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萬桐園

CHINA WAN TONG YUAN (HOLDINGS) LIMITED

中國萬桐園(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8199)

**INSIDE INFORMATION
PLACING OF EXISTING SHARES BY CONTROLLING
SHAREHOLDER**

This announcement is made by China Wan Tong Yuan (Holdings) Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

PLACING OF EXISTING SHARES

On 27 August 2019, the board of directors of the Company (the “**Board**”) has been informed by the controlling shareholder (as defined in the GEM Listing Rules) of the Company, Tai Shing International Investment Company Limited (the “**Vendor**”) that the Vendor has entered into an agreement (the “**Placing Agreement**”) with First Shanghai Securities Limited (the “**Placing Agent**”), pursuant to which the Vendor has agreed to appoint the Placing Agent and the Placing Agent has agreed, on a best efforts basis, to procure placees (the “**Placees**”) to purchase for up to an aggregate maximum number of 50,000,000 existing shares of the Company (the “**Placing Shares**”) held by the Vendor, representing approximately 5.0% of the issued share capital of the Company as at the date of this announcement (the “**Placing**”).

Placees

The choice of Placees for the Placing Shares shall be determined by the Placing Agent, subject to the requirements of the GEM Listing Rules, provided that the Placing Agent shall use its best endeavours to receive oral or written confirmation from the Placees that they are not connected person(s) of the Company (as defined in the GEM Listing Rules) or any parties acting in concert with the Company or its connected persons.

CHANGE IN SHAREHOLDING OF THE COMPANY

Immediately before completion of the Placing (assuming the issued share capital of the Company as at the date of this announcement remains unchanged up to then), the Vendor will be interested in 750,000,000 shares of the Company, representing 75% of the issued share capital of the Company.

The Vendor is a wholly owned subsidiary of Lily Charm Holding Limited, which is wholly owned by TMF (Cayman) Ltd.. TMF (Cayman) Ltd. is the trustee of The Hope Trust, a discretionary trust. Ms. Zhao Ying (the chairman and a non-executive director of the Company) is the settlor and sole member of The Hope Trust's protective committee and a beneficiary of The Hope Trust. Therefore, Ms. Zhao Ying is deemed to be interested in the 750,000,000 shares of the Company directly held by the Vendor.

Immediately after completion of the Placing, the Vendor will own 700,000,000 shares of the Company, representing 70.0% of the issued share capital of the Company as at the date of such completion (assuming the maximum number of Placing Shares are placed at completion and the issued share capital of the Company as at the date of this announcement remains unchanged up to then), and the Vendor and Ms. Zhao Ying will remain as controlling shareholders of the Company.

As the Placing may or may not proceed, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
China Wan Tong Yuan (Holdings) Limited
Zhao Ying
Chairman

Hong Kong, 27 August 2019

As at the date of this announcement, the Board comprises the Chairman and non-executive Director, namely Ms. Zhao Ying, two executive Directors, namely Ms. Li Xingying and Mr. Huang Guangming, and three independent non-executive Directors, namely Mr. Cheung Ying Kwan, Dr. Wong Wing Kuen Albert and Mr. Choi Hon Keung Simon.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and will also be published on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk and on the Company’s website at www.lfwty.com.