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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)**

### **COMPLETION OF 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 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Reference is made to the announcement of the Company dated 13 April 2016 in respect of the Placing (the “**Announcement**”). Unless defined otherwise, capitalised terms used herein have the same meanings as those defined in the Announcement.

#### **COMPLETION OF PLACING**

The Board has been informed by Samwood, Mr. Leung and Ms. Yeung that completion of the Placing (the “**Completion**”) took place on 27 April 2016 whereby a total of 167,240,000 Placing Shares from Samwood, Mr. Leung and Ms. Yeung were successfully placed by the Placing Agent to the placees (the “**Placees**”) of the Placing at HK\$0.65 per Placing Share pursuant to the terms and conditions of the Placing Agreement. As confirmed by the Placing Agent, the Placees (and, where applicable, their respective ultimate beneficial owners) are not connected persons (as defined in the Listing Rules) and are third parties independent of the Company, and none of the Placees has become a substantial shareholder (as defined in the Listing Rules) of the Company upon Completion.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the changes to the shareholding structure of the Company as a result of the completion of the Placing:

	Immediately before Completion		Immediately after Completion	
	Number of Shares	Approximate % of shareholding	Number of Shares	Approximate % of shareholding
Samwood (Notes 1 and 4)	599,100,000	74.89	432,760,000	54.10
Mr. Leung (Notes 2 and 4)	599,100,000	74.89	432,760,000	54.10
Ms. Yeung	900,000	0.11	–	–
Suntecli Company Limited (“Suntecli”) (Notes 3 and 4)	599,100,000	74.89	432,760,000	54.10
The Placees	–	–	167,240,000	20.90
Other public shareholders of the Company	200,000,000	25.00	200,000,000	25.00
<b>Total:</b>	<b>800,000,000</b>	<b>100.00</b>	<b>800,000,000</b>	<b>100.00</b>

### Notes:

- As at the date of this announcement, Samwood is an investment holding company owned by Mr. Fong Hon Hung (“**Mr. Fong**”) and Mr. Yeung Wai Keung Toby as to 79% and 21%, respectively, Mr. Fong is the chief executive officer of the Company and an executive Director. Immediately after Completion, Samwood is the beneficial owner of 91,840,000 shares of the Company and holds 340,920,000 shares of the Company jointly with the Concert Parties pursuant to the Concert Party Deed.
- As at the date of this announcement, Mr. Leung is an executive Director. Immediately after Completion, Mr. Leung is not a beneficial owner of any shares of the Company. However, he holds 432,760,000 shares of the Company jointly with the Concert Parties pursuant to the Concert Party Deed.
- As at the date of this announcement, Suntecli is an investment holding company owned by Mr. Lau Woon Si (“**Mr. WS Lau**”), Ms. Wong Po Lin, Ms. So Choi, Mr. Lau Chi Shing, Mr. Lau Chi Hing and Mr. Lau Chi Hang Ian as to approximately 94.65%, 1.07%, 1.07%, 1.07%, 1.07% and 1.07%, respectively. Ms. Wong Po Lin, Ms. So Choi, Mr. Lau Chi Shing, Mr. Lau Chi Hing and Mr. Lau Chi Hang Ian are family members of Mr. WS Lau. Mr. WS Lau is the chairman of the Company and an executive Director. Mr. Lau Chi Hing is the vice chairman of the Company and an executive Director. Mr. Lau Chi Shing is an executive Director. Ms. So Choi, Ms. Wong Po Lin and Mr. Lau Chi Hang Ian do not participate in the daily operation of the Group. Immediately after Completion, Suntecli is the beneficial owner of 340,920,000 shares of the Company and holds 91,840,000 shares of the Company jointly with the Concert Parties pursuant to the Concert Party Deed.
- Immediately before the Placing, Suntecli, Samwood, Mr. Leung and other members of the Concert Parties together control approximately 74.89% of the entire issued share capital of the Company. Immediately after Completion, Suntecli, Samwood, Mr. Leung and other members of the Concert Parties together control approximately 54.10% of the entire issued share capital of the Company.

Upon Completion, Suntecli, Samwood, Mr. Leung and other members of the Concert Parties remain as Controlling Shareholders.

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

Hong Kong, 27 April 2016

*As at the date of this announcement, the executive Directors are Mr. Lau Woon Si, 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.*