. Such time period is longer than the normal market practice of four days. The application monies (including brokerage, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Wednesday, 15 January 2020. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Thursday, 16 January 2020.

Applicants applying by **HK eIPO White Form** service may submit applications through the IPO App or the designated website of the **HK eIPO White Form** service at www.hkeipo.hk (24 hours daily, except on the last day for application) from 9:00 a.m. on Monday, 30 December 2019 until 11:30 a.m. on Wednesday, 8 January 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 8 January 2020, the last day for applications, or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening and the closing 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⁾:

Monday, 30 December 2019	—	9:00 a.m. to 8:30 p.m.
Tuesday, 31 December 2019	—	8:00 a.m. to 8:30 p.m.
Thursday, 2 January 2020	—	8:00 a.m. to 8:30 p.m.
Friday, 3 January 2020	—	8:00 a.m. to 8:30 p.m.
Saturday, 4 January 2020	—	8:00 a.m. to 1:00 p.m.
Monday, 6 January 2020	—	8:00 a.m. to 8:30 p.m.
Tuesday, 7 January 2020	—	8:00 a.m. to 8:30 p.m.
Wednesday, 8 January 2020	—	8:00 a.m. to 12:00 noon

(1): The 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, 30 December 2019 until 12:00 noon on Wednesday, 8 January 2020 (24 hours daily, except on Wednesday, 8 January 2020, the last application day).

The latest time for inputting your electronic application instructions will be 12:00 noon on Wednesday, 8 January 2020, the last application day or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening and the closing of the application lists” in the Prospectus.

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

The Company expects to publish the announcement on the final 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 the Hong Kong Offer Shares (i) on the website of the Stock Exchange (www.hkexnews.hk); and (ii) on the Company’s website (www.yuanshimedia.com) on Wednesday, 15 January 2020. The results of allocations (with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants, where applicable) under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, 15 January 2020 as described in the paragraph headed “How to Apply for the Hong Kong Offer Shares — 11. Publication of results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates for the Offer Shares will only become valid certificates of title at 8:00 a.m. on Thursday, 16 January 2020, provided that (i) the Global Offering has become unconditional in all respects and (ii) the right of termination as described in the paragraph headed “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination” in the Prospectus has not been exercised.

Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 16 January 2020, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 16 January 2020. The Shares will be traded in board lots of 5,000 Shares. The stock code of the Shares is 1740.

By Order of the Board of Director
Values Cultural Investment Limited
Liu Naiyue
Chairman and executive Director

Hong Kong, 30 December 2019

As at the date of this announcement, the Board comprises Mr. Liu Naiyue, Ms. Liu Peiyao, Ms. Wei Xian and Ms. Li Fang as executive Directors; Mr. Shao Hui and Ms. Shen Yi as non-executive Directors; and Mr. Xian Guoming, Mr. Xu Zongzheng and Mr. Zhong Mingshan as independent non-executive Directors.