

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



Wan Kei Group Holdings Limited

宏基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1718)

VOLUNTARY ANNOUNCEMENT

This announcement is made by Wan Kei Group Holdings Limited (the “**Company**”) on a voluntary basis.

The Company was informed by Suntecli Company Limited (the “**Suntecli**”), a controlling shareholder (as defined under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company, that on 27 October 2017, it had disposed of an aggregate of 67,000,000 shares of the Company (the “**Shares**”) on the market to parties (the “**Purchasers**”) who to the best knowledge, information and belief of the directors of the Company (the “**Directors**”), are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules) at HK\$0.62 per Share (the “**Disposal**”). Prior to the Disposal, the procedures on release of the pledge of Shares for Disposal were completed accordingly. For the details of the pledge of Shares by Suntecli, please refer to the announcement of the Company dated 26 October 2016.

Pursuant to a concert party deed dated 3 December 2014 (the “**Concert Party Deed**”), Samwood Global Limited, Suntecli, Mr. Leung Man Lun Stephen, Mr. Lau Woon Si and Mr. Fong Hon Hung (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 held 340,920,000 Shares, representing approximately 35.51% of the issued share capital of the Company immediately before the Disposal. Immediately upon completion of the Disposal, the shareholding held by the Concert Parties in the Company will be reduced to 273,920,000 Shares, representing approximately 28.53% of the issued share capital of the Company, and the Concert Parties will cease to be the controlling shareholders but will remain as the substantial shareholders of the Company (as defined in the Listing Rules).

Name of the Shareholders	Immediately before completion of the Disposal		Immediately after the completion of the Disposal	
	<i>Number of shares</i>	<i>Approximate Percentage (%)</i>	<i>Number of shares</i>	<i>Approximate Percentage (%)</i>
The Concert Parties (<i>Note</i>)	340,920,000	35.51%	273,920,000	28.53%
Purchasers	–	–	67,000,000	6.98%
Other public shareholders	619,080,000	64.49%	619,080,000	64.49%
Total	<u>960,000,000</u>	<u>100%</u>	<u>960,000,000</u>	<u>100%</u>

Note: At as the date of this announcement, Mr. Lau Woon Si and Mr. Fong Hon Hung are the executive Directors.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By order of the Board
Wan Kei Group Holdings Limited
Lau Woon Si
Chairman

Hong Kong, 27 October 2017

As at the date of this announcement, the executive Directors are Mr. Lau Woon Si, Mr. Fong Hon Hung, Mr. Cheung Lap Kei and Mr. Chan Chi Ming Tony; and the independent non-executive Directors are Mr. Lo Wa Kei Roy, Ms. Li Zhongye Cindy, Ms. Wang Qing and Mr. Leung Ka Fai Nelson.