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火岩控股
FIRE ROCK HOLDINGS

火岩控股有限公司
FIRE ROCK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1909)

PROPOSED SUBDIVISION OF SHARES

Financial Adviser to Fire Rock Holdings Limited

Wilson

Wilson International Capital Limited

PROPOSED SHARE SUBDIVISION

The Board proposes to subdivide each of the existing issued and unissued Shares of one third Hong Kong cent each in the share capital of the Company into four (4) Subdivided Shares of par value of one twelfth Hong Kong cent each. The Share Subdivision will become effective upon the fulfilment of the conditions set out in the section headed “Conditions of the Share Subdivision” below.

The Shares are currently traded in board lot size of 2,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading on the Stock Exchange will remain as 2,000 Subdivided Shares.

GENERAL

The Share Subdivision is subject to approval by Shareholders at the forthcoming EGM.

The Circular containing, amongst others, further details of the Share Subdivision and notice of the EGM will be despatched to the Shareholders on or around Monday, 12 April 2021.

PROPOSED SHARE SUBDIVISION

The Board proposes to subdivide each of the existing issued and unissued Shares of one third Hong Kong cent each in the share capital of the Company into four (4) Subdivided Shares of par value of one twelfth Hong Kong cent each.

Effects of the Share Subdivision

As at the date of this announcement, the authorised share capital of the Company is HK\$20,000,000 divided into 6,000,000,000 Shares of one third Hong Kong cent each, of which 960,000,000 Shares have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$20,000,000 divided into 24,000,000,000 Subdivided Shares of par value of one twelfth Hong Kong cent each, of which 3,840,000,000 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the Share Subdivision becoming effective.

All Subdivided Shares will rank *pari passu* with each other in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

The Shares are currently traded in board lot size of 2,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading on the Stock Exchange will remain as 2,000 Subdivided Shares.

The Company has no outstanding warrants, convertibles, options or derivatives and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the date of this announcement.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision;
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares; and
- (c) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules to effect the Share Subdivision.

The Share Subdivision will become effective after the conditions of the Share Subdivision above are fulfilled.

Listing application

An application has been made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares to be in issue.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or currently proposed to be sought from any other stock exchanges.

Exchange of Share Certificates

Subject to the Share Subdivision having become effective, the existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Tuesday, 8 June 2021 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for four (4) Subdivided Shares.

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing certificates for the Shares to the Company's branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Tuesday, 4 May 2021 to Thursday, 10 June 2021 (both days inclusive). After the expiry of such period, the existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher). It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of 10 Business Days after the submission of the existing share certificates for the Shares to Tricor Investor Services Limited for exchange.

The new share certificates will be red in colour so as to be distinguished from the existing share certificates which are blue or yellow in colour.

REASON FOR THE SHARE SUBDIVISION

The proposed Share Subdivision will reduce the nominal value or par value and trading price of each Share and increase the number of Shares in issue. As a result, the Share Subdivision is expected to reduce the trading price of each Share in the Company correspondingly which would appeal to more investors. Based on the closing price of HK\$6.450 per Share as at the date of this announcement, (i) the market value per board lot of 2,000 Shares is HK\$12,900; and (ii) the value of each board lot of 2,000 Subdivided Shares, with a theoretical adjusted price of approximately HK\$1.6125 per Subdivided Share assuming the Share Subdivision had already become effective, would be approximately HK\$3,225. Although the Share Subdivision will result in downward adjustment to the trading price of the Shares, the Board believes that the Share Subdivision would enhance the liquidity in trading of Shares and thereby would enable the Company to attract more investors and broaden its Shareholder base. Following the previous share subdivision of the Company which took effect on 19 August 2020, the average daily trading volume in the Company's Shares has increased significantly by more than 9 times from July 2020 to February 2021. Accordingly, the Board considers that the Share Subdivision is in the interest of the Company and its Shareholders as a whole.

