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Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the prospectus dated Tuesday, May 7, 2024 (the "Prospectus") issued by Marketingforce Management Ltd (邁富時管理有限公司) (the "Company").

This announcement is for information purposes only and does not constitute an invitation or offer 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 Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information in the Prospectus.

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 or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The securities mentioned herein 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") or securities law of any state or other jurisdiction of the United States. The securities may not be offered, sold, pledged or otherwise transferred within the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws, or outside the United States unless in compliance with Regulation S under the U.S. Securities Act. There will be no public offer of securities in the United States.

Potential investors of the Offer Shares should note that the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate their obligations under the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Thursday, May 16, 2024).



Marketingforce Management Ltd

邁富時管理有限公司

(Incorporated in the Cayman Islands with limited liability)

Global Offering

Number of Offer Shares under : 5,949,700 Shares

the Global Offering

Number of Hong Kong Offer Shares : 595,000 Shares **Number of International Offer Shares** : 5,354,700 Shares

> **Final Offer Price** : HK\$43.60 per Offer Share, plus brokerage

> > of 1.0%, SFC transaction levy of 0.0027%,

the Stock Exchange trading fee of

0.00565% and the AFRC transaction levy

of 0.00015%

Nominal value : US\$0.000005 per Share

Stock code 2556

Joint Sponsors, Overall Coordinators, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers





Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers (in alphabetical order)



































MARKETINGFORCE MANAGEMENT LTD / 邁富時管理有限公司 ANNOUNCEMENT OF FINAL OFFER PRICE AND ALLOTMENT RESULTS

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 7 May 2024 (the "Prospectus") issued by Marketingforce Management Ltd (the "Company").

Warning: In view of high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could move substantially even with a small number of Shares traded and should exercise extreme caution when dealing in the Shares.

SUMMARY

Company information			
Stock code	2556		
Stock short name	MARKETINGFORCE		
Dealings commencement date	16 May 2024*		

^{*}see note at the end of the announcement

Price Information			
Final Offer Price	HK\$43.600		
Offer Price Range	HK\$42.000 - HK\$45.000		
Offer Price Adjustment exercised	No		

Offer Shares and Share Capital			
Number of Offer Shares	5,949,700		
Number of Offer Shares in Public Offer	595,000		
Number of Offer Shares in International Offer	5,354,700		
Number of issued Shares upon Listing	235,164,100		

Proceeds			
Gross proceeds (Note)	HK\$ 259.41 million		
Less: Estimated listing expenses payable based on Final	HK\$ (78.30) million		
Offer Price			
Net proceeds	HK\$ 181.11 million		

Note: Gross proceeds refers to the amount to which the issuer is entitled receive. For details of the use of proceeds, please refer to the Prospectus dated 7 May 2024.

ALLOTMENT RESULTS DETAILS

PUBLIC OFFER

No. of valid applications	2,576

No. of successful applications	1,797
Subscription level	5.95 times
Claw-back triggered	No
No. of Offer Shares initially available under the Public Offer	595,000
Final no. of Offer Shares under the Public Offer	595,000
% of Offer Shares under the Public Offer to the Global Offering	10.00%

Note: For details of the final allocation of shares to the Public Offer, investors can refer to www.eipo.com.hk/eIPOAllotment/?Locale=en to perform a search by name or identification number or www.eipo.com.hk/eIPOAllotment/?Locale=en for the full list of allottees.

INTERNATIONAL OFFER

No. of placees	125
Subscription Level	1.03 times
No. of Offer Shares initially available under the International	5,354,700
Offer	
Final no. of Offer Shares under the International Offer	5,354,700
% of Offer Shares under the International Offer to the Global	90.00%
Offering	

The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by the placees and the public have been financed directly or indirectly by the Company, any of the Directors, chief executive of the Company, Controlling Shareholders, substantial Shareholders, existing Shareholders of the Company or any of its subsidiaries or Consolidated Affiliated Entities or their respective close associates; and (ii) none of the placees and the public who have purchased the Offer Shares are accustomed to taking instructions from the Company, any of the Directors, chief executive of the Company, Controlling Shareholders, substantial Shareholders, existing Shareholders of the Company or any of its subsidiaries or Consolidated Affiliated Entities or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it.

