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Wan Kei Group Holdings Limited

宏基集團控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1718)

PLACING OF SHARES BY CONTROLLING SHAREHOLDERS OF THE COMPANY

This announcement is made by Wan Kei Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has been informed by Samwood Global Limited (“**Samwood**”), a controlling shareholder (as defined under the Listing Rules) (a “**Controlling Shareholder**”) of the Company; and Mr. Leung Man Lun Stephen (“**Mr. Leung**”), a Controlling Shareholder and an executive Director, that on 13 April 2016, Samwood, Mr. Leung and Ms. Yeung Siu Lai Shirley (“**Ms. Yeung**”), a director of an indirectly wholly owned subsidiary of the Company, Chun Shun Boring Engineering Company Limited, entered into a share placing agreement (the “**Placing Agreement**”) with Kingston Securities Limited (the “**Placing Agent**”), pursuant to which the Placing Agent has agreed to, on a best effort basis, procure purchaser(s) independent of and not connected with the Company and its connected persons (as defined in the Listing Rules) to purchase 50,000,000 shares, 116,340,000 shares and 900,000 shares, respectively of HK\$0.01 each in the capital of the Company (the “**Placing Shares**”) from Samwood, Mr. Leung and Ms. Yeung at the price of HK\$0.65 per Placing Share (the “**Placing**”). The Placing Shares proposed to be sold by Samwood, Mr. Leung and Ms. Yeung under the Placing Agreement represent approximately 6.25%, 14.54% and 0.11%, respectively of the issued share capital of the Company as at the date of this announcement.

As at the date of this announcement, Samwood is owned as to 79% by Mr. Fong Hon Hung (“**Mr. Fong**”) (the chief executive officer of the Company, an executive Director and a Controlling Shareholder) and 21% Mr. Yeung Wai Keung Toby.

Pursuant to a concert party deed dated 3 December 2014 (the “**Concert Party Deed**”), Chung Hang Enterprises Limited, Gold Crown Consultants Limited, Samwood, Suntecli Company Limited, Mr. Leung, Mr. Lau Woon Si and Mr. Fong (the “**Concert Parties**”) are parties acting in concert (having the meaning as ascribed thereto in the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs) and they in aggregate hold approximately 74.89% of the total issued share capital as at the date of this announcement and prior to completion of the Placing. Immediately following completion the Placing which is expected to take place within 10 business days from the date of the Placing Agreement, the shareholding held by the Concert Parties in the Company will decrease from approximately 74.89% to approximately 54.10% of the issued share capital of the Company, and the Concert Parties will remain as Controlling Shareholders.

As the Placing may or may not proceed, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
WAN KEI GROUP HOLDINGS LIMITED
Lau Woon Si
Chairman

Hong Kong, 13 April 2016

As at the date of this announcement, the executive Directors are Mr. Lau Woon Si (Chairman), Mr. Lau Chi Hing, Mr. Fong Hon Hung, Mr. Leung Man Lun Stephen and Mr. Lau Chi Shing; and the independent non-executive Directors are Mr. Ong Chi King, Mr. Ho Ho Ming and Mr. Law Yiu Sing.