

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 September 2017 (the “**Prospectus**”) issued by Wing Chi Holdings Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the 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. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Shares thereby offered.

In connection with the Share Offer, if the final Offer Price as agreed between our Company and the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters) is HK\$0.45 or above, the size of the Share Offer will be not less than HK\$100 million. In such event, ChaoShang Securities Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting 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. Such stabilisation, 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 stabilisation cannot be used to support the price of the Offer Shares for longer than the stabilisation period, which begins on the Listing Date and ends on the thirtieth day after the last day for lodging of applications under the Public Offer. The stabilisation period is expected to expire on Wednesday, 8 November 2017. After this date, when no further stabilisation action may be taken, demand for the Shares, and therefore their market price, could fall.

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 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 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.

Wing Chi Holdings Limited

榮智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	:	225,000,000 Shares (subject to the Adjustment Options)
Number of Placing Shares	:	202,500,000 Shares (subject to reallocation and the Adjustment Options)
Number of Public Offer Shares	:	22,500,000 Shares (subject to reallocation)
Maximum Offer Price	:	Not more than HK\$0.52 per Offer Share and not less than HK\$0.38 per Offer Share, plus brokerage fee 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 per Share	:	HK\$0.01 per Share
Stock Code	:	6080

Sole Sponsor



Joint Bookrunners



Joint Lead Managers



Co-Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Capitalisation Issue; (ii) the Share Offer (including any Shares which may be issued pursuant to the exercise of any of the Adjustment Options); and (iii) the exercise of any options which may be granted under the Share Option Scheme). Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 20 October 2017, dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Friday, 20 October 2017. In the event that any of the

Adjustment Options is exercised, an announcement will be made by the Company on the Company's website at www.wingchiholdings.com, and the website of the Stock Exchange at www.hkexnews.hk.

The Share Offer comprises the Public Offer of 22,500,000 Shares (subject to reallocation), and the Placing of 202,500,000 Shares (subject to reallocation and the Adjustment Options). The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed "Structure and Conditions of the Share Offer" in the Prospectus.

In connection with the Public Offer and pursuant to the Placing Underwriting Agreement, the Company expects to grant either an Offer Size Adjustment Option (which is exercisable at any time from the date of the Prospectus to the last Business Day prior to the Listing Date) or an Over-allotment Option (exercisable at any time from the Listing Date until the date falling the 30th day after the last day for the lodging of applications under the Public Offer) to the Placing Underwriters but not both. The Adjustment Options granted to the Placing Underwriters allow them to require the Company to issue up to 33,750,000 additional Shares, representing 15% of the number of Shares initially available under the Share Offer.

If the final Offer Price as agreed between the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters) and the Company is less than HK\$0.45 and as a result, the size of the Share Offer is less than HK\$100 million, the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters) can only exercise the Offer Size Adjustment Option to cover over-allocations under the Placing and there will be no stabilisation action. Our Company will disclose in its allotment results announcement whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date. The allotment results announcement will be published on the Stock Exchange's website at www.hkexnews.hk and our Company's website at www.wingchiholdings.com on 19 October 2017.

Otherwise, if the agreed final Offer Price is equal to or more than HK\$0.45 and as a result, the size of the Share Offer is equal to or more than HK\$100 million, the Joint Bookrunners (for themselves and on behalf of the Placing Underwriters) can only exercise the Over-allotment Option (exercisable at any time from the Listing Date until the date falling the 30th day after the last day for the lodging of applications under the Public Offer) to cover over-allocations under the Placing and there may be stabilisation action. For further details of the Adjustment Options and stabilisation, please refer to the section headed "Structure and Conditions of the Share Offer" of the Prospectus. In the event that the Over-allotment Option is exercised, an announcement will be made on 19 October 2017.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board 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 date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be 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 not be more than HK\$0.52 per Offer Share and is expected to be not less than HK\$0.38 per Offer Share. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.52 per Offer Share together with brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$0.52 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 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 obtained during normal business hours from 9:00 a.m. on Saturday, 30 September 2017, until 12:00 noon on Monday, 9 October 2017 from:

1. the following offices of the Public Offer Underwriters:

