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*Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 12 February 2018 (the “**Prospectus**”) of Wing Fung Group Asia Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being 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 Offer Shares have not been, and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities law in the United States. The securities may not be offered, sold, pledged or transferred within the United States except pursuant to registration or an exemption from or in a transaction not subject to the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. There will be no public offer and is not currently intended to be any public offer of securities of the Company in the United States.*

Wing Fung Group Asia Limited

榮豐集團亞洲有限公司

(incorporated in the Cayman Islands with limited liability)

LISTING BY WAY OF SHARE OFFER ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Number of Offer Shares : 143,500,000 Shares
Number of Placing Shares : 129,150,000 Shares (subject to reallocation)
Number of Public Offer Shares : 14,350,000 Shares (subject to reallocation)
Offer Price : Not more than HK\$0.42 per Offer Share and
expected to be not less than HK\$0.38 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 in Hong Kong dollars and
subject to refund)
Nominal value : HK\$0.01 each
Stock code : 8526

Sponsor



Joint Bookrunners and Joint Lead Managers



平安證券有限公司
Ping An Securities Limited

Co-Lead Manager



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any Shares which may be issued pursuant to the Capitalisation Issue).

Subject to the approval of the listing of, and permission to deal in, the Shares on GEM as well as the 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, under contingent situation, 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. Investors should seek the advice of their stockbroker or other professional advisor for details of the settlement arrangement as such arrangements may affect their rights and interests. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Share Offer comprises (i) the Public Offer of initially 14,350,000 Public Offer Shares (subject to reallocation), representing 10% of the total number of the Offer Shares; and (ii) the Placing of initially 129,150,000 Placing Shares (subject to reallocation), representing 90% of the total number of the Offer Shares. 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.

The Offer Price will be not more than HK\$0.42 per Offer Share and is expected to be not less than HK\$0.38 per Offer Share. Applicants for Public Offer Shares under the Public Offer shall pay in full in Hong Kong dollars, on application, the maximum Offer Price of HK\$0.42 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.42 per Offer Shares.

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 related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus. If such conditions have not been fulfilled (or, where applicable, waived by the Joint Bookrunners (for themselves and on behalf of the Underwriters)) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will not proceed and all money received will be refunded to applicants for the Share Offer without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.wingfunggroup.com on the next Business Day immediately following the date of such lapse.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Bookrunners (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth in the section headed “Underwriting — Underwriting arrangement and expenses — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 27 February 2018. Such events include, among other things, acts of government, strikes, lock-

outs, fire, explosion, flooding, civil commotion, acts of war, acts of God, acts of terrorism, riot, public disorder, economic sanctions, outbreak of diseases or epidemics including SARS and avian influenza and such related/mutated forms or interruption or delay in transportation.

Applicants who would like to have the allotted Public Offer Shares issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Public Offer Shares issued 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 instruction to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 12 February 2018 until 12:00 noon on Thursday, 15 February 2018 from the following locations:

1. any of the following offices of the Public Offer Underwriters:

CLC Securities Limited	13th Floor, Nan Fung Tower 88 Connaught Road Central Central, Hong Kong
Ping An Securities Limited	Unit 02, 2/F, China Merchants Building 152–155 Connaught Road Central Central, Hong Kong
Prudential Brokerage Limited	901–4 World Wide House 19 Des Voeux Road Central Hong Kong
TC Capital International Limited	Suite 1903–4, 19/F, Tower 6 The Gateway, Harbour City 9 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong

2. any of the following branches of The Bank of East Asia, Limited:

District	Branch	Address
Hong Kong	Main Branch	10 Des Voeux Road Central, Central
	North Point Branch	326–328 King's Road, North Point
Kowloon	Kwun Tong Branch	7 Hong Ning Road, Kwun Tong
	Yaumatei Branch	G/F, 526 Nathan Road, Yaumatei
New Territories	Shatin Plaza Branch	Shop 3–4, Level 1, Shatin Plaza, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 12 February 2018 until 12:00 noon on Thursday, 15 February 2018 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbrokers.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "The Bank of East Asia (Nominees) Limited — Wing Fung Group Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Monday, 12 February 2018	—	9:00 a.m. to 5:00 p.m.
Tuesday, 13 February 2018	—	9:00 a.m. to 5:00 p.m.
Wednesday, 14 February 2018	—	9:00 a.m. to 5:00 p.m.
Thursday, 15 February 2018	—	9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 15 February 2018, the last application day 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 applications lists" in the Prospectus.

CCASS Participants can input electronic application instructions from 9:00 a.m. on Monday, 12 February 2018 until 12:00 noon on Thursday, 15 February 2018 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.

If you are a CCASS Investor Participant, you may give these **electronic application instructions** through the CCASS Phone System by calling 2979 7888 or through the CCASS Internet System (<https://ip.ccass.com>) (using the procedures in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time).

HKSCC can also input **electronic application instructions** for you if you go to:

Hong Kong Securities Clearing Company Limited

Customer Service Center
1/F, One & Two Exchange Square
8 Connaught Place
Central
Hong Kong

and complete an input request form.

You can also collect a copy of the Prospectus from this address.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

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 procedures of the Public Offer.

The Offer Price is expected to be fixed by the Price Determination Agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or about Tuesday, 20 February 2018. If, for whatever reason, the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company are unable to reach any agreement or enter into the Price Determination Agreement on the Offer Price on or before Tuesday, 20 February 2018, the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.wingfunggroup.com.

The Company expects to announce 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 under the Public Offer on Monday, 26 February 2018 on the Company's website at www.wingfunggroup.com and on the Stock Exchange's website at www.hkexnews.hk. 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 as described in the section headed "How to apply for Public Offer Shares — 10. Publication of results" in the Prospectus.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that the Share Offer has become unconditional in all respects and the right of termination described in the section headed "Underwriting — Underwriting arrangement and expenses — Grounds for termination" in the Prospectus has not been exercised.

By order of the Board of
Wing Fung Group Asia Limited
Chung Chi Keung
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 12 February 2018

As at the date of this announcement, the executive Directors are Mr. Chung Chi Keung and Ms. Lai Suk Fan; and the independent non-executive Directors are Mr. Choy Hiu Fai Eric, Mr. Lei For and Mr. Lai Wai Ming.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.wingfunggroup.com.