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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
COMPLETION OF PLACING OF EXISTING SHARES BY THE
CONTROLLING SHAREHOLDER OF THE COMPANY

Reference is made to the announcement of China Wan Tong Yuan (Holdings) Limited (the “**Company**”) dated 27 August 2019 in relation to, among other things, the placing of an aggregate maximum number of 50,000,000 existing shares of the Company held by Tai Shing International Investment Company Limited under a placing agreement entered into on 27 August 2019 (the “**Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING OF EXISTING SHARES

On 27 August 2019, the Vendor (the controlling shareholder (as defined in the GEM Listing Rules) of the Company) entered into the Placing Agreement with the Placing Agent for the Placing of up to 50,000,000 Placing Shares at the placing price of HK\$0.23 per Placing Share on a best effort basis.

The Company has been informed by the Vendor that 50,000,000 Placing Shares, representing approximately 5.0% of the issued share capital of the Company as at the date of this announcement, had been placed through the Placing Agent to 50 Placees, who 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, at the placing price of HK\$0.23 per Placing Share.

Completion of the Placing took place on 30 August 2019. None of the Placees has become a substantial shareholder (as defined under the GEM Listing Rules) of the Company immediately upon completion of the Placing.

To the best of the Vendor's knowledge, information and belief having made all reasonable enquiries, each of the Placees and their respective ultimate beneficial owners are third parties independent of the Company or the Vendor and their respective connected persons or any of their respective associates.

EFFECT ON SHAREHOLDING STRUCTURE

The following is a summary of the shareholding structure of the Company immediately before and upon the completion of the Placing:

	Immediate before the completion of the Placing		Immediate upon the completion of the Placing	
	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>
The Vendor (Note 1)	750,000,000	75.00	700,000,000	70.00
Public Shareholders (Note 2)				
Placees	—	—	50,000,000	5.00
Other public shareholders	250,000,000	25.00	250,000,000	25.00
<i>Sub-total</i>	<u>250,000,000</u>	<u>25.00</u>	<u>300,000,000</u>	<u>30.00</u>
Total	<u><u>1,000,000,000</u></u>	<u><u>100.00</u></u>	<u><u>1,000,000,000</u></u>	<u><u>100.00</u></u>

Notes:

- 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, immediately before the completion of the Placing Ms. Zhao Ying is deemed to be interested in the 750,000,000 shares of the Company directly held by the Vendor. Immediately upon the completion of the