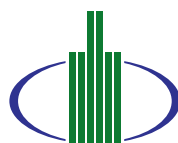


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WLS Holdings Limited
滙隆控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8021)

**(I) PROPOSED ISSUE OF SHARES UNDER SPECIFIC MANDATE;
AND
(II) RESUMPTION OF TRADING**

Reference is made to the announcement of the Company dated 12 August 2015 in relation to, among others, the proposed subscription of new Shares by Avant Capital.

THE SUBSCRIPTION

On 12 August 2015, the Company and Avant Capital entered into the New AC Subscription Agreement. Pursuant to the New AC Subscription Agreement, the Company had conditionally agreed to allot and issue, and Avant Capital had conditionally agreed to subscribe for, 1,920,000,000 AC Subscription Shares at the Subscription Price of HK\$0.06875 per AC Subscription Share.

Completion of the New AC Subscription is subject to a number of conditions precedent set out in this announcement below. Two of such conditions are (1) the Company having entered into agreement(s) relating to the Possible Fund Raising Exercise and (2) the completion of such Possible Fund Raising Exercise, which conditions are not capable of being waived. On such basis, the AC Subscription Shares to be allotted and issued under the New AC Subscription Agreement represent:

* *for identification purpose only*

- (i) approximately 37.74% of the issued share capital of the Company as at the date of this announcement;
- (ii) approximately 15.04% of the issued share capital of the Company as enlarged by the allotment and issue of the Shares under the New AC Subscription Agreement and the Possible Fund Raising Exercise (assuming the maximum number of Shares are issued under the Possible Fund Raising Exercise) and approximately 26.06% of the issued share capital of the Company as enlarged by the allotment and issue of the Shares under the New AC Subscription Agreement and the Possible Fund Raising Exercise (assuming the minimum number of Shares are issued under the Possible Fund Raising Exercise); and
- (iii) taking into account the 252,000,000 Shares currently held by Avant Fund, Avant Capital, together with parties acting in concert with it, will hold approximately 17.01% of the issued share capital of the Company upon the allotment and issue of the Shares under the New AC Subscription Agreement and the Possible Fund Raising Exercise (assuming the maximum number of Shares are issued under the Possible Fund Raising Exercise) and approximately 29.48% of the issued share capital of the Company as enlarged by the allotment and issue of the Shares under the New AC Subscription Agreement and the Possible Fund Raising Exercise (assuming the minimum number of Shares are issued under the Possible Fund Raising Exercise).

The AC Subscription Shares will be issued under the Specific Mandate to be sought by the Directors at the SGM.

The aggregate gross proceeds of the subscription of the AC Subscription Shares will be HK\$132.00 million and its aggregate net proceeds, after deduction of related expenses, are estimated to be approximately HK\$131.16 million, representing a net issue price of approximately HK\$0.06831 per Share.

It is intended that the aggregate net proceeds from the New AC Subscription will be used by the Company as to (i) approximately HK\$120.00 million for the development and expansion of its money-lending business; and (ii) the remaining balance of approximately HK\$11.16 million for the general working capital of the Group.

GEM LISTING RULES IMPLICATIONS

The SGM will be held to consider and, if thought fit, pass the ordinary resolution to approve, among other things, the grant of the Specific Mandate for the allotment and issue of the AC Subscription Shares.

To the best knowledge and belief of the Directors, as at the date of this announcement, save for the 252,000,000 Shares held by Avant Fund, Avant Capital and its associates do not hold any Shares in the Company. Accordingly, Avant Fund shall abstain from voting at the resolution to be proposed at the SGM in relation to the New AC Subscription Agreement and the transactions contemplated thereunder. To the best knowledge and belief of the Directors, as at the date of this announcement, save as disclosed above, no other Shareholders have a material interest in the New AC Subscription Agreement and the transactions contemplated thereunder and are required to abstain from voting at the SGM in respect of the resolutions relating to the New AC Subscription.

A circular containing, among other things, details of the New AC Subscription Agreement and the transactions contemplated thereunder, other information as required to be disclosed under the GEM Listing Rules and the notice of the SGM will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange had been suspended with effect from 9 a.m. on 4 August 2015.

The Company has made an application to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 14 August 2015.

Since Completion is subject to the fulfilment of the conditions as set out in the New AC Subscription Agreement, the New AC Subscription may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

Reference is made to the announcement of the Company dated 12 August 2015 in relation to among others, the proposed subscription of new Shares by Avant Capital.

