

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated 4 November 2014 (the “Prospectus”) issued by Wai Chi Holdings Company Limited (the “Company”).

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities or any Shares under the Share Offer. This announcement is not, and is not intended to be, an offer of securities of the Company for sale in any jurisdiction, including, without limitation, the United Kingdom, Australia, Japan, Canada or 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”), or the securities laws of any state of the United States, or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities law. The Public Offer Shares are being offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not be any public offering of securities in the United States. This announcement and the information contained herein are not for release, publication or 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.

In connection with the Share Offer, Changjiang Securities Brokerage (HK) Limited, as stabilising manager (the “Stabilising Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offer. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).

Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

The Public Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the Application Forms. The Public Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong.



Wai Chi Holdings Company Limited

偉志控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	: 50,000,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares	: 5,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 45,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$3.7 per Offer Share, plus brokerage fee 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	: 1305

Sole Sponsor



長江證券融資(香港)有限公司
CHANGJIANG CORPORATE FINANCE (HK) LIMITED

Sole Global Coordinator



長江證券經紀(香港)有限公司
CHANGJIANG SECURITIES BROKERAGE (HK) LIMITED

Joint Bookrunners and Joint Lead Managers



長江證券經紀(香港)有限公司
CHANGJIANG SECURITIES BROKERAGE (HK) LIMITED



RHB OSK Securities Hong Kong Limited



廣發香港
GF HONG KONG

Application has been made by the Sole Sponsor on behalf of the Company to the Listing Committee for the granting of the listing of, and permission to deal in, our Shares in issue and to be issued pursuant to (i) the Share Offer; (ii) the Capitalisation Issue; (iii) the exercise of the Over-allotment Option; and (iv) the exercise of any options that may be granted under our Share Option Scheme. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 18 November 2014. In the event that the Over-allotment Option is exercised, an announcement will be published by the Company on its website at www.waichiholdings.com and the website of the Stock Exchange at www.hkexnews.hk.

The Offer Price will be not more than HK\$3.7 per Offer Share and is expected to be not less than HK\$3.0 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$3.7 (plus brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027%) for each Public Offer Share, subject to refund if the final Offer Price should be lower than HK\$3.7.

The Company is initially offering 5,000,000 Public Offer Shares (subject to reallocation), representing 10% of the 50,000,000 Offer Shares initially made available under the Share Offer for subscription by the public in Hong Kong at the Offer Price, and 45,000,000 Placing Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares initially made available under the Share Offer for Placing to institutional, professional and/or other investors in Hong Kong. The allocation of the Shares between the Public Offer and the Placing is subject to reallocation as stated in the section headed “Structure and conditions of the Share Offer — The Public Offer — Reallocation of the Offer Shares between the Public Offer and the Placing” in the Prospectus.

In connection with the Share Offer, the Company is expected to grant the Over-allotment Option to the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters). Under the Over-allotment Option, the Sole Global Coordinator shall have the right to require the Company to allot and issue at the Offer Price up to an aggregate of 7,500,000 additional new Shares, representing approximately 15% of the Offer Shares initially made available for subscription under the Share Offer. If the Over-allotment Option is exercised in full, we will be required to issue 7,500,000 additional new Shares, representing approximately 3.61% of the Company’s total enlarged number of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue and the exercise of the Over-allotment Option but without taking into account any Shares which may fall to be issued upon the exercise of any option that may be granted under the Share Option Scheme. Please refer to the section headed “Structure and conditions of the Share Offer — Over-allotment Option” in the Prospectus for further details.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the WHITE or YELLOW Application Forms and the designated website (www.hkeipo.hk) for the HK eIPO White Form.

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 applications 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 and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or their designated CCASS Participant’s stock account maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** 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 Tuesday, 4 November 2014 until 12:00 noon on Monday, 10 November 2014 at:

- (i) any of the following offices of the Public Offer Underwriters:
 - (a) **Changjiang Securities Brokerage (HK) Limited** at Suite 1908, 19th Floor, Cosco Tower, 183 Queen’s Road Central, Hong Kong

- (b) **RHB OSK Securities Hong Kong Limited** at 12/F, World-wide House, 19 Des Voeux Road Central, Hong Kong
- (c) **GF Capital (Hong Kong) Limited** at 29–30/F, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong
- (ii) any of the following branches of Bank of China (Hong Kong) Limited, the receiving bankers for the Public Offer:

District	Branch Name	Branch Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Aberdeen Branch	25 Wu Pak Street, Aberdeen
	Chai Wan Branch	Block B, Walton Estate, 341–343 Chai Wan Road, Chai Wan
Kowloon	Wong Tai Sin Branch	Shop G13, Wong Tai Sin Plaza, Wong Tai Sin
	Tsim Sha Tsui East Branch	Shop 3, LG/F, Hilton Towers, 96 Granville Road, Tsim Sha Tsui East, Kowloon
	Hung Hom (Eldex Industrial Building) Branch	21 Ma Tau Wai Road, Hung Hom
	Lam Tin Branch	Shop 12, 49 Kai Tin Road, Lam Tin
New Territories	Kau Yuk Road Branch	18–24 Kau Yuk Road, Yuen Long
	Fo Tan Branch	No 2, 1/F Shatin Galleria, 18–24 Shan Mei Street, Fo Tan
	City One Sha Tin Branch	Shop Nos. 24–25, G/F, Fortune City One Plus, No.2 Ngan Shing Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained:

- (i) during normal business hours from 9:00 a.m. on Tuesday, 4 November 2014 until 6:00 p.m. on Friday, 7 November 2014 at:

The Depository Counter of HKSCC,
2nd Floor, Infinitus Plaza,
199 Des Voeux Road Central,
Hong Kong

- (ii) during normal business hours from 9:00 a.m. to 12:00 noon on Monday, 10 November 2014 at;

The Depository Counter of HKSCC,
1st Floor, One & Two Exchange Square,
8 Connaught Place,
Central, Hong Kong

- (iii) from your licensed stock broker who may have the Prospectus and the **YELLOW** Application Forms available.

The completed **WHITE** Application Forms or **YELLOW** Application Forms, together with a cheque or banker's cashier order attached and marked payable to "Bank of China (Hong Kong) Nominees Limited — Wai Chi Holdings Public Offer" for payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bankers listed above on the following dates during the following times as specified in the Application Forms:

Tuesday, 4 November 2014 — 9:00 a.m. to 5:00 p.m.
Wednesday, 5 November 2014 — 9:00 a.m. to 5:00 p.m.
Thursday, 6 November 2014 — 9:00 a.m. to 5:00 p.m.
Friday, 7 November 2014 — 9:00 a.m. to 5:00 p.m.
Saturday, 8 November 2014 — 9:00 a.m. to 1:00 p.m.
Monday, 10 November 2014 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** Service at www.hkeipo.hk from 9:00 a.m. on Tuesday, 4 November 2014 until 11:30 a.m. on Monday, 10 November 2014 or such later time as described in the section headed "How to apply for Public Offer Shares — 10. Effect of Bad Weather Conditions on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last day of application day).

CCASS participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 4 November 2014 until 12:00 noon on Monday, 10 November 2014.

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 Company expects to publish the announcement on the final Offer Price, the indication of the levels of interest in the Placing, the results of application in respect of the Public Offer and the results and basis of allotment of the Public Offer Shares under the Public Offer on Monday, 17 November 2014 in (i) the South China Morning Post (in English); (ii) the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange at www.hkexnews.hk and (iv) the Company's website at www.waichiholdings.com.

The results of allocations in the Public Offer, including the Hong Kong identity card/passport/ Hong Kong business registration numbers of successful applicants under the Public Offer and the number of Public Offer Shares successfully applied for under **WHITE** or **YELLOW** Application Forms, will be made available in the manner described in the section headed “How to apply for Public Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title for the Shares. No receipt will be issued for any application monies paid on application and received.

Assuming that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised at 8:00 a.m. on Tuesday, 18 November 2014, Share certificates will become valid certificates of title and dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 18 November 2014. The Shares will be traded in board lots of 1,000 Shares each.

In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on its website at www.waichiholdings.com and the website of the Stock Exchange at www.hkexnews.hk.

By order of the Board
Wai Chi Holdings Company Limited
Yiu Chi To
Chairman and executive Director

Hong Kong, 4 November 2014

As at the date of this announcement, the Board comprises Mr. Yiu Chi To, Mr. Chen Chung Po, Ms. Yiu Kwan Yu, Mr. Chen Wei Wu and Ms. Yong Jian Hui as the executive Directors, and Mr. Au Yeung Tin Wah, Mr. Chen Kwok Wang and Mr. Ho Chi Wai as the independent non-executive Directors.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).