CONCENTRATION OF PLACEES

There are a total of 125 placees under the International Offering. A total of [110] placees have been allotted one board lot of the Offer Shares, representing approximately [88.0000]% of the [125] placees under the International Offering. These placees have been allotted [11,000] Offer Shares in total, representing approximately [0.2054]% of the total number of Offer Shares under the International Offering. [15] placees have been allotted more than one board lot of the Offer Shares, representing approximately [12]% of the [125] placees under the International Offering. These placees have been allotted [5,343,700] Offer Shares in total, representing approximately [99.7946]% of the total number of Offer Shares under the International Offering.

The placees in the International Offer include the following:

Cornerstone Investors

Investor	No. of Offer Shares allocated	% of Offer Shares	% of total issued share capital after the Global Offering	Existing shareholders or their close associates
VH Nanchang				
Donghu Asset	448,900	7.54%	0.19%	No

Investor	No. of Offer Shares allocated	% of Offer Shares	% of total issued share capital after the Global Offering	Existing shareholders or their close associates
Capital LPF / 維港				
南昌東湖產業有限				
合夥基金				
BARJAI TRADING				
COMPANY				
LIMITED / 剛信貿				
易有限公司	455,200	7.65%	0.19%	No
Total	904,100	15.20%	0.38%	

LOCK-UP UNDERTAKINGS

Controlling Shareholders

Name	Number of Shares held in the Company subject to lock-up undertakings upon Listing Note 5	% of shareholding in the Company subject to lock-up undertakings upon Listing ^{Note 5}	Last day subject to the lock-up undertakings
Real Force Limited Note 4	54,407,600	23.14%	15 November 2024 (First Six-Month Period) Note 1
			15 May 2025 (Second Six-Month Period) Note 2
Precious Sight Limited Note 4	59,680,400	25.38%	15 November 2024 (First Six-Month Period) Note 1
			15 May 2025 (Second Six-Month Period) Note 2
Willian Zhao I Limited Note 4	2,837,000	1.21%	15 November 2024 (First Six-Month Period) Note 1
			15 May 2025 (Second Six-Month Period) Note 2
Subtotal	116,925,000	49.72%	

- 1. In accordance with the relevant Listing Rules, the Controlling Shareholder may dispose of or transfer Shares after the indicated date subject to that the Controlling Shareholder will not cease to be a Controlling Shareholder. However, after the indicated date, the Controlling Shareholder as an existing Shareholder remains subject to the lock-up period ending on 15 May 2025 pursuant to the Deed (as defined below) as disclosed in the Prospectus.
- 2. The Controlling Shareholder will cease to be prohibited from disposing of or transferring Shares after the indicated date.
- 3. In accordance with the relevant Listing Rule/guidance materials, the required lock-up for the first six-month period ends on 15 November 2024 and for the second six-month period, on 15 May 2025.
- 4. For family wealth management and estate planning purpose, on 25 April 2024, Mr. Zhao Xulong and Ms. Zhu Shuina transferred their respective interests in the Company directly held by Willam Zhao Limited as to 5,440,760 Shares and Shuina Zhu Limited as to 5,968,040 Shares to Real Force Limited and Precious Sight Limited (being BVI-incorporated holding vehicles), respectively, for the benefit of the Founders' Family Trust

Number of Shares held in the Company subject to lock-up undertakings upon Listing Note 5

% of shareholding in the Company subject to lock-up undertakings upon Listing Note 5

Last day subject to the lock-up undertakings

(as defined in the Prospectus). Further, Willian Zhao I Limited, a company wholly owned by Mr. Zhao Xulong through Willam Zhao Limited, also directly held 283,700 Shares in the Company as of the date of this announcement.

As of the date of this announcement, each of Real Force Limited and Precious Sight Limited is indirectly controlled by the Founders' Family Trust with Mr. Zhao Xulong as the settlor, The Core Trust Company Limited as the trustee, Ms. Zhu Shuina as the protector and Willam Zhao Limited (which is wholly owned by Mr. Zhao Xulong) and Shuina Zhu Limited (which is wholly owned by Ms. Zhu Shuina) as beneficiaries.