Ample Orient Capital Limited

Room A, 17/F, Fortune House,
61 Connaught Road Central,
Central,
Hong Kong

ChaoShang Securities Limited

Room 4001-02, China Resources Building,
26 Harbour Road,
Wanchai,
Hong Kong

Pacific Foundation Securities Limited

11/F New World Tower II,
16-18 Queen's Road Central,
Hong Kong

Head & Shoulders Securities Limited

Room 2511 25/F Cosco Tower,
183 Queen's Road Central,
Hong Kong

Supreme China Securities Limited

Suites 2701–2, 27/F,
Everbright Centre,
108 Gloucester Road,
Wanchai,
Hong Kong

China-Hong Kong Link Securities Company Limited

19/F
80 Gloucester Road
Wanchai
Hong Kong

Grand Partners Securities Limited

9/F, Connaught Harbourfront House
35–36 Connaught Road West
Hong Kong

2. the following office of the Sole Sponsor:

Dakin Capital Limited

Room 2701, Admiralty Centre
Tower 1, 18 Harcourt Road
Admiralty
Hong Kong

3. any of the following branches of Bank of Communications Co., Ltd. Hong Kong Branch:

	Branch name	Branch address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	Quarry Bay Sub-Branch	Shops 3 and 4 on G/F., 981A–981F King’s Road, Chung Hing Mansion, Quarry Bay
Kowloon	Cheung Sha Wan Plaza Sub-Branch	Unit G04, G/F., Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road
New Territories	Tiu Keng Leng Sub-Branch	Shops Nos L2–064 and L2–065, Level 2, Metro Town, Tiu Keng Leng
	Market Street Sub-Branch	G/F., 49–55 Tsuen Wan Market Street, Tsuen Wan

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Saturday, 30 September 2017 until 12:00 noon on Monday, 9 October 2017 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 such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "Bank of Communications (Nominee) Co. Ltd. — Wing Chi Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of Bank of Communications Co., Ltd. Hong Kong Branch referred to above at the following dates and times:

Saturday, 30 September 2017	—	9:00 a.m. to 1:00 p.m.
Tuesday, 3 October 2017	—	9:00 a.m. to 5:00 p.m.
Wednesday, 4 October 2017	—	9:00 a.m. to 5:00 p.m.
Friday, 6 October 2017	—	9:00 a.m. to 5:00 p.m.
Saturday, 7 October 2017	—	9:00 a.m. to 1:00 p.m.
Monday, 9 October 2017	—	9:00 a.m. to 12:00 noon

CCASS Clearing/Custodian Participants can input electronic application instructions from 9:00 a.m. on Tuesday, 3 October 2017 until 12:00 noon on Monday, 9 October 2017 or such later time as described in the section headed "How to apply for the Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" in the Prospectus.

CCASS Investor Participants can input electronic application instructions from 8:00 a.m. on 30 September 2017 until 12:00 noon on 9 October 2017 (24 hours daily, except on the last application day).

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Share Offer.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares under the Public Offer (i) on the website of the Stock Exchange (www.hkexnews.hk); and (ii) on the Company's website (www.wingchiholdings.com) on Thursday, 19 October 2017. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Public Offer will be available through a variety of channels from Thursday, 19 October 2017 as described in the section headed "How to Apply for the Public Offer Shares — 10. Publication of Results" in the Prospectus.

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\$0.52 per Offer Share (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 "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, 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. Any refund of your application monies will be made on or before Thursday, 19 October 2017.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, 20 October 2017 provided that the Share Offer has become unconditional and the right of termination described in the paragraph headed "Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination" in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Friday, 20 October 2017. The Shares will be traded in board lots of 6,000 Shares each. The stock code of the Shares is 6080.

By order of the Board of Directors
Wing Chi Holdings Limited
Li Cheuk Kam
Chairman and Executive Director

Hong Kong, 30 September 2017

As at the date of this announcement, the executive Directors are Mr. Li Cheuk Kam, Mr. Li Kun Yee, Mr. Li Wai Fong and Mr. Liauw Hung, and the independent non-executive Directors are Mr. Wong Chik Kong, Mr. Chan Chung Kik Lewis and Mr. Lee Kwok Lun.