

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 19 June 2017 (the “**Prospectus**”) issued by Winning Tower Group Holdings Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus 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 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.

Winning Tower Group Holdings Limited **運興泰集團控股有限公司**

(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	: 350,000,000 Shares comprising 280,000,000 New Shares and 70,000,000 Sale Shares (subject to the Offer Size Adjustment Option)
Number of Placing Shares	: 315,000,000 Shares comprising 245,000,000 New Shares and 70,000,000 Sale Shares (subject to reallocation and the Offer Size Adjustment Option)
Number of Public Offer Shares	: 35,000,000 Shares (subject to reallocation)
Offer Price	: Not more than HK\$0.22 per Offer Share and expected to be not less than HK\$0.18 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	: 8362

Sponsor

SUNWAH KINGSWAY
新華滙富

Kingsway Capital Limited

Joint Bookrunners and Joint Lead Managers

SUNWAH KINGSWAY
新華滙富
Kingsway Financial Services Group Limited

平安證券有限公司
Ping An Securities Limited

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (GEM) pursuant to (i) the Share Offer, (ii) the Capitalisation Issue and (iii) any new Shares which may be allotted and issued pursuant to the exercise of options that may be granted under the Share Option Scheme and exercise of the Offer Size Adjustment Option as described in the Prospectus.

The Share Offer comprises the Placing and the Public Offer. A total of initially 350,000,000 Shares (subject to the Offer Size Adjustment Option) will be made available under the Share Offer, of which 315,000,000 Shares, comprising 245,000,000 New Shares and 70,000,000 Sale Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The remaining 35,000,000 New Shares (subject to reallocation), representing 10% of the Offer Shares, will be offered under the Public Offer. The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Share Offer — Re-allocation of the Offer Shares between Placing and Public Offer” of the Prospectus.

The Offer Price will not be more than HK\$0.22 per Offer Share and is expected to be not less than HK\$0.18 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.22 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.22 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest. Please refer to section headed “How to apply for Public Offer Shares — 13. Refund of Application Monies” of the Prospectus.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company’s 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 GEM or 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.

Applicants who would like the Public Offer Shares to be issued in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit application online through the designated website of the HK eIPO White Form Service Provider at www.hkeipo.hk under the HK eIPO White Form service. Applicants who would like the Public Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant’s stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 19 June 2017 until 12:00 noon on Thursday, 22 June 2017 at:

(a) 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

Kingsway Financial Services Group Limited

7/F, Tower One
Lippo Centre
89 Queensway
Hong Kong

(b) any of the following branches of Hang Seng Bank Limited, the receiving bank for the Public Offer:

District	Branch	Address
Hong Kong	Head Office North Point Branch	83 Des Voeux Road Central 335 King's Road
Kowloon	Tsimshatsui Branch Yaumatei Branch	18 Carnarvon Road 363 Nathan Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 19 June 2017 until 12:00 noon on Thursday, 22 June 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Hang Seng (Nominee) Limited — Winning Tower Group Holdings Limited 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 dates and times:

Monday, 19 June 2017 — 9:00 a.m. to 5:00 p.m.
Tuesday, 20 June 2017 — 9:00 a.m. to 5:00 p.m.
Wednesday, 21 June 2017 — 9:00 a.m. to 5:00 p.m.
Thursday, 22 June 2017 — 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, 22 June 2017, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the applications lists" of the Prospectus.

Applicants applying through HK eIPO White Form service may submit applications through the HK eIPO White Form Service Provider at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, 19 June 2017 until 11:30 a.m. on Thursday, 22 June 2017 or such later time as described in the subsection “How to Apply for Public Offer Shares — 5. Applying through HK eIPO White Form Service — Time for submitting applications under the HK eIPO White Form” in the Prospectus.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 19 June 2017 until 12:00 noon on Thursday, 22 June 2017.

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 Bookrunners, 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” of the Prospectus for details of the conditions and procedures of the Public Offer.

The Company has granted the Offer Size Adjustment Option, exercisable by the Joint Lead Managers or its respective agents on behalf of the Placing Underwriters at any time during the period from the date of the Placing Underwriting Agreement to the Business Day immediately before the date of the announcement of the results of allocations and the basis of allocation of the Public Offer Shares or otherwise it will lapse, to require the Company to allot and issue up to an aggregate of 52,500,000 additional Shares, representing 15% of the number of the Offer Shares initially being offered under the Share Offer, on the same terms as those applicable to the Share Offer.

The Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after listing of the Shares on the Stock Exchange and is not subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong).

The Company will disclose in the announcement of the results of allocations and the basis of allocation of the Public Offer Shares whether, and to what extent, the Offer Size Adjustment Option has been exercised. In the event that the Offer Size Adjustment Option has not been exercised by the Joint Lead Managers on behalf of the Placing Underwriters, the Company will confirm in such announcement that the Offer Size Adjustment Option has lapsed and cannot be exercised at any future date.

Application for the Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” of the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Joint Bookrunners (for themselves and on behalf of the other Underwriters) are entitled, in their sole and absolute discretion, to terminate the Underwriters' obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under section headed "Underwriting — Underwriting arrangement and expenses — Grounds for termination" of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. If, for any reason, the Offer Price is not agreed between the Company and the Joint Lead Managers (for themselves and on behalf of the other Underwriters) on Friday, 23 June 2017, the Share Offer will not become unconditional and will lapse. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.wtgl.hk on the next business day following the date of such lapse.

The announcement of the final Offer Price, the level of indications of interest in the Placing, the level of applications, the basis of allotment and the results of applications in the Public Offer will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.wtgl.hk on Thursday, 29 June 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 made available on Thursday, 29 June 2017 in the manner described in the section headed "How to apply for Public Offer Shares — 11. Publication of results" of the Prospectus and specified below:

- in the announcement to be posted on the Company's website at www.wtgl.hk and the Stock Exchange's website at www.hkexnews.hk by no later than 9:00 a.m. on Thursday, 29 June 2017;
- from the designated results of allocations website at www.tricor.com.hk/ipo/result with a "search by ID" function on a 24-hour basis from 8:00 a.m. on Thursday, 29 June 2017 to 12:00 midnight on Wednesday, 5 July 2017;
- by telephone enquiry line by calling +852 3691-8488 between 9:00 a.m. and 6:00 p.m. from Thursday, 29 June 2017 to Tuesday, 4 July 2017 on a Business Day;
- in the special allocation results booklets which will be available for inspection during opening hours from Thursday, 29 June 2017 to Monday, 3 July 2017 at the designated receiving bank branches and sub-branches.

Share certificates for the Offer Shares will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 30 June 2017. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Offer Shares.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 30 June 2017, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 30 June 2017. The Shares will be traded in board lots of 20,000 Shares each. The stock code of the Shares is 8362.

By order of the Board
Winning Tower Group Holdings Limited
LAI King Wah
Executive Director

Hong Kong, 19 June 2017

As at the date of this announcement, the executive Directors are Mr. Lai King Wah, Mr. Lai Ho Yin Eldon and, Mr. Ho Timothy Kin Wah, the non-executive Directors are Mr. Yu Ting Hei, Mr. Chow Kuen Chung and Ms. Ho Lai Sze Jacqueline, and the independent non-executive Directors are Mr. Chau Chun Wai, Mr. Lo Sun Tong and Mr. Lam Lai Kiu Kelvin.

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 which regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) 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 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.wtgl.hk.