

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 13 December 2017 (the “**Prospectus**”) issued by WT Group Holdings Limited (the “**Company**”).*

*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.*

*This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and 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 of the Company in the United States or in any other jurisdictions. 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**”) or any states securities laws in the United States. 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 and in accordance with any applicable securities laws. There will be no public offer and is not currently intended to be any public offer of securities in the United States.*

# WT GROUP HOLDINGS LIMITED

## WT 集團控股有限公司

*(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

**Number of Offer Shares : 250,000,000 Shares (subject to the Offer Size Adjustment Option)**

**Number of Public Offer Shares : 25,000,000 Shares (subject to reallocation)**

**Number of Placing Shares : 225,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)**

**Offer Price : Not more than HK\$0.26 per Offer Share and expected to be not less than HK\$0.22 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 : 8422**

#### Sole Sponsor



**Titan Financial Services Limited**

#### Joint Bookrunners and Joint Lead Managers



**Titan Financial Services Limited**

#### Co-Lead Managers



**Aurora Borealis Investment Services Limited**

Application has been made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Share Offer, the Capitalisation Issue and any Shares which may be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option and the exercise of options that may be granted under the Share Option Scheme as described in the Prospectus.

The Share Offer comprises the Public Offer of initially 25,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 225,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation and the Offer Size Adjustment Option). The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the paragraph headed “Structure and Conditions of the Share Offer — The Public Offer — Reallocation” of the Prospectus.

In connection with the Share Offer, it is expected that the Company will grant to the Placing Underwriters, exercisable by the Joint Lead Managers on behalf of the Placing Underwriters, the Offer Size Adjustment Option pursuant to which the Joint Lead Managers (for themselves and on behalf of the Placing Underwriters) may at any time during the period from the date of the Placing Underwriting Agreement to 12:00 noon (Hong Kong time) on 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, to require the Company to allot and issue at the Offer Price up to an aggregate of 37,500,000 additional new Shares, representing 15% of the total number of Offer Shares initially made available under the Share Offer, on the same terms as those applicable to the Share Offer to cover over-allocations under the Placing (if any). The Company will disclose in its allotment results announcement whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by then, the Offer Size Adjustment Option will lapse and cannot be exercised on any future date.

The Shares to be issued pursuant to the Offer Size Adjustment Option will not be used for price stabilisation purpose and are not subject to the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). If the Offer Size Adjustment Option is exercised in full, the additional Offer Shares will represent approximately 3.61% of the enlarged issued share capital of the Company following completion of the Capitalisation Issue, the Share Offer and the exercise of the Offer Size Adjustment Option but without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme.

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.

The Offer Price will not be more than HK\$0.26 per Offer Share and is expected to be not less than HK\$0.22 per Offer Share. The Offer Price is expected to be fixed by the Price Determination Agreement to be entered into between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company on the Price Determination Date, which is expected to be on Monday, 18 December 2017 or such later date as the Joint Lead Managers (for themselves and on behalf of the Underwriters) and our Company may agree. 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 Underwriters) on or before the Price Determination Date, the Share Offer will not become unconditional and will lapse immediately. Applicants for Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.26 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 application is wholly or partially unsuccessful and/or if the Offer Price as finally determined is less than HK\$0.26 per Offer Share.

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 Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Structure and Conditions of the Share Offer — Conditions of the Public Offer” of the Prospectus. 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. Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.wtgholdings.com](http://www.wtgholdings.com) on the next business day following the date of such lapse.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors should note that the Sole Sponsor and/or the Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) are entitled, in its/their sole and absolute discretion, to terminate their obligations under the Public Offer Underwriting Agreement with immediate effect by notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed “Underwriting — Underwriting Arrangements and Expenses — The Public Offer — Grounds for termination” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Thursday, 28 December 2017.

Applicants who would like the Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the Public Offer Shares to be issued 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.

