

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2017 (the “**Prospectus**”) issued by Win Win Way Construction Holdings Ltd. (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 offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offer and the International Offer described below before deciding whether or not to invest in the 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, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities law. There will be no public offer of securities in the United States. The Offer Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, Great Roc Capital Securities Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over allocate shares or 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 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 Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 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 date of closing of the application lists under the Hong Kong Public Offer. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



**Win Win Way Construction Holdings Ltd.**

**恆誠建築控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

## GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 128,000,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 12,800,000 Shares (subject to adjustment)
- Number of International Offer Shares** : 115,200,000 Shares (subject to adjustment and the Over-allotment Option)
- Offer Price** : Not more than HK\$1.00 per Offer Share and expected to be not less than HK\$0.80 per Offer Share (payable in full upon application, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
- Nominal Value** : HK\$0.01 per Share
- Stock Code** : 994

### Sole Sponsor and Sole Global Coordinator



KGI Capital Asia Limited

### Joint Bookrunners and Joint Lead Managers



KGI Capital Asia Limited



GREAT ROC  
CAPITAL SECURITIES LIMITED  
鴻勝資本證券有限公司



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of listing of, and permission to deal in, the Shares in issue and to be issued pursuant to (i) the Capitalisation Issue; (ii) the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the exercise of any options that may be granted under the Share Option Scheme. Assuming the Hong Kong Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 17 July 2017, it is expected that dealings in the Shares on the Stock Exchange commence at 9:00 a.m. on Monday, 17 July 2017. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.winwinway.com.hk](http://www.winwinway.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offer of 12,800,000 Shares (subject to adjustment) representing approximately 10% of the total number of Offer Shares under the Global Offering and the International Offer of 115,200,000 Shares (subject to adjustment and the Over-allotment Option) representing approximately 90% of the total number of Offer Shares under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offer and the International Offer will be subject to adjustment as described in the section “Structure of the Global Offering” in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Sole Global Coordinator (on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, to require the Company to allot and issue up to 19,200,000 additional new Shares, representing approximately 15% of the initial number of Offer Shares, at the Offer Price to cover over-allocations in the International Offer, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and 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 such other date as may be 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 to enable the Shares to be admitted into CCASS.

The Offer Price is expected to be not more than HK\$1.00 per Offer Share and is currently expected to be not less than HK\$0.80 per Offer Share. Investors applying for Hong Kong Public Offer Shares are required to pay, on application, the Maximum Offer Price of HK\$1.00 for each Offer Share together with a brokerage of 1.0%, a SFC transaction levy of 0.0027% and a Stock Exchange trading fee of 0.005%.

If the Offer Price as finally determined is less than HK\$1.00 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the section “How to Apply for the Hong Kong Offer Shares — 13. Refund of Application Monies” in the Prospectus.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms and the designated website ([www.ewhiteform.com.hk](http://www.ewhiteform.com.hk)) for the eWhite Form service.** Applicants who would like to have the allotted Hong Kong Offer Shares registered 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 **eWhite Form** Service Provider at **[www.ewhiteform.com.hk](http://www.ewhiteform.com.hk)** under the **eWhite Form** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered 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 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 Friday, 30 June 2017, until 12:00 noon on Wednesday, 5 July 2017 (or such later date as may apply as described in the section “How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus from:

1. the following address of the Hong Kong Underwriters:

**KGI Capital Asia Limited**

41/F, Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

**Great Roc Capital Securities Limited**

Room 1601–1603, 16/F, West Tower  
Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

**VMS Securities Limited**

49/F, One Exchange Square  
8 Connaught Place  
Central  
Hong Kong

2. any of the following branches of the following receiving bank:

**Bank of China (Hong Kong) Limited**

	<i>Branch name</i>	<i>Address</i>
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Sheung Wan Branch	Shop 1–4, G/F, Tung Hip Commercial Building, 244–248 Des Voeux Road Central
Kowloon	Waterloo Road Branch	Shop A2, Man Kee Mansion 86 Waterloo Road, Kowloon
	Whampoa Garden Branch	Shop G8B, Site 1 Whampoa Garden Hung Hom
New Territories	Tseung Kwan O Plaza Branch	Shop 112–125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O
	Tuen Mun San Hui Branch	G13–G14 Eldo Court, Heung Sze Wui Road, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 June 2017 until 12:00 noon on Wednesday, 5 July 2017 from the Depository Counter of HKSCC at 1/F One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — WIN WIN WAY CONSTRUCTION PUBLIC OFFER**" attached, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above at the following times:

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 5:00 p.m.  
Wednesday, 5 July 2017 — 9:00 a.m. to 12:00 noon

Applicants applying by **eWhite Form** may submit applications through the **eWhite Form** Service Provider at [www.ewhiteform.com.hk](http://www.ewhiteform.com.hk) from 9:00 a.m. on Friday, 30 June 2017 until 11:30 a.m. on Wednesday, 5 July 2017 or such later time as described in the section "How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 30 June 2017 until 12:00 noon on Wednesday, 5 July 2017 or such later time as described in the section “How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections “Structure and Conditions of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Global Offering.

The Company expects to publish the announcement of the final Offer Price, the level of indications of interest in the International Offer, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offer (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on the Company’s website ([www.winwinway.com.hk](http://www.winwinway.com.hk)) on Friday, 14 July 2017. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offer will be available through a variety of channels from Friday, 14 July 2017 as described in the section “How to Apply for the Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Monday, 17 July 2017 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting — Underwriting Arrangements — Hong Kong Public Offer — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 17 July 2017. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 994.

By order of the Board of Directors  
**Win Win Way Construction Holdings Ltd.**  
**Lee Kai Lun**  
*Chairman*

Hong Kong, 30 June 2017

*As at the date of this announcement, the Board of Directors of the Company comprises Lee Kai Lun as chairman and executive Director; Dr. Kan Hou Sek, Jim, Mr. Lee Sai Man, Mr. Wong Siu Kwai and Mr. Kwong Po Lam, as executive Directors; and Mr. Fan Siu Kay, Mr. Leung William Wai Kai and Mr. Lo Chi Leung, 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).*