The Board wishes to announce that, on 12 August 2015, the Company and Avant Capital entered into the New AC Subscription Agreement, principal terms of which are set out below as follows:

THE NEW AC SUBSCRIPTION AGREEMENT

Date

12 August 2015

Parties

- (i) The Company (as issuer); and
- (ii) Avant Capital (as subscriber).

Subscriber

Avant Capital is a company incorporated in Hong Kong with limited liability and is licensed under the SFO to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities in Hong Kong.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the date of this announcement, (i) each of Avant Capital and its ultimate beneficial owner is an Independent Third Party; and (ii) Avant Fund, a fund managed by Avant Capital, is holding 252,000,000 Shares as at the date of this announcement.

AC Subscription Shares

Pursuant to the New AC Subscription Agreement, the Company had conditionally agreed to allot and issue, and Avant Capital had conditionally agreed to subscribe for, the AC Subscription Shares at the Subscription Price.

Completion of the New AC Subscription is subject to a number of conditions precedent set out in this announcement below. Two of such conditions are (1) the Company having entered into agreement(s) relating to the Possible Fund Raising Exercise and (2) the completion of such Possible Fund Raising Exercise, which conditions are not capable of being waived. On such basis, the AC Subscription Shares to be allotted and issued under the New AC Subscription Agreement represent:

- (i) approximately 37.74% of the issued share capital of the Company as at the date of this announcement;

- (ii) approximately 15.04% of the issued share capital of the Company as enlarged by the allotment and issue of the Shares under the New AC Subscription Agreement and the Possible Fund Raising Exercise (assuming the maximum number of Shares are issued under the Possible Fund Raising Exercise) and approximately 26.06% of the issued share capital of the Company as enlarged by the allotment and issue of the Shares under the New AC Subscription Agreement and the Possible Fund Raising Exercise (assuming the minimum number of Shares are issued under the Possible Fund Raising Exercise); and
- (iii) taking into account the 252,000,000 Shares currently held by Avant Fund, Avant Capital, together with parties acting in concert with it, will hold approximately 17.01% of the issued share capital of the Company upon the allotment and issue of the Shares under the New AC Subscription Agreement and the Possible Fund Raising Exercise (assuming the maximum number of Shares are issued under the Possible Fund Raising Exercise) and approximately 29.48% of the issued share capital of the Company as enlarged by the allotment and issue of the Shares under the New AC Subscription Agreement and the Possible Fund Raising Exercise (assuming the minimum number of Shares are issued under the Possible Fund Raising Exercise).

Possible Fund Raising Exercise

It is a term of the New AC Subscription Agreement that the new Shares to be issued under the Possible Fund Raising Exercise will be issued to investors who are (i) not connected persons of the Company or any of their respective associates; (ii) independent from and not acting in concert with Avant Capital and parties acting in concert with it and none of the investors under the Possible Fund Raising Exercise, together with parties acting in concert with it, will hold 20% or more of the issued share capital of the Company upon completion of such issue of Shares under the Possible Fund Raising Exercise.

Subscription Price

The Subscription Price of HK\$0.06875 per AC Subscription Share, which was agreed upon by the parties at the time when the Framework Agreement was entered into, represents:

- (i) a discount of approximately 84.72% to the closing price of HK\$0.450 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 85.34% to the average closing price of HK\$0.469 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day; and

- (iii) a discount of approximately 86.46% to the average closing price of HK\$0.508 per Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day.

As at 30 April 2015, the audited consolidated net asset value of the Group (“**Audited NAV**”) amounted to approximately HK\$298,226,000 with 635,887,634 shares of the Company of HK\$0.2 each in issue. Based on the Audited NAV and taking into account of the issue of bonus shares by the Company of 4,451,213,438 Shares on 3 July 2015, the Subscription Price represents a premium of 17.32% over the theoretical consolidated net asset value per Share of approximately HK\$0.0586 (based on 5,087,101,072 Shares in issue as at the date of this announcement).

The Subscription Price was arrived at after arm’s length negotiation between the Company and the Subscriber with reference to the recent trading prices of the Shares. The Directors consider that the terms and conditions of the New AC Subscription Agreement (including the Subscription Price) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The aggregate Subscription Price will be payable by the Subscriber in cash upon Completion.

