

*Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 28 June 2017 (the “**Prospectus**”) issued by Wealthy Way Group 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. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares.*

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*In connection with the Share Offer, Ample Orient Capital Limited, as the stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market 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. Such stabilising action, if taken, (i) will be conducted at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and in what the Stabilising Manager reasonably regards as the best interest of the Company; (ii) may be discontinued at any time; and (iii) is required to be brought to an end within 30 days of the last day for lodging applications under the Public Offer, being Thursday, 3 August 2017. 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 Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day after the last day for the lodging of applications under the Public Offer, being Thursday, 3 August 2017. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*



## Wealthy Way Group Limited

### 富道集團有限公司

(incorporated in the Cayman Islands with limited liability)

#### PLACING AND PUBLIC OFFER

- Number of Offer Shares : 36,000,000 Shares (subject to the Over-allotment Option)**
- Number of Placing Shares : 32,400,000 Shares (subject to reallocation and the Over-allotment Option)**
- Number of Public Offer Shares : 3,600,000 Shares (subject to reallocation)**
- Offer Price : Not more than HK\$5.56 per Offer Share and expected to be not less than HK\$4.0 per Offer Share (payable in full on application in Hong Kong dollars, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund)**
- Nominal value : HK\$0.01 per Share**
- Stock code : 3848**

Sponsor

**AmCap**

*Ample Capital Limited*

豐盛融資有限公司

Sole Global Coordinator

**AmCap**

Ample Orient Capital Limited  
豐盛東方資本有限公司

Joint Bookrunners and Joint Lead Managers

**AmCap**

Ample Orient Capital Limited  
豐盛東方資本有限公司

 潮商證券有限公司  
ChaoShang Securities Limited

Co-Lead Manager



 中港通證券  
CHINA HONG KONG LINK SECURITIES

Co-Managers

 Innovax  
Securities

 Pacific  
Foundation

 富源證券  
WealthLink  
SECURITIES LIMITED

Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Share Offer and as mentioned in the Prospectus (including any Shares which may be issued under the Capitalisation Issue, the Over-allotment Option and pursuant to the exercise of the options which may be granted under the Share Option Scheme).

The Share Offer comprises (i) the Public Offer of 3,600,000 Shares (subject to reallocation), representing 10% of the Offer Shares initially available under the Share Offer; and (ii) the Placing of 32,400,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the Offer Shares initially available under the Share Offer. 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.

In connection with the Share Offer, the Company is expected to grant the Over-allotment Option to the Placing Underwriters, which is exercisable by the Sole Global Coordinator (on behalf of the Placing Underwriters) at any time from the Listing Date until the 30th day after the last day for lodging applications under the Public Offer, to require the Company to allot and issue up to an aggregate of 5,400,000 additional Shares, representing 15% of the total number of Offer Shares initially available under the Share Offer, at the Offer Price to cover over-allocations in the Placing. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.cwl.com](http://www.cwl.com).

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange 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 the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) 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 to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$5.56 per Offer Share and is expected to be not less than HK\$4.0 per Offer Share. Applicants must pay the maximum indicative Offer Price of HK\$5.56 per Offer Share plus 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee in full upon application for Shares under the terms set out in the Application Forms, subject to refund (without interest) if the Offer Price as finally determined is lower than HK\$5.56 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.**

Applicants who would like the allotted Public Offer Shares to be issued in their own names should use a **WHITE** Application Form. Applicants who would like the allotted Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts should use a **YELLOW** Application Form or 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 Wednesday, 28 June 2017 until 12:00 noon on Tuesday, 4 July 2017 from:

(i) any of the following offices of the Public Offer Underwriters:

<b>Ample Orient Capital Limited</b>	Room A, 17/F Fortune House 61 Connaught Road Central Central Hong Kong
<b>ChaoShang Securities Limited</b>	Rooms 4001–4002, 40/F China Resources Building 26 Harbour Road Wanchai Hong Kong
<b>Convoy Investment Services Limited</b>	21/F, Tesbury Centre 28 Queen's Road East Admiralty Hong Kong
<b>China-Hong Kong Link Securities Company Limited</b>	19/F, 80 Gloucester Road Wan Chai Hong Kong
<b>Innovax Securities Limited</b>	Unit A–C, 20/F, Neich Tower 128 Gloucester Road Wan Chai Hong Kong

**Pacific Foundation Securities Limited**

11/F, New World Tower II  
16–18 Queen’s Road Central  
Hong Kong

**Wealth Link Securities Limited**

Unit B1, 5/F, Guangdong Investment Tower  
148 Connaught Road Central  
Hong Kong

- (ii) 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>
Hong Kong Island	Shek Tong Tsui Branch	534 Queen’s Road West, Shek Tong Tsui
	King’s Road Branch	131–133 King’s Road, North Point
	Chai Wan Branch	Block B, Walton Estate, 341–343 Chai Wan Road, Chai Wan
Kowloon	Jordan Road Branch	1/F, Sino Cheer Plaza, 23–29 Jordan Road
New Territories	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1–15 Wang Pok Street, Sha Tin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 28 June 2017 until 12:00 noon on Tuesday, 4 July 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — WEALTHY WAY GROUP 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 times:

Wednesday, 28 June 2017 — 9:00 a.m. to 5:00 p.m.  
Thursday, 29 June 2017 — 9:00 a.m. to 5:00 p.m.  
Friday, 30 June 2017 — 9:00 a.m. to 5:00 p.m.  
Monday, 3 July 2017 — 9:00 a.m. to 5:00 p.m.  
Tuesday, 4 July 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 Tuesday, 4 July 2017, the last application day or such later time as described in the sub-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 Wednesday, 28 June 2017 until 12:00 noon on Tuesday, 4 July 2017 (24 hours daily, except on the last application day). The latest time for inputting the electronic application instructions will be 12:00 noon on Tuesday, 4 July 2017 or such later time as described in the sub-section headed "How to Apply for Public Offer Shares — 9. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

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 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 on Thursday, 20 July 2017 (i) in The South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the Company's website at [www.cwl.com](http://www.cwl.com); and (iv) on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Public Offer Shares successfully applied for under **WHITE** and **YELLOW** Application Forms, or by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels as described in the sub-section headed "How to Apply for Public Offer Shares — 10. Publication of results" in the Prospectus, including on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company's website at [www.cwl.com](http://www.cwl.com).

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid certificate of title at 8:00 a.m. on the Listing Date provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Public Offer — Grounds for termination” in the Prospectus has not been exercised.

If, for any reason, the Offer Price is not agreed between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on or before 5:00 p.m. on Wednesday, 19 July 2017, the Share Offer will not proceed and will lapse.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of HK\$5.56 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Any refund of your application monies will be made on Thursday, 20 July 2017.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Friday, 21 July 2017, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 21 July 2017. The Shares will be traded in board lots of 1,000 Shares each under the stock code 3848.

By order of the Board  
**Wealthy Way Group Limited**  
**Lo Wai Ho**  
*Chairman and Executive Director*

Hong Kong, 28 June 2017

*As at the date of this announcement, the Board comprises Mr. Lo Wai Ho and Ms. Chan Shuk Kwan Winnie, as executive Directors; Mr. Xie Weiquan as non-executive Director; and Mr. Ha Tak Kong, Mr. Ip Chi Wai and Ms. Hung Siu Woon Pauline as 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).*