- __Ms. Zhu Shuina is the spouse of Mr. Zhao Xulong. As such, as of the date of this announcement, each of Mr. Zhao Xulong and Ms. Zhu Shuina is deemed to be interested in a total of 11,692,500 Shares comprising (i) 11,408,800 Shares controlled through the Founders' Family Trust; and (ii) 283,700 Shares through Willian Zhao I Limited, a company wholly owned by Mr. Zhao Xulong through Willam Zhao Limited.
- 5. The calculation is based on the total number of 235,164,100 Shares in issue immediately following the completion of the subdivision of each share in the Company's issued and unissued share capital with par value of US\$0.000005 each into ten shares of the corresponding class with par value of US\$0.0000005 each (the "Share Subdivision") immediately before the Listing and the Global Offering.

Existing Shareholders

Name

Name	Number of Shares held in the Company subject to lock-up undertakings upon Listing Note 2	% of shareholding in the Company subject to lock-up undertakings upon Listing ^{Note 2}	Last day subject to the lock-up undertakings
NB DIGITAL Evergreen	21,161,600	9.00%	15 February 2025
Investment Limited Partnership Note 1			
Jiaxing Hengjie Equity	3,632,400	1.54%	15 February 2025
Investment Partnership			
(Limited Partnership) /			
嘉興恆捷股權投資合夥			
企業 (有限合夥)			
Driving Force	19,251,800	8.19%	15 May 2025
Developments Limited			
Rosy Maple Limited	15,401,000	6.55%	15 May 2025
Isle Wealth Limited	10,526,400	4.48%	15 May 2025
Rongjing Co. Limited	9,022,600	3.84%	15 February 2025

Name	Number of Shares held in the Company subject to lock-up undertakings upon Listing Note 2	% of shareholding in the Company subject to lock-up undertakings upon Listing ^{Note 2}	Last day subject to the lock-up undertakings
CCB International	6,015,000	2.56%	15 February 2025
Overseas Limited / 建銀	, ,		Ĵ
國際海外有限公司			
Shanghai Shunying	5,629,200	2.39%	15 February 2025
Business Information			-
Consulting Partnership			
(Limited Partnership) /			
上海順瀠商務信息諮詢			
合夥企業 (有限合夥)			
Blooming Sky Holdings	4,508,800	1.92%	15 February 2025
Limited			-
Sea Pictures Limited	3,850,400	1.64%	15 February 2025
Wenhua Xu Limited	2,832,800	1.20%	15 February 2025
He Zhenjun	2,631,600	1.12%	15 February 2025
Great Boom Group Ltd / 旺佳集團有限公司	1,879,600	0.80%	15 February 2025
Top Mountain Shuye LP	1,503,800	0.64%	15 February 2025
Haorong Co., Limited	1,394,800	0.59%	15 February 2025
Multi Link Corporate	1,127,800	0.48%	15 February 2025
Development Limited /			
港聯企業發展有限公司			
Peimin Guo Limited	1,017,600	0.43%	15 February 2025
Miracle International	902,200	0.38%	15 February 2025
Development Limited			
Subtotal	112,289,400	47.74%	

The expiry date of the lock-up period shown in the table above is pursuant to the expiry date of the deed of lock-up undertaking (the "Deed") as disclosed in the Prospectus. Existing Shareholders who are Pre-IPO Investors (as defined in the Prospectus) are also subject to a 180-day lock-up period commencing on the date of the Prospectus pursuant to the Pre-IPO Investments (as defined in the Prospectus) arrangement as disclosed in the Prospectus, which ends earlier than the indicated last day subject to lock-up undertakings pursuant to the Deed.

Notes:

1. As of the date of this announcement, Mr. Zhu Zhengguo is deemed to be interested in a total of 2,479,400 Shares comprising (i) 2,116,160 Shares through NB Digital Evergreen Investment Limited Partnership, a company controlled by Mr. Zhu Zhengguo; and (ii) 363,240 Shares through Jiaxing Hengjie Equity Investment Partnership (Limited Partnership), in which Tianjin Hongdao North Beta Technology Development Co., Ltd, controlled by Mr. Zhu Zhengguo, acted as the general partner and controlled as to 5.70%.

