

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and 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.

Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 28 February 2017 (the “**Prospectus**”) of Winson Holdings Hong Kong 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.



WINSON HOLDINGS HONG KONG LIMITED

永順控股香港有限公司

(incorporated in the Cayman Islands with limited liability)

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

Total number of Offer Shares : 150,000,000 Shares
**Number of Placing Shares : 135,000,000 Shares (subject to
reallocation)**
Number of Public Offer Shares : 15,000,000 Shares (subject to reallocation)
**Offer Price : Not more than HK\$0.50 per Offer Share
and not less than HK\$0.40 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 per Share
Stock code : 8421

Sponsor



大有融資有限公司
MESSIS CAPITAL LIMITED

Joint Bookrunners

平安證券有限公司
Ping An Securities Limited



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 additional Shares which may be issued upon exercise of options granted under the Pre-IPO Share Option Scheme and options that may be granted under the Share Option Scheme).

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. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Share Offer comprises (i) the Public Offer of initially 15,000,000 Public Offer Shares (subject to reallocation), representing 10% of the total number of the Offer Shares; and (ii) the Placing of initially 135,000,000 Placing Shares (subject to reallocation), representing 90% of the total number of the Offer Shares.

The Offer Price will be not more than HK\$0.50 per Offer Share and not less than HK\$0.40 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\$0.50 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.

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” 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.winsongrouphk.com on the next Business Day immediately following the date of such lapse.

Prospective investors 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 arrangements and expenses — Public Offer — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Thursday, 16 March 2017. Such events include, among other things, any act of God, war, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, pandemic, act of terrorism, earthquake, strike or lock-out.

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 complete and sign the **YELLOW** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 February 2017 until 12:00 noon on Friday, 3 March 2017 from the following locations:

- any of the following offices of the Public Offer Underwriters:

Ping An Securities Limited	Unit 02, 2/F, China Merchants Building, 152–155 Connaught Road Central, Hong Kong
----------------------------	--

Astrum Capital Management Limited	Room 2704, Tower 1 Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong
-----------------------------------	--

- any of the following branches of DBS Bank (Hong Kong) Limited:

	Branch	Address
Hong Kong Island	United Centre Branch	Shops 1015–1018, 1/F & Shops 2032–2034, 2/F, United Centre, 95 Queensway, Admiralty
	Happy Valley Branch	G/F, 18A-22, King Kwong Street, Happy Valley, Hong Kong
Kowloon	Yaumatei Branch	G/F & 1/F, 131–137 Woosung Street, Yaumatei
New Territories	Kwai Chung Branch	G/F, 1001 Kwai Chung Road, Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 28 February 2017 until 12:00 noon on Friday, 3 March 2017 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbrokers.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "Ting Hong Nominees Limited — Winson Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

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 Wednesday, 8 March 2017 or such later date as the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree. 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 the Price Determination Date or on or before 12:00 noon on Tuesday, 14 March 2017, the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement to be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.winsongroup.hk.

The Company expects to announce the final Offer Price, the indication of the level of interest in the Placing, the level of applications of the Public Offer and the basis of allocation of the Public Offer Shares on Wednesday, 15 March 2017 on the Company’s website at www.winsongroup.hk and the Stock Exchange’s website at www.hkexnews.hk.

Results of allocations in the Public Offer with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) for the Public Offer, will be made available in the manner specified in the section headed “How to apply for Public Offer Shares — 8. Publication of results” in the Prospectus on Wednesday, 15 March 2017.

Assuming the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms prior to 8:00 a.m. in Hong Kong on Thursday, 16 March 2017, dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Thursday, 16 March 2017. The Shares will be traded in board lots of 5,000 Shares each under the stock code 8421. The Company will not issue any receipts for sum paid on application or temporary documents of title.

By order of the Board of
WINSON HOLDINGS HONG KONG LIMITED
Ng Sing Mui
Chairperson and Executive Director

Hong Kong, 28 February 2017

As at the date of this announcement, the executive Directors are Madam Ng Sing Mui, Ms. Sze Tan Nei, Mr. Ang Ming Wah and Mr. Sze Wai Lun; and the independent non-executive Directors are Mr. Yuen Ching Bor Stephen, Mr. Chung Koon Yan, Mr. Ma Kwok Keung, Mr. Wong Yat Sum and Mr. Chan Chun Sing.

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 <http://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.winsongrouphk.com.