

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



WALKER GROUP HOLDINGS LIMITED

盈進集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1386)

ANNOUNCEMENT PURSUANT TO RULE 13.09(2) OF THE LISTING RULES AND PART XIVA OF SFO

This announcement is made by Walker Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

DISTRIBUTION IN SPECIE BY THE CONTROLLING SHAREHOLDER

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to announce that the Company was informed by Ms. CHAN Mei Sheung (“**Ms. Chan**”), the current chairman and an executive Director of the Company and the surviving spouse of the late Mr. HUANG Wen Yi (“**Mr. Huang**”) (the former chairman, executive Director and a controlling shareholder of the Company) on the following changes in relation to the holdings of shares of the Company (the “**Shares**”):

1. Pursuant to the letters of administration of the estate of Mr. Huang (the “**Estate**”) granted by the High Court of Hong Kong to the joint and several administrators of the Estate, being (among other persons) Ms. Chan, LAI Kai Yan and HAUGHEY, Darach Eoghan (the “**JSA**”) on 27 April 2012, the Estate is taken to be interested in 90% of the issued share capital of Smart Presto Holdings Limited (“**Smart Presto**”), while Ms. Chan is directly interested in the remaining 10%. Smart Presto is the controlling shareholder of the Company holding 449,150,000 Shares representing approximately 71% of the issued share capital of the Company (shares in the Company, the “**Shares**”) as at the date of this announcement.

* *For identification purpose only*

2. Pursuant to the share purchase scheme adopted by Smart Presto on 5 August 2009 (“**Share Purchase Scheme**”), options for the purchase of up to 10,000,000 Shares from Smart Presto (the “**Options**”) were granted to certain eligible persons, details of which are set out in the announcement of the Company dated 5 August 2009. Following the exercise of part of the Options by an optionholder, Smart Presto transferred 800,000 Shares to such optionholder on 18 March 2011 (the “**Transfer**”). Smart Presto held 449,150,000 Shares after the Transfer. As agreed and requested by Ms. Chan in a letter to the board of directors of Smart Presto, the 800,000 Shares under the Transfer were deducted from Ms. Chan’s indirect attributable interest in the Shares. After the Transfer, the Estate’s indirect attributable interest in the Company remained unchanged at 404,955,000 Shares and Ms. Chan’s indirect attributable interest in the Company was decreased to 44,195,000 Shares. Subsequent to the departure of the optionholder from the Group in 2012, the Options to subscribe for 3,200,000 Shares lapsed. Mr. KIU Wai Ming (an executive Director) held Option to subscribe for 6,000,000 Shares. Such Option will lapse following the Distribution (as mentioned in paragraph 4 below) and cannot be exercised at any future date.
3. In order to distribute the Estate more efficiently, the shareholders of Smart Presto resolved on 5 June 2015 that Smart Presto be wound up and that Messrs. HO Kwok Leung Glen and KONG Kian Chong (Wesley) be appointed as the joint and several liquidators (the “**Liquidators**”) of Smart Presto.
4. On or about 6 October 2015,
 - (a) the Liquidators will make distributions in specie (the “**Distribution**”) to the shareholders of Smart Presto by transferring (i) 404,955,000 Shares, being the indirect attributable interest of the Estate in the Shares held through Smart Presto, to the JSA and (ii) 44,195,000 Shares, being the indirect attributable interest of Ms. Chan in the Shares held through Smart Presto, to Ms. Chan. Following the Distribution, the JSA will directly hold 404,955,000 Shares (the “**JSA Shares**”) and Ms. Chan will directly hold 44,195,000 Shares; and

- (b) pursuant to Section 4(3) of the Intestates' Estates Ordinance (Cap. 73 of the laws of Hong Kong), (i) Ms. Chan, as the surviving spouse of the late Mr. Huang, is entitled to one half of the JSA Shares, whilst (ii) Mr. Huang's two daughters (namely, HUANG Nga Ting and HUANG Nga Ki (the "Daughters")) and a son (minor), HUNG Ting Yang (the "Son"), are entitled to the other half of the JSA Shares in equal share, and accordingly the following Shares will be transferred to the persons as named below:

Beneficiary	Entitlement to the Shares under the Estate	% in the entire issued share capital of the Company
Ms. Chan	202,477,500	32.0%
HUANG Nga Ting	67,492,500	10.7%
HUANG Nga Ki	67,492,500	10.7%
JSA ^{Note}	67,492,500	10.7%
	<u>404,955,000</u>	<u>64.1%</u>

Note: Under the laws of Hong Kong, the Son's entitlement to the Estate, being 67,492,500 Shares, during his infancy is a contingent interest only. It is the current plan of the JSA that a distribution will not be made to the Son until he reaches the age of majority.

5. After the Distribution and taking into account the Shares transferred by the Estate, the shareholdings of Ms. Chan, the Daughters and the Son in the Company are as follows:

	Total number of Shares held	% in the entire issued share capital of the Company
Ms. Chan	246,672,500 ^{Note}	39.0%
HUANG Nga Ting	67,492,500	10.7%
HUANG Nga Ki	67,492,500	10.7%
JSA	67,492,500	10.7%
	<u>449,150,000</u>	<u>71.1%</u>

Note: These represent the aggregate of (i) the 202,477,500 Shares transferred to Ms. Chan from the Estate and (ii) the 44,195,000 Shares transferred to Ms. Chan under the Distribution in connection with Ms. Chan's indirect attributable interest in the Shares held through Smart Presto.

After the Distribution, the shareholding of Ms. Chan in the Company will become over 30%. She and her concert parties are obliged to make a general offer for all other issued Shares under Rule 26 of the Takeovers Code. Ms. Chan and her concert parties will apply to the SFC for a waiver from the obligation to make a general offer pursuant to Note 6 to Rule 26.1 of the Takeovers Code with respect of the Distribution. The Company will keep the public informed of the progress of the matter by making further announcement(s) as and when appropriate.

By Order of the Board
Walk Group Holdings Limited
KIU Wai Ming
Executive Director

Hong Kong, 5 October 2015

As at the date of this announcement, the Board comprises:

Executive Directors:

Ms. CHAN Mei Sheung
Mr. KIU Wai Ming
Mr. HUNG Tin Chun

Independent Non-executive Directors:

Mr. SZE Tsai Ping, Michael
Dr. FAN Yiu Kwan, JP
Mr. LEE Kwan Hung

All Directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.