Conditions precedent to the New AC Subscription

The Completion was subject to the following conditions being satisfied:

- (1) the Company having entered into an agreement or agreement(s) in respect of the Possible Fund Raising Exercise within 90 days after the date of the New AC Subscription Agreement;
- (2) the passing of the ordinary resolution(s) by the Shareholders (to the extent they are not restricted and are entitled to vote on such resolution) at the SGM approving the New AC Subscription Agreement and the allotment and issue of the AC Subscription Shares by the Company (including the Specific Mandate);
- (3) the Stock Exchange granting the approval for the listing of, and permission to deal in, the AC Subscription Shares, and such approval not being revoked;
- (4) the compliance with the applicable requirements under the GEM Listing Rules by the Company;
- (5) all necessary consents, approvals, authorisations, waivers, or grant in accordance with any applicable laws, regulations or the respective articles of association or, where

applicable, the bye-laws, to be obtained on the part of Avant Capital and its shareholder or on the part of the Company in respect of the New AC Subscription and the transactions contemplated thereunder having been obtained; and

- (6) completion of the Possible Fund Raising Exercise having taken place in accordance with its terms.

None of the conditions specified above is capable of being waived by any of the parties to the New AC Subscription Agreement.

If the conditions set out above have not been satisfied at or before 5:00 p.m. on the 90th day after the date of the New AC Subscription Agreement or the other conditions set out above have not been satisfied at or before 4:00 p.m. on the day falling 90 days after the date of the SGM, the New AC Subscription Agreement shall cease and determine (save and except clauses in relation to confidentiality and restriction on announcements and other miscellaneous matters which shall continue to have full force and effect) and none of the parties shall have any claim against the other in relation thereto (save for in respect of any antecedent breach by any party under the New AC Subscription Agreement).

Since Completion is subject to the fulfilment of the conditions as set out above, the New AC Subscription may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

Completion

Completion shall take place at 5:00 p.m. on the Completion Date.

Non-disposal undertaking

Avant Capital has undertaken to the Company that it shall not, and shall procure that none of the companies controlled by it or nominees or trustees holding in trust for it will, during the period commencing from the Completion Date and ending on the last day of the 3-month period therefrom (“**Lock-up Period**”), offer, pledge, charge, sell, contract to sell, create any encumbrances over, or otherwise transfer or dispose of (nor enter into any agreement (whether oral or in writing) to, either directly or indirectly, conditionally or unconditionally), the AC Subscription Shares without the prior written consent of the Company. Unless with the prior consent of the Company, during the 21-month period following the expiry of the Lock-up Period, for each calendar month, Avant Capital shall be entitled to transfer or dispose of such number of the AC Subscription Shares directly or indirectly owned by it representing one-twenty-first (1/21) thereof (rounded down to the nearest whole number) on an accumulative basis.

Ranking

The AC Subscription Shares, when fully paid and allotted and issued, will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the AC Subscription Shares.

Specific Mandate to issue the AC Subscription Shares

The AC Subscription Shares will be issued under the Specific Mandate to be sought by the Directors at the SGM.

Application for listing

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the AC Subscription Shares.

REASONS FOR AND BENEFITS OF THE NEW AC SUBSCRIPTION

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 and money lending business.

The Directors consider that the New AC Subscription represented a good opportunity for the Company to raise funds to strengthen its capital base, to improve its financial position for the Company's future development and expansion.

The aggregate gross proceeds of the subscription of the AC Subscription Shares will be HK\$132.00 million and its aggregate net proceeds, after deduction of related expenses, are estimated to be approximately HK\$131.16 million, representing a net issue price of approximately HK\$0.06831 per Share.

It is intended that the aggregate net proceeds from the New AC Subscription will be used by the Company as to (i) approximately HK\$120.00 million for the development and expansion of its money-lending business; and (ii) the remaining balance of approximately HK\$11.16 million for the general working capital of the Group.

FUND RAISING EXERCISE OF THE COMPANY IN THE PAST 12 MONTHS

Apart from the fund raising exercise mentioned below, the Company has not carried out other fund raising exercises during the 12 months immediately preceding the date of this announcement.

Date of announcement	Fund raising activity	Intended use of net proceeds	Actual use of the net proceeds as at the date of this announcement
21 January 2015 and 27 March 2015	Placing of 540,000,000 new shares pursuant to the specific mandate granted to the Directors by the Shareholders at the special general meeting of the Company held on 5 March 2015	<p>The aggregate net proceeds of approximately HK\$159.76 million was intended to be used as follows:</p> <ul style="list-style-type: none"> (i) approximately HK\$30.00 million for repayment of bank loans and other loans; (ii) approximately HK\$33.00 million for repayment of the convertible bonds and the payment of interest accrued thereon; (iii) approximately HK\$30.00 million for financing the development of the money lending business; (iv) approximately HK\$25.00 million for purchase of factory unit for warehouse storage purpose; (v) approximately HK\$17.00 million for expansion of design and fitting out services of the Group; and (vi) the remaining balance of approximately HK\$24.76 million for general working capital of the Group. 	<p>The aggregate net proceeds of HK\$102.36 million have been used as intended as follows:</p> <ul style="list-style-type: none"> (i) approximately HK\$12.60 million for repayment of bank loans and other loans; (ii) approximately HK\$31.78 million for repayment of the convertible bonds and the payment of interest accrued thereon, and remaining balance of approximately HK\$1.22 million has been reallocated as general working capital of the Group; (iii) approximately HK\$30.00 million for financing the money lending business; (iv) approximately HK\$2.00 million for expansion of design and fitting out services of the Group; and (v) approximately HK\$25.98 million had been applied as general working capital of the Group. <p>The remaining balance of approximately HK\$57.40 million has not been utilised and remains in the bank for intended use.</p>