As at the date of this announcement, the Directors confirm that the Company (i) does not have any agreement, arrangement, understanding, intention, negotiation (concluded or otherwise) on any potential equity fund raising activities; and (ii) has no intention to carry out other corporate action which may have an effect of undermining or negating the intended purpose of the Share Subdivision in the coming twelve (12) months. Having considered the Company's current plan in relation to all corporate actions and equity fund raising activities for the next twelve (12) months, the Directors are of the view that the Share Subdivision is reasonable and sufficient and in the best interests of the Company and Shareholders as a whole.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

2021

Expected date of despatch of the Circular
(including the notice of the EGM) and
the related form of proxy to the Shareholders. On or before
Monday, 12 April

Latest date and time for lodging transfer documents in
order to qualify for attending and voting at the EGM. 4:30 p.m. on
Monday, 26 April

Register of members of the Company closed
for determining entitlements to attend and
vote at the EGM Tuesday, 27 April to
Friday, 30 April
(both days inclusive)

Latest time for the lodging of the form of
proxy for the EGM 10:30 a.m. on
Wednesday, 28 April

Expected date and time of the EGM 10:30 a.m. on
Friday, 30 April

Announcement of voting results of the EGM Friday, 30 April

**The following events are conditional upon the fulfilment of the conditions for the
implementation of the Share Subdivision as set out in the section headed “Conditions of
the Share Subdivision” above.**

The effective date for the Share Subdivision Tuesday, 4 May

Dealings in Subdivided Shares commence 9:00 a.m. on
Tuesday, 4 May

Original counter for trading in board lots of
2,000 Shares temporarily closes 9:00 a.m. on
Tuesday, 4 May

Temporary counter for trading in board lots of
8,000 Subdivided Shares (in form of existing
share certificates) opens 9:00 a.m. on
Tuesday, 4 May

First day of free exchange of existing share certificates
for the new share certificates for the Subdivided
Shares commences Tuesday, 4 May

Original counter for trading in board lots of
2,000 Subdivided Shares (in the form of
new shares certificates) re-opens 9:00 a.m. on
Tuesday, 18 May

Parallel trading in Subdivided Shares
(in the form of new share certificates) and
Shares (in form of existing share certificates)
commences 9:00 a.m. on
Tuesday, 18 May

Temporary counter for trading in Subdivided Shares in board lots of 8,000 Subdivided Shares (in the form of existing share certificates) closes4:10 p.m. on Tuesday, 8 June

Parallel trading in Subdivided Shares (in the form of new share certificates) and Shares (in form of existing share certificates) ends4:10 p.m. on Tuesday, 8 June

Free exchange of existing share certificates for new certificates ends4:30 p.m. on Thursday, 10 June

Note: all times and dates in this announcement refer to Hong Kong local times and dates.

Dates or deadlines specified in this announcement are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

GENERAL

An EGM will be convened and held to approve, amongst others, the Share Subdivision. No Shareholders will be required to abstain from voting at the EGM.

The Circular containing, amongst others, further details of the Share Subdivision and the notice of the EGM will be despatched to the Shareholders on or around Monday, 12 April 2021.

DEFINITIONS

Unless otherwise defined, the following expressions in this announcement have the following meanings:

- “Board” the board of Directors
- “Business Day(s)” any day(s) (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
- “Circular” circular containing, amongst others, further details of the Share Subdivision, including the notice of EGM, will be despatched to the Shareholders on or around Monday, 12 April 2021
- “Company” Fire Rock Holdings Limited (Stock Code: 1909), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange

“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider, if thought fit, approve, among others, the Share Subdivision
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share Subdivision”	the proposed subdivision of each issued and unissued Share into four (4) Subdivided Shares
“Share(s)”	existing ordinary share(s) of one third Hong Kong cent each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) or Subdivided Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of par value of one twelfth Hong Kong cent each in the share capital of the Company upon the Share Subdivision becoming effective

By Order of the Board
Fire Rock Holdings Limited
Mr. Su Yi
Executive Director and CEO

Hong Kong, Tuesday, 30 March 2021

As at the date of this announcement, the executive Directors are Mr. Su Yi, Mr. Zhou Kun and Mr. Chen Di; the non-executive Directors are Mr. Zhang Yan, Mr. Huang Yong and Ms. Yang Kan; and the independent non-executive Directors are Mr. Chan King Fai, Mr. Yang Zhen and Ms. Zhuang Renyan.