2. The calculation is based on the total number of 235,164,100 Shares in issue immediately following the completion of the Share Subdivision and the Global Offering.

Cornerstone Investors

Name	Number of Shares held in the Company subject to lock-up undertakings upon Listing	% of shareholding in the Company subject to lock-up undertakings upon Listing	Last day subject to the lock-up undertakings
VH Nanchang Donghu Asset Capital LPF / 維港	448,900	0.19%	15 November 2024
南昌東湖產業有限合夥基金			
Barjai Trading Company Limited / 剛信貿易有限	455,200	0.19%	15 November 2024
公司			
Subtotal	904,100	0.38%	

In accordance with the relevant Listing Rule/guidance materials, the required lock-up ends on 15 November 2024. The Cornerstone Investors will cease to be prohibited from disposing of or transferring Shares after the indicated date.

The calculation is based on the total number of 235,164,100 Shares in issue immediately following the completion of the Share Subdivision and the Global Offering.

PLACEE CONCENTRATION ANALYSIS

Placees	Number of Shares allotted	Allotment as % of International Offering	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	908,000	16.96%	15.26%	908,000	0.39%
Top 5	3,098,100	57.86%	52.07%	3,098,100	1.32%
Top 10	4,831,700	90.23%	81.21%	4,831,700	2.05%
Top 25	5,344,800	99.82%	89.83%	5,344,800	2.27%

Notes

^{*} Ranking of placees is based on the number of Shares allotted to the placees.

SHAREHOLDER CONCENTRATION ANALYSIS

Shareholders	Number of Shares a	Allotment as % of International Offering	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	0	0.00%	0.00%	116,925,000	49.72%
Top 5	0	0.00%	0.00%	186,898,200	79.48%
Top 10	0	0.00%	0.00%	215,924,200	91.82%
Top 25	3,904,100	72.91%	65.62%	233,118,500	99.13%

Notes

BASIS OF ALLOCATION UNDER THE HONG KONG PUBLIC OFFERING

Subject to the satisfaction of the conditions set out in the Prospectus, valid applications made by the public will be conditionally allocated on the basis set out below:

^{*} Ranking of Shareholders is based on the number of Shares held by the Shareholder upon Listing.

^{*} Offer Shares allotted to two placees who are spouses have been combined for the purpose of the concentration analysis.

NO. OF SHARES APPLIED FOR	NO. OF VALID APPLICATIONS	BASIS OF ALLOTMENT / BALLOT	APPROXIMATE PERCENTAGE ALLOTTED OF THE TOTAL NO. OF SHARES APPLIED FOR
100	1.250	POOL A	55.040/
100	1,350	743 out of 1,350 to receive 100 Shares	55.04%
200	395	250 out of 395 to receive 100 Shares	31.65%
300 400	90 47	68 out of 90 to receive 100 Shares 42 out of 47 to receive 100 Shares	25.19% 22.34%
500	85	100 Shares	20.00%
300	83		20.00%
600	28	100 Shares plus 5 out of 28 to receive additional 100 Shares	19.64%
700	15	100 Shares plus 5 out of 15 to receive additional 100 Shares	19.05%
800	15	100 Shares plus 7 out of 15 to receive additional 100 Shares	18.33%
900	14	100 Shares plus 8 out of 14 to receive additional 100 Shares	17.46%
1,000	266	100 Shares plus 194 out of 266 to receive additional 100 Shares	17.29%
1,200	22	200 Shares	16.67%
1,400	7	200 Shares plus 2 out of 7 to receive additional 100 Shares	16.33%
1,600	12	200 Shares plus 7 out of 12 to receive additional 100 Shares	16.15%
1,800	6	200 Shares plus 5 out of 6 to receive additional 100 Shares	15.74%
2,000	107	300 Shares	15.00%
3,000	16	300 Shares plus 10 out of 16 to receive additional 100 Shares	12.08%
4,000	18	400 Shares	10.00%
5,000	17	400 Shares plus 13 out of 17 to receive additional 100 Shares	9.53%
6,000	3	500 Shares	8.33%
7,000	5	500 Shares plus 3 out of 5 to receive additional 100 Shares	8.00%
8,000	4	600 Shares	7.50%
9,000	3	600 Shares plus 2 out of 3 to receive additional 100 Shares	7.41%
10,000	15	700 Shares	7.00%
12,000	7	700 Shares plus 4 out of 7 to receive additional 100 Shares	6.31%
14,000	3	800 Shares	5.71%
16,000	3	800 Shares plus 2 out of 3 to receive additional 100 Shares	5.42%

