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Win Win Way Construction Holdings Ltd.

恆誠建築控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 994)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcements of Win Win Way Construction Holdings Ltd. (the “**Company**”) dated 23 May 2018, 6 June 2018, and 12 June 2018 (together the “**Announcements**”) in relation to, inter alia, placing of new shares under general mandate. Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the Announcements.

COMPLETION OF PLACING

The Board is pleased to announce that all the conditions precedent to the Placing had been fulfilled and the completion of the Placing took place on 15 June 2018. An aggregate of 100,000,000 Placing Shares were allotted and issued to not less than six Placees at the Placing Price of HK\$0.84 per Placing Share in accordance with the terms of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are parties independent of and not connected with the Company or its connected persons. None of the Placees has become a substantial shareholder (as defined under the Listing Rules) of the Company immediately after the Placing.

The net proceeds from the Placing, after deduction of the commission for the Placing and other relevant expenses, amount to approximately HK\$81 million. As disclosed in the Announcements, the Company intends to apply such net proceeds for settlement of the consideration for the Potential Acquisition and general working capital for the period from 1 July 2018 to 30 June 2019.

EFFECT ON SHAREHOLDING STRUCTURE

The shareholding structures of the Company (i) immediately before the completion of the Placing and (ii) as at the date of this announcement following the completion of the Placing are as follows:

	Immediately before the completion of the Placing		As at the date of this announcement following the completion of the Placing	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Substantial Shareholder(s)				
Condover Assets Limited <i>(Note 1)</i>	384,000,000	75.00	384,000,000	62.75
Public Shareholders				
Placees	–	–	100,000,000	16.34
Other Public Shareholders	128,000,000	25.00	128,000,000	20.91
	<u>512,000,000</u>	<u>100.00</u>	<u>612,000,000</u>	<u>100.00</u>

Certain figures included in the above table have been subject to rounding adjustment.

Note 1: 384,000,000 Shares are beneficially owned by Condovert Assets Limited and Condovert Assets Limited is owned as to approximately 33.33% by Dr. Kan Hou Sek, Jim, approximately 33.33% by Mr. Lee Sai Man and approximately 33.33% by Mr. Wong Siu Kwai. Therefore, each of Dr. Kan Hou Sek, Jim, Mr. Lee Sai Man and Mr. Wong Siu Kwai is deemed, or taken to be, interested in all the shares held by Condovert Assets Limited for the purpose of the SFO.

Ms. Pong Man Yee is the spouse of Dr. Kan Hou Sek, Jim. Accordingly Ms. Poon Man Yee is deemed, or taken to be, interested in all the shares in which Dr. Kan Hou Sek, Jim is interested for the purpose of the SFO.

Ms. Sheba Kishinchand Daswani is the spouse of Mr. Lee Sai Man. Accordingly Ms. Sheba Kishinchand Daswani is deemed, or taken to be, interested in all the shares in which Mr. Lee Sai Man is interested for the purpose of the SFO.

Ms. Ho Lai Kuen is the spouse of Mr. Wong Siu Kwai. Accordingly Ms. Ho Lai Kuen is deemed, or taken to be, interested in all the shares in which Mr. Wong Siu Kwai is interested for the purpose of the SFO.

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

Hong Kong, 15 June 2018

As at the date of this announcement, the Board comprises Mr. 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.