Date of announcement	Fund raising activity	Intended use of net proceeds	Actual use of the net proceeds as at the date of this announcement
21 October 2014 and 31 October 2014	Issue of 79,900,000 new shares under a general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 28 August 2014	The aggregate net proceeds of approximately HK\$13.99 million were intended to be used to finance the subscription of shares of AP Assets Limited.	All of the net proceeds have been used as intended.
27 June 2014, 28 July 2014, 20 August 2014 and 28 August 2014	Placing of convertible bonds in the aggregate principal amount of HK\$30,000,000 pursuant to the specific mandate granted to the Directors by the Shareholders at the extraordinary general meeting of the Company held on 20 August 2014	The aggregate net proceeds of approximately HK\$28.61 million was intended to be used as to (i) approximately HK\$17.36 million for the acquisition of 51% interest in Dragon Oriental Investment Limited; and (ii) approximately HK\$11.25 million as general working capital of the Group, out of which (a) approximately HK\$3.00 million would be allocated for repayment of bank overdraft of the Group; and (b) approximately HK\$8.25 million would be allocated for payment of operational outgoings (such as payroll costs, other administrative expenses and professional fees).	All of the net proceeds have been used as follows: <ul style="list-style-type: none"> (i) approximately HK\$17.36 million had been used as intended; (ii) approximately HK\$4.02 million had been applied for repayment of bank loans and bank overdraft of the Group; and (iii) approximately HK\$7.23 million had been applied as general working capital of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE

The following table illustrates the shareholding structure of the Company as at the date of this announcement and immediately following the Completion:

(i) Assuming that the maximum number of Shares are issued under the Possible Fund Raising Exercise:

Shareholders	As at the date of this announcement		Immediately upon Completion	
Directors:				
Dr. So Yu Shing	1,104,000	0.02%	1,104,000	0.01%
Mr. Kong Kam Wang	1,778,000	0.03%	1,778,000	0.01%
Ms. Lai Yuen Mei, Rebecca	1,104,000	0.02%	1,104,000	0.01%
Mr. So Wang Chun, Edmond	800,000	0.02%	800,000	0.01%
Mr. Ng Tang	5,536,000	0.11%	5,536,000	0.04%
Avant Capital and parties acting in concert with it (<i>Note 1</i>)	252,000,000	4.95%	2,172,000,000	17.01%
Shareholders who subscribed for Shares pursuant to the Possible Fund Raising Exercise (<i>Note 2</i>)	–	–	5,760,000,000	45.12%
Other public Shareholders	<u>4,824,779,072</u>	<u>94.84%</u>	<u>4,824,779,072</u>	<u>37.79%</u>
	<u>5,087,101,072</u>	<u>100.00%</u>	<u>12,767,101,072</u>	<u>100.00%</u>

(ii) Assuming that the minimum number of Shares are issued under the Possible Fund Raising Exercise:

Shareholders	As at the date of this announcement		Immediately upon Completion	
Directors:				
Dr. So Yu Shing	1,104,000	0.02%	1,104,000	0.01%
Mr. Kong Kam Wang	1,778,000	0.03%	1,778,000	0.02%
Ms. Lai Yuen Mei, Rebecca	1,104,000	0.02%	1,104,000	0.01%
Mr. So Wang Chun, Edmond	800,000	0.02%	800,000	0.01%
Mr. Ng Tang	5,536,000	0.11%	5,536,000	0.08%
Avant Capital and parties acting in concert with it (<i>Note 1</i>)	252,000,000	4.95%	2,172,000,000	29.48%
Shareholders who subscribed for Shares pursuant to the Possible Fund Raising Exercise (<i>Note 2</i>)	–	–	360,000,000	4.89%
Other public Shareholders	<u>4,824,779,072</u>	<u>94.84%</u>	<u>4,824,779,072</u>	<u>65.49%</u>
	<u>5,087,101,072</u>	<u>100.00%</u>	<u>7,367,101,072</u>	<u>100.00%</u>

Notes:

1. To the best knowledge, information and belief of the Directors, Avant Fund, which is a fund managed by Avant Capital, holds 252,000,000 Shares as at the date of this announcement.
2. The Completion is conditional on, among others, the completion of the Possible Fund Raising Exercise having taken place in accordance with its terms.

