

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as those defined in the prospectus dated 29 March 2019 (the “**Prospectus**”) issued by Wai Hung Group Holdings 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 securities of the Company. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby 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). 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 Shares have not been, and will not be, registered under the United States Securities Act 1933, as amended or supplemented from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of 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 as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Share Offer, Innovax Securities Limited, as the stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate Shares and/or effect transactions with a view to stabilising and maintaining 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, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Public Offer, being Wednesday, 8 May 2019. 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 Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to maintain the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire the 30th day after the last day for the lodging of applications under the Share Offer, being Wednesday, 8 May 2019. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

# WAI HUNG GROUP HOLDINGS LIMITED

## 偉鴻集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

### SHARE OFFER

|                                      |          |  |
|--------------------------------------|----------|--|
| <b>Number of Offer Shares</b>        | <b>:</b> | <b>125,000,000 Shares (subject to the Over-allotment Option)</b>   |
| <b>Number of Public Offer Shares</b> | <b>:</b> | <b>12,500,000 Shares (subject to reallocation)</b>   |
| <b>Number of Placing Shares</b>      | <b>:</b> | <b>112,500,000 Shares (subject to reallocation and the Over-allotment Option)</b>  |
| <b>Offer Price</b>                   | <b>:</b> | <b>Not more than HK\$1.8 per Offer Share and expected to be not less than HK\$1.4 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund)</b> |
| <b>Nominal value</b>                 | <b>:</b> | <b>HK\$0.01 per Share</b>  |
| <b>Stock code</b>                    | <b>:</b> | <b>3321</b>  |

#### Sole Sponsor



紅日資本有限公司  
RED SUN CAPITAL LIMITED

#### Joint Bookrunners



#### Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including the additional Shares which may be issued pursuant to the Capitalisation Issue and exercise of the Over-allotment Option and the options that may be granted under the Share Option Scheme). Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Tuesday, 23 April 2019, dealings in the Shares that on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 23 April 2019. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Company at **whh.com.hk** and the website of the Stock Exchange at **www.hkexnews.hk**.

The Share Offer comprises (i) the Placing of initially 112,500,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares available for institutional, professional and other investors under the Share Offer; and (ii) the Public Offer of initially 12,500,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially being offered to the public in Hong Kong under the Share Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

In particular, the Joint Bookrunners may, in their sole and absolute discretion, reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with the 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 to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 25,000,000 Offer Shares) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$1.4 per Offer Share) stated in the Prospectus.

In connection with the Share Offer, the Company intends to grant the Over-allotment Option to the Joint Bookrunners (for and on behalf of the Placing Underwriters), exercisable by the Joint Bookrunners. The Over-allotment Option gives the Joint Bookrunners (for and on behalf of the Placing Underwriters) the right, exercisable at any time and from time to time from the Listing Date, up to (and including) the date which is the 30th day after the last day for lodging of applications under the Public Offer, being Wednesday, 8 May 2019, to require the Company to allot and issue up to an aggregate of 18,750,000 Shares, representing 15% of the number of Offer Shares initially available under the Share Offer, at the Offer Price to cover, over-allocation in the Placing, if any.

Subject to the granting of the approval for 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 to enable the Shares to be admitted into CCASS.

The Offer Price will be not more than HK\$1.8 per Offer Share and is currently expected to be not less than HK\$1.4 per Offer Share, unless otherwise announced, as further explained in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.8 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is finally determined as less than HK\$1.8 per Offer Share.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.**

Applicants who would like to have the allotted Public Offer Shares registered in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees Limited 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 Forms, may be collected during normal business hours from 9:00 a.m. on Friday, 29 March 2019, until 12:00 noon on Monday, 8 April 2019 from:

(i) any of the following offices of the Public Offer Underwriters:

