

*Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 25 February 2020 (the “**Prospectus**”) issued by Wei Yuan Holdings Limited (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 invitation or offer to acquire, purchase or subscribe for the Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer 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 is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investment of any kind. The Offer Shares have not been, and will not be, registered under the applicable securities laws and regulations of the United States, and may not be offered or sold in the United States except in accordance with the applicable securities laws and regulations of the United States. There will not and is not currently intended to be any public offer of the Offer Shares in the United States.*

*In connection with the Share Offer, GLAM 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 Shares or effect short sales or any other stabilising transactions with a view to stabilise or maintain 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 last day for the lodging of applications under the Public Offer. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising activity, 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 within 30 days of the last day for the lodging of applications under the Public Offer. The number of Shares that may be over-allocated will not exceed the number of Shares that may be issued under the Over-allotment Option, namely 39,900,000 Shares, which is 15% of the Offer Shares initially available under the Share 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 actions cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and expire on Sunday, 29 March 2020, being the 30th day after the date of the last day for lodging applications under the Public Offer. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.*

# Wei Yuan Holdings Limited

## 偉源控股有限公司

(incorporated in the Cayman Islands with limited liability)

### SHARE OFFER

- Total number of Offer Shares** : 266,000,000 Shares (subject to the Over-allotment Option)
- Number of Public Offer Shares** : 26,600,000 Shares (subject to re-allocation)
- Number of Placing Shares** : 239,400,000 Shares (subject to re-allocation and the Over-allotment Option)
- Offer Price** : Not more than HK\$0.60 per Offer Share and expected to be not less than HK\$0.48 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund)
- Nominal value** : HK\$0.01 per Share
- Stock code** : 1343

### Sponsor



### Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including the Shares to be issued pursuant to (i) the Capitalisation Issue, (ii) the Share Offer (including an aggregate of 39,900,000 additional Shares which may be issued pursuant to the exercise of the Over-allotment Option) and (iii) the exercise of options which may be granted under the Share Option Scheme). Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 12 March 2020, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Thursday, 12 March 2020. In the event the Over-allotment Option is exercised, an announcement in compliance with the Securities and Futures (Price Stabilizing) Rules will be made by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.weiyuanholdings.com](http://www.weiyuanholdings.com) within seven days of the expiration of the stabilising period.

The Share Offer consists of the Public Offer of initially 26,600,000 Shares (subject to re-allocation), representing 10% of the Offer Shares available under the Share Offer, and the Placing of initially 239,400,000 Shares (subject to re-allocation and the exercise of the Over-allotment Option), representing 90% of the Offer Shares available under the Share Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to re-allocation as described in the section headed "Structure and conditions of the Share Offer" in the Prospectus.

In particular, the Joint Bookrunners and Joint Lead Managers may re-allocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with the Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such re-allocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be re-allocated to the Public Offer following such re-allocation shall be not more than double the initial allocation to the Public Offer (i.e. 53,200,000 Offer Shares) and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$0.48 per Offer Share) stated in the Prospectus.

In addition, the Company is expected to grant the Over-allotment Option to the Placing Underwriters, exercisable by the Joint Bookrunners and Joint Lead Managers at their sole and absolute discretion on behalf of the Placing Underwriters for up to 30 days after the last day for lodging applications under the Public Offer. Pursuant to the Over-allotment Option, the Joint Bookrunners and Joint Lead Managers will have the right to require the Company to issue up to an aggregate of 39,900,000 Shares, representing in aggregate 15% of the total number of the Offer Shares initially available under the Share Offer at the Offer Price to cover over-allocations in the Placing, if any and/or to satisfy the obligation of the Stabilising Manager to return the Shares borrowed under the Stock Borrowing Agreement. These Shares will be sold or issued at the Offer Price. If the Over-allotment Option is exercised in full, the additional 39,900,000 Shares and the 266,000,000 Shares initially offered in the Share Offer will represent approximately 3.6% and 24.1% of the Company's enlarged share capital respectively immediately after completion of the Share Offer and the exercise in full of the Over-allotment Option. The Company will disclose in its allotment results announcement whether and to what extent the Over-allotment Option has been exercised, and will confirm in the announcement that, if the Over-allotment Option is not exercised by then, the Over-

allotment Option will lapse and cannot be exercised on any future date. The allotment results announcement will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.weiyuanholdings.com](http://www.weiyuanholdings.com).

Subject to the approval of the listing of, and permission to deal in, the Shares 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 Listing Date or, under contingent situation, any other date as 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. If investors are unsure about the details of CCASS settlement arrangement and how such arrangements will affect their rights and interests, they should seek the advice of their stockbroker or other professional adviser.

The final Offer Price is expected to be fixed by agreement between the Company and the Joint Bookrunners and Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is expected to be on or around Friday, 28 February 2020 and in any event, not later than Thursday, 5 March 2020. If, for any reason, the final Offer Price is not agreed by Thursday, 5 March 2020 between the Company and the Joint Bookrunners and Joint Lead Managers (for themselves and on behalf of the Underwriters), the Share Offer will not proceed and will lapse immediately. In such event, the Company will issue an announcement on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.weiyuanholdings.com](http://www.weiyuanholdings.com).

The Offer Price will be not more than HK\$0.60 per Offer Share and is expected to be not less than HK\$0.48 per Offer Share. Applicants under the Public Offer shall pay in full, on application, the maximum indicative Offer Price of HK\$0.60 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the final Offer Price should be lower than HK\$0.60 per Offer Share, or if the application is rejected, not accepted or accepted in part only, 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 Public Offer" in the Prospectus or if the application is revoked.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) for the White Form eIPO.**

Applicants who would like to have the allotted Public Offer Shares registered in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) apply online through **White Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk). Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant's stock account 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 Form, may be collected during normal business hours from 9:00 a.m. on Tuesday, 25 February 2020 to 12:00 noon on Friday, 28 February 2020 from:

(i) any of the following offices of the Public Offer Underwriter(s):

**Chuenman Securities Limited**

Office A, 10/F, Sang Woo Building,  
227–228 Gloucester Road,  
Wan Chai, Hong Kong

**GLAM Capital Limited**

Rooms 908–11, 9/F, Nan Fung Tower,  
88 Connaught Road Central & 173 Des Voeux Road Central,  
Central, Hong Kong

**Grand China Securities Limited**

Room 503, 5/F,  
Loke Yew Building,  
50–52 Queen's Road Central,  
Central,  
Hong Kong

**Kam Fai Securities Co., Limited**

21/F Champion Building,  
287–291 Des Voeux Road Central,  
Hong Kong

**Shanxi Securities International Limited**

Unit A, 29/F,  
Tower One, Admiralty Centre,  
18 Harcourt Road, Admiralty,  
Hong Kong

(ii) any of the following branches of the receiving bank:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Head Office	G/F, The Center, 99 Queen's Road Central, Central
	United Centre Branch	Shops 1015–1018, 1/F & Shops 2032–2034, 2/F, United Centre, 95 Queensway, Admiralty
<b>Kowloon</b>	Yaumatei Branch	G/F & 1/F, 131–137 Woo Sung Street, Yau Ma Tei
<b>New Territories</b>	Kwai Chung Branch	G/F, 1001 Kwai Chung Road, Kwai Chung

(iii) the following office of the Sponsor:

Grande Capital Limited  
Room 2701, 27/F, Tower One at Admiralty Centre,  
18 Harcourt Road, Admiralty, Hong Kong.

Copies of the Prospectus, together with the **YELLOW** Application Form, may be collected during normal business hours from 9:00 a.m. on Tuesday, 25 February 2020 until 12:00 noon on Friday, 28 February 2020 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 "Ting Hong Nominees Limited — Wei Yuan Holdings 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:

Tuesday, 25 February 2020 — 9:00 a.m. to 4:00 p.m.  
Wednesday, 26 February 2020 — 9:00 a.m. to 4:00 p.m.  
Thursday, 27 February 2020 — 9:00 a.m. to 4:00 p.m.  
Friday, 28 February 2020 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 28 February 2020, the last application day or such later time as described in the section headed "How to Apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the applications lists" in the Prospectus.

Applicants applying through the **White Form eIPO** service may submit applications at the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, 25 February 2020 until 11:30 a.m. on Friday, 28 February 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 28 February 2020 or such later time as described in the section headed “How to Apply for the Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Tuesday, 25 February 2020	—	9:00 a.m. to 8:30 p.m.
Wednesday, 26 February 2020	—	8:00 a.m. to 8:30 p.m.
Thursday, 27 February 2020	—	8:00 a.m. to 8:30 p.m.
Friday, 28 February 2020	—	8:00 a.m. to 12:00 noon

The latest time for inputting your electronic application instructions will be 12:00 noon on Friday, 28 February 2020, the last application day or such later time as described in the section headed “How to Apply for the Public Offer Shares — 10. Effect of bad weather on the opening of the applications lists” in the Prospectus.

*Note:* The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to Apply for the 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 indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Wednesday, 11 March 2020 on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.weiyuanholdings.com](http://www.weiyuanholdings.com).

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, will be made available through a variety of channels as described in the section headed “How to apply for the Public Offer Shares — 11. Publication of results” in the prospectus.

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 at 8:00 a.m. on Thursday, 12 March 2020 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 of the Public Offer Underwriting Agreement” in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 12 March 2020, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 12 March 2020. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 1343.

By order of the Board  
**Wei Yuan Holdings Limited**  
**Ng Tian Soo**  
*Chairman and executive Director*

Hong Kong, 25 February 2020

*As at the date of this announcement, the executive Directors of the Company are Mr. Ng Tian Soo and Mr. Ng Tian Fah, and the Independent Non-executive Directors of the Company are Mr. Gary Ng Sin Tong (alias Mr. Gary Huang Chendong), Ms. Lee Wing Yin Jessica and Mr. George Christopher Holland.*

*This announcement is available for viewing on the website of the Company at [www.weiyuanholdings.com](http://www.weiyuanholdings.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).*