GEM LISTING RULES IMPLICATIONS

The SGM will be held to consider and, if thought fit, pass the ordinary resolution to approve, among other things, the grant of the Specific Mandate for the allotment and issue of the AC Subscription Shares.

To the best knowledge and belief of the Directors, as at the date of this announcement, save for the 252,000,000 Shares held by Avant Fund, Avant Capital and its associates do not hold any Shares in the Company. Accordingly, Avant Fund shall abstain from voting at the resolution to be proposed at the SGM in relation to the New AC Subscription Agreement and the transactions contemplated thereunder. To the best knowledge and belief of the Directors, as at the date of this announcement, save as disclosed above, no other Shareholders have a material interest in the New AC Subscription Agreement and the transactions contemplated thereunder and are required to abstain from voting at the SGM in respect of the resolutions relating to the New AC Subscription.

A circular containing, among other things, details of the New AC Subscription Agreement and the transactions contemplated thereunder, other information as required to be disclosed under the GEM Listing Rules and the notice of the SGM will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange had been suspended with effect from 9 a.m. on 4 August 2015.

The Company has made an application to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on 14 August 2015.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“AC Subscription Shares”	1,920,000,000 new Shares
“acting in concert”	has the meaning as ascribed to it in the Takeovers Code
“associate”	has the meaning as ascribed to it under the GEM Listing Rules

“Avant Capital” or “Subscriber”	Avant Capital Management (HK) Limited, a corporation licensed under the SFO (Chapter 571 of the Laws of Hong Kong) to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities, being the subscriber under the New AC Subscription Agreement
“Avant Fund”	a fund managed by Avant Capital, which holds 252,000,000 Shares as at the date of this announcement
“Board”	the board of Directors
“Business Day”	a day (excluding a Saturday, Sunday or public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	WLS Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued Shares of which are listed on GEM
“Completion”	completion of the New AC Subscription
“Completion Date”	the third Business Day after the last outstanding condition precedent specified in the New AC Subscription Agreement (other than those condition(s) precedent which could only be fulfilled upon Completion) shall have been fulfilled (or such other date as may be agreed by the Company and the Subscriber in writing)
“connected person”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company

“Framework Agreement”	the legally binding framework subscription agreement dated 19 June 2015 and entered into between the Company and, among others, Avant Capital in relation to the possible issue of Shares by 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	third party independent of, and not connected with, the Company and its connected persons
“Last Trading Day”	3 August 2015, being the date of the last full trading day prior to the date of the New AC Subscription Agreement
“New AC Subscription”	the subscription for the AC Subscription Shares by Avant Capital pursuant to the terms of the New AC Subscription Agreement
“New AC Subscription Agreement”	the subscription agreement entered into between the Company (as issuer) and Avant Capital (as subscriber) dated 12 August 2015 in relation to the New AC Subscription at the Subscription Price by Avant Capital pursuant to the terms and conditions thereof

“Possible Fund Raising Exercise”	the issue of not less than 360,000,000 and not more than 5,760,000,000 Shares which may be proposed by the Company at such price being not less than the Subscription Price whether by way of subscription by other party or by way of placing of new Shares to independent investors provided that (i) none of the investors shall be connected persons of the Company or any of their respective associates; (ii) all investors shall be independent from and not acting in concert with Avant Capital and parties acting in concert with it; and (iii) none of the investors, together with parties acting in concert with it, will hold 20% or more of the issued share capital of the Company upon completion of such issue of Shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SGM”	a special general meeting of the Company proposed to be convened to consider and, if thought fit, approve, among other matters, the terms of the New AC Subscription Agreement, the allotment and issue of the AC Subscription Shares by the Company under the Specific Mandate
“Specific Mandate”	the specific mandate for the allotment and issue of the AC Subscription Shares to be granted to the Directors at the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.06875 per AC Subscription Share
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

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

Hong Kong, 13 August 2015

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. So Wang Chun, Edmond (Executive Director), Mr. Ng Tang (Executive Director), Mr. Yuen Chun Fai (Executive Director), Mr. Law Man Sang (Independent Non-executive Director), Mr. Chan Ngai Sang, Kenny (Independent Non-executive Director) and Mr. Ong Chi King (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 GEM’s website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the day of its posting and on the website of the Company at www.wls.com.hk.