**Innovax Securities Limited** at Unit A-C, 20th Floor, Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong

**Ping An Securities Limited** at 18/F CITIC Tower, 1 Tim Mei Avenue, Central, Hong Kong

**Astrum Capital Management Limited** at Room 2704, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong

**CLC Securities Limited** at 13/F, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong

**GLAM Capital Limited** at Room 908-911, 9/F, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong

**I Win Securities Limited** at Room 1916, 19/F, Hong Kong Plaza, 188 Connaught Road West, Hong Kong

**Opus Capital Limited** at 18/F, Fung House, 19-20 Connaught Road Central, Central, Hong Kong

(ii) any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Public Offer:

| <b>District</b>         | <b>Branch name</b>         | <b>Address</b>                                       |
|-------------------------|----------------------------|--|
| <b>Hong Kong Island</b> | Bank of China Tower Branch | 1 Garden Road, Hong Kong                             |
|                         | Quarry Bay Branch          | Parkvale, 1060 King's Road,<br>Quarry Bay, Hong Kong |
| <b>Kowloon</b>          | Tsim Sha Tsui Branch       | 24-28 Carnarvon Road,<br>Tsim Sha Tsui, Kowloon      |
| <b>New Territories</b>  | Tai Wai Branch             | 74-76 Tai Wai Road, Sha Tin,<br>New Territories      |

(iii) the following office of the Sole Sponsor:

**Red Sun Capital Limited** at Unit 3303, 33/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong.

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Friday, 29 March 2019 until 12:00 noon on Monday, 8 April 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have the **YELLOW** Application Form and the Prospectus available.

An electronic copy of the Prospectus (which is identical to the printed Prospectus) can be accessed and downloaded from the websites of the Company at **whh.com.hk** and the Stock Exchange at **www.hkexnews.hk**.

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 marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED – WAI HUNG GROUP PUBLIC OFFER**" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

|                                |   |                                |
|--------------------------------|---|--------------------------------|
| <b>Friday, 29 March 2019</b>   | – | <b>9:00 a.m. to 5:00 p.m.</b>  |
| <b>Saturday, 30 March 2019</b> | – | <b>9:00 a.m. to 1:00 p.m.</b>  |
| <b>Monday, 1 April 2019</b>    | – | <b>9:00 a.m. to 5:00 p.m.</b>  |
| <b>Tuesday, 2 April 2019</b>   | – | <b>9:00 a.m. to 5:00 p.m.</b>  |
| <b>Wednesday, 3 April 2019</b> | – | <b>9:00 a.m. to 5:00 p.m.</b>  |
| <b>Thursday, 4 April 2019</b>  | – | <b>9:00 a.m. to 5:00 p.m.</b>  |
| <b>Saturday, 6 April 2019</b>  | – | <b>9:00 a.m. to 1:00 p.m.</b>  |
| <b>Monday, 8 April 2019</b>    | – | <b>9:00 a.m. to 12:00 noon</b> |

The application for the Share Offer will commence on Friday, 29 March 2019. The application monies (including the brokerages, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Thursday, 18 April 2019.

The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 8 April 2019, the last application day or such later date as may apply in case of certain bad weather conditions as described in the section headed “How to Apply for Public Offer Shares – 9. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 29 March 2019 until 12:00 noon on Monday, 8 April 2019 or such later time as described in the section headed “How to Apply for Public Offer Shares – 9. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

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

The Company expects to publish the announcement on the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Thursday, 18 April 2019 on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company’s website at [whh.com.hk](http://whh.com.hk). The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers, where appropriate, of successful applicants under the Public Offer will be available through a variety of channels from Thursday, 18 April 2019 as described in the section headed “How to Apply for Public Offer Shares – 10. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Tuesday, 23 April 2019 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting – Underwriting Arrangements and Expenses – The Public Offer – Grounds for Termination” in the Prospectus has not been exercised, which is expected to be at 8:00 a.m. on Tuesday, 23 April 2019. 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 of HK\$1.8 (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Share Offer – Conditions of the Public Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage fee, 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.



Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Tuesday, 23 April 2019, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 23 April 2019. The Shares will be traded in board lots of 2,500 Shares each. The stock code of the Shares is 3321.

By order of the Board  
**Wai Hung Group Holdings Limited**  
**Li Kam Hung**  
*Chairman and Executive Director*

Hong Kong, 29 March 2019

*As at the date of this announcement, the Board comprises Mr. Li Kam Hung and Mr. Yu Ming Ho as executive Directors, Mr. Li Chun Ho as non-executive Director, and Ms. Rita Botelho dos Santos, Mr. Wu Chou Kit and Mr. Lam Chi Wing as independent non-executive Directors.*

*This announcement is available for viewing on the website of the Company at **whh.com.hk** and the website of the Stock Exchange at **www.hkexnews.hk**.*