As required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 13 December 2017 until 12:00 noon on Monday, 18 December 2017 from:

(a) the offices of the Joint Bookrunners and the Joint Lead Managers:

<b>Sincere Securities Limited</b>	9/F, Cosco Tower 183 Queen's Road Central Sheung Wan, Hong Kong
<b>Titan Financial Services Limited</b>	Suites 3201-02, 32/F COSCO Tower, Grand Millennium Plaza 183 Queen's Road Central Central, Hong Kong

(b) the offices of the Co-Lead Managers:

<b>Aristo Securities Limited</b>	Room 101, 1st Floor On Hong Commercial Building 145 Hennessy Road Wanchai, Hong Kong
<b>Aurora Borealis Investment Services Limited</b>	Room 302, Haiphong Mansion 101 Nathan Road, Tsim Sha Tsui Kowloon, Hong Kong

(c) any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Kowloon	Ma Tau Kok Road Branch	39-45 Ma Tau Kok Road To Kwa Wan Kowloon
New Territories	Shatin Branch	Shop 20, Level 1 Lucky Plaza 1-15 Wang Pok Street Sha Tin New Territories

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 13 December 2017 until 12:00 noon on Monday, 18 December 2017 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker.

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 "**Bank of China (Hong Kong) Nominees Limited — WT Group Public Offer**" for the payment, should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank listed above, at the following times:

**Wednesday, 13 December 2017 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, 14 December 2017 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 15 December 2017 — 9:00 a.m. to 5:00 p.m.**  
**Saturday, 16 December 2017 — 9:00 a.m. to 1:00 p.m.**  
**Monday, 18 December 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 Monday, 18 December 2017, the last application day or such later time as described in the paragraph headed "How to Apply for Public Offer Shares — 9. Effect of Bad Weather on the Opening of the Application Lists" of the Prospectus.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 13 December 2017 until 12:00 noon on Monday, 18 December 2017 or such later time as described in the paragraph headed "How to Apply for Public Offer Shares — 9. Effect of Bad Weather on the Opening of the Application Lists" of the Prospectus.

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 HKSCC to apply for the Public Offer Shares on your behalf.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

**Wednesday, 13 December 2017 — 9:00 a.m. to 8:30 p.m.** *(note)*  
**Thursday, 14 December 2017 — 8:00 a.m. to 8:30 p.m.** *(note)*  
**Friday, 15 December 2017 — 8:00 a.m. to 8:30 p.m.** *(note)*  
**Monday, 18 December 2017 — 8:00 a.m.** *(note)* **to 12:00 noon**

*Note:* These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to our Company, the Sole Sponsor, the Joint Lead Managers and our 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 expects to announce the final Offer Price, the level of indication of the interest in the Placing, the level of applications in the Public Offer, the basis of allocation of the Public Offer Shares and the number of Offer Shares reallocated, if any, between the Public Offer and the Placing on Wednesday, 27 December 2017 on the Company's website at [www.wtgholdings.com](http://www.wtgholdings.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations in the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available on Wednesday, 27 December 2017 in the manner described in the paragraph headed "How to Apply for Public Offer Shares — 10. Publication of Results" of the Prospectus.

The Company will not issue any temporary documents of title in respect of the Shares. Share certificates will only become valid certificates of title at 8:00 a.m., Thursday, 28 December 2017 provided that the Share Offer has become unconditional in all respects and the right of termination described in the paragraph headed "Underwriting — Underwriting Arrangements and Expenses — The Public Offer — Grounds for termination" of the Prospectus has not been exercised and has lapsed. No receipt will be issued for the subscription monies for the Shares.

Assuming the Share Offer becomes unconditional in all respects and the Public Offer Underwriting Agreement is not terminated in accordance with its terms at or before 8:00 a.m. (Hong Kong time) on Thursday, 28 December 2017, dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 28 December 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8422.

By order of the Board  
**WT Group Holdings Limited**  
**Yip Shiu Ching**  
*Chairman and Executive Director*

Hong Kong, 13 December 2017

*As at the date of this announcement, the executive Directors are Mr. Yip Shiu Ching (Chairman), Mr. Kung Cheung Fai Patrick and Mr. Kam Kin Bun; and the independent non-executive Directors are Mr. Leung Chi Hung, Ms. Wong Lai Na and Ms. Hung Siu Woon Pauline.*

*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, (a) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (b) there are no other matters the omission of which would make any statement in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), and in the case of the announcement, on the "Latest Company Announcements" page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.wtgholdings.com](http://www.wtgholdings.com).*