18,000	1	900 Shares	5.00%
20,000	1	1,000 Shares	5.00%
30,000	2	1,400 Shares	4.67%
40,000	2	1,800 Shares	4.50%
60,000	2	2,600 Shares	4.33%
90,000	2	3,800 Shares	4.22%
100,000	2	4,200 Shares	4.20%
	2,565	Total number of Pool A successful applicants: 1,786	
		POOL B	
120,000	11	27,000 Shares plus 5 out of 11 to receive additional 100 Shares	22.54%
	11	Total number of Pool B successful applicants: 11	
	11	applicants: 11	

As of the date of this announcement, the relevant subscription monies previously deposited in the designated nominee accounts have been remitted back to the accounts of all HKSCC participants. Investors should contact their relevant brokers for any inquiries.

STABILIZATION

No stabilizing manager will be appointed, and it is anticipated that no stabilization activities will be carried out in relation to the Global Offering.

COMPLIANCE WITH LISTING RULES AND GUIDANCE

The Directors confirm that, except for the Listing Rules that have been waived and/or in respect of which consent has been obtained, the Company has complied with the Listing Rules and guidance materials in relation to the placing, allotment and listing of the Company's shares.

The Directors confirm that, to the best of their knowledge, the consideration paid by the placees or the public (as the case may be) directly or indirectly for each Offer Share subscribed for or purchased by them was the same as the final Offer Price in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

DISCLAIMERS

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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 or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"). The securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws, or outside the United States unless in compliance with Regulation S under the U.S. Securities Act. There will be no public offer of securities in the United States.

The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus dated 7 May 2024 issued by Marketingforce Management Ltd for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

*Potential investors of the Offer Shares should note that the Joint Sponsors and the Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate their obligations under the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement — Grounds for Termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on 16 May 2024).

PUBLIC FLOAT

Immediately following the completion of the Global Offering, (i) approximately 25.00% of the total issued share capital of the Company will be held by the public and will satisfy the minimum percentage as prescribed by Rule 8.08(1)(a) of the Listing Rules; (ii) the three largest public Shareholders do not hold more than 50% of the Shares in public hands at the time of Listing in compliance with Rules 8.08(3) and 8.24 of the Listing Rules; (iii) there will not be any new substantial Shareholder (as defined in the Listing Rules) of the Company; and (iv) there will be at least 300 Shareholders at the time of Listing in compliance with Rule 8.08(2) of the Listing Rules.

COMMENCEMENT OF DEALINGS

The Share certificates will only become valid evidence of title at 8:00 a.m. on Thursday, May 16, 2024 (Hong Kong time), provided that the Global Offering has become unconditional and the right of termination described in the paragraph headed "Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination" in the Prospectus has not been exercised. Investors who trade the Shares on the basis of publicly available allocation details prior to the receipt of Share certificates or prior to the Share certificates becoming valid evidence of title do so entirely at their own risk. Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. on Thursday, May 16, 2024 (Hong Kong time), it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, May 16, 2024 (Hong Kong time). The Shares will be traded in board lots of 100 Shares each, and the stock code of the Shares will be 2556.

By order of the Board

Marketingforce Management Ltd

MR. ZHAO Xulong

Chairman of the Board, Executive Director and Chief Executive Officer

Hong Kong, May 14, 2024

As at the date of this announcement, the Directors and proposed Directors of the Company are: Mr. ZHAO Xulong as chairman, executive Director and chief executive officer, Mr. XU Jiankang as executive Director, Ms. ZHAO Fangqi and Mr. HUANG Shaodong as non-executive Directors and Mr. YANG Tao, Mr. QIN Ci and Mr. CHEN Chen as independent non-executive Directors.