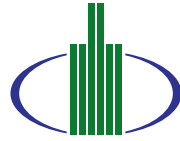


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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



**WLS Holdings Limited**  
**滙隆控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8021)**

**DISCLOSEABLE TRANSACTION:  
ACQUISITION OF 51% INTEREST IN THE TARGET**

**ACQUISITION**

The Board is pleased to announce that on 12 June 2014, after trading hours, the Purchaser (a wholly-owned subsidiary of the Company) and the Vendor entered into the SP Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has agreed to sell, the Sale Shares free from all encumbrances, and together with all rights and benefits attaching thereto at the Consideration of HK\$21.7 million.

**IMPLICATIONS UNDER THE GEM LISTING RULES**

As more than one of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

The Board is pleased to announce that on 12 June 2014, after trading hours, the Purchaser (a wholly-owned subsidiary of the Company) and the Vendor entered into the SP Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has agreed to sell, the Sale Shares free from all encumbrances, and together with all rights and benefits attaching thereto at the Consideration of HK\$21.7 million, upon and subject to the terms and conditions of the SP Agreement.

**THE SP AGREEMENT**

Major terms of the SP Agreement are set out below:

*Date*

12 June 2014

### *Parties*

- (1) the Purchaser, Talent Gain International Limited, a wholly-owned subsidiary of the Company as at the date of this announcement; and
- (2) the Vendor, Lucky Famous Limited, a company incorporated in the BVI with limited liability. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, (i) the Vendor is principally engaged in investment holding; and (ii) the Vendor and its ultimate beneficial owners are Independent Third Parties.

### *Assets to be acquired*

The Purchaser has conditionally agreed to acquire, and the Vendor has agreed to sell, the Sale Shares, representing 51% of the issued share capital of the Target, free from all encumbrances, and together with all rights and benefits attaching thereto.

### *Consideration*

The Consideration payable by the Purchaser to the Vendor is HK\$21.7 million and shall be settled by the Purchaser in cash in the following manner:

- (a) as to 20% of the Consideration, being HK\$4,340,000 (“**Deposit**”), has been paid to the Vendor immediately upon the signing of the SP Agreement as refundable deposit; and
- (b) as to 80% of the Consideration, being HK\$17,360,000 shall be paid to the Vendor upon Completion.

The Consideration will be funded by the Group's internal resources and/or borrowings from financial institution(s).

### *Conditions precedent*

The SP Agreement and the obligations of the Purchaser to effect Completion are conditional upon:

- (a) the Purchaser having carried out and completed the due diligence review pursuant to the terms of the SP Agreement and being satisfied with the business, assets and financial position of the Target in all material respects; and
- (b) that there has been no material adverse change in the business, assets and financial position of the Target since the Accounts Date.

The Purchaser may waive or confirm fulfilment of all or any of the above conditions precedent at any time before the Long Stop Date by notice in writing to the Vendor.

If the above conditions precedent shall not have been fulfilled (or waived) in full at or before 5:00 p.m. on the Long Stop Date:

- (a) the Vendor shall refund the Deposit to the Purchaser within five Business Days after the Long Stop Date without interest; and
- (b) all rights and obligations of the parties under the SP Agreement shall cease and terminate (save and except for clauses regarding the refund of Deposit, confidentiality and other general provisions which provisions shall remain in full force and effect) and neither party to the SP Agreement shall have any claim against the other save for claim (if any) in respect of such continuing provisions or any antecedent breach of the SP Agreement.

The Purchaser shall notify the Vendor in writing on or before the Long Stop Date whether the above conditions precedent have been fulfilled (or, where applicable, waived).

#### *Basis of consideration*

The Consideration was determined after arm's length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to a valuation on the Property, being the principal asset of the Target, conducted by a professional property valuer appointed by the Purchaser. The value of the Property as at 30 May 2014 indicated by the valuer in the valuation report is HK\$43,000,000.

#### *Completion*

Upon fulfillment or waiver of the above conditions precedent, Completion shall take place on the fifth Business Day after the last outstanding condition precedent shall have been fulfilled or waived (or such other date as the Purchaser and Vendor shall agree in writing).

Immediately after Completion, the Company will own 51% of the issued share capital of the Target through the Purchaser, and the financial results of the Target will be consolidated with the results of the Group.

#### **INFORMATION ABOUT THE TARGET**

The Target is a company incorporated in the BVI with limited liability and is principally engaged in property investment. As at the date of the SP Agreement, the Target is 100% owned by the Vendor. The principal asset of the Target is the Property, which is currently leased to an Independent Third Party for a term expiring on 31 December 2014 at a monthly rental (exclusive of rates, management fees, air-conditioning charges and other outgoings and expenses) of HK\$75,000.

Set out below is a summary of certain financial information of the Target for the two years ended 31 December 2012 and 31 December 2013:

	<b>For the year ended 31 December 2012</b>	<b>For the year ended 31 December 2013</b>
	<i>HK\$'000</i> <i>(audited)</i>	<i>HK\$'000</i> <i>(unaudited)</i>
Net profit (before taxation) <i>(Note)</i>	6,237	12,404
Net profit (after taxation) <i>(Note)</i>	6,271	12,266

*Note:* The net profit before and after taxation for the years ended 31 December 2012 and 2013 included the gain arising from the change in fair value of the Property of HK\$6,100,000 and HK\$12,000,000 respectively.

The unaudited total asset value and net asset value of the Target Company as at 31 May 2014 were approximately HK\$42,051,000 and HK\$41,809,000 respectively.

## **INFORMATION ABOUT THE GROUP**

The Group is principally engaged in the provision of scaffolding and fitting out services, management contracting services, and other services for construction and buildings work.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Group intends to hold the Property for investment and rental purposes. The Directors are of the view that the Property to be acquired under the Acquisition would generate stable rental revenue and return and provide capital appreciation potential to the Group.

The Directors (including the independent non-executive Directors) are of the view that the terms of the SP Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

As more than one of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under the GEM Listing Rules and is subject to the notification and announcement requirements set out in Rule 19.34 of the GEM Listing Rules.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Accounts Date” 31 December 2013

“Acquisition”	the acquisition of the Sale Shares
“Business Day(s)”	any day(s) (excluding Saturday, Sunday, public holidays and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong.
“BVI”	British Virgin Islands
“Board”	the board of Directors
“Company”	WLS Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the GEM
“Completion”	completion of the sale and purchase of the Sale Shares
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the sum of HK\$21.7 million, being the consideration for the sale and purchase of the Sale Shares
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	third parties independent of the Company and its connected persons
“Long Stop Date”	30 September 2014 (or such later date as the Vendor and the Purchaser may agree in writing)
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Property”	the property located at Shop F, Ground Floor, Yenfu Mansion, Nos. 121-125, 129-135, 139 and 141, Hip Wo Street, Nos. 92-112 Shui Wo Street, Kwun Tong, Kowloon, Hong Kong with a saleable floor area of approximately 420 sq. ft.

“Purchaser”	Talent Gain International Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“Sale Shares”	51 ordinary shares of the Target of US\$1.00 each, representing 51% of the issued share capital of the Target
“Shareholder(s)”	holder(s) of the share(s) in the share capital of the Company
“SP Agreement”	the sale and purchase agreement dated 12 June 2014 entered into between the Purchaser and the Vendor in relation to the Acquisition
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Dragon Oriental Investment Limited, a company incorporated in the BVI with limited liability
“Vendor”	Lucky Famous Limited, a company incorporated in the BVI with limited liability

On behalf of the Board  
**WLS Holdings Limited**  
**So Yu Shing**  
*Chairman*

Hong Kong, 12 June 2014

*As at the date of this announcement, the Board comprises Dr. So Yu Shing (Chairman and Executive Director), Mr. Kong Kam Wang (Executive Director and Chief Executive Officer), Ms. Lai Yuen Mei, Rebecca (Executive Director), Mr. Woo Siu Lun (Executive Director), Mr. So Wang Chun, Edmond (Executive Director), Mr. Ng Tang (Executive Director), Mr. Yeung Po Chin (Independent Non-executive Director), Mr. Lam Kwok Wing (Independent Non-executive Director) and Dr. Fung Ka Shuen (Independent Non-executive Director).*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcement” page of the GEM website and on the website of the Company at [www.wls.com.hk](http://www.wls.com.hk) for at least of 7 days from the date of its posting.*

\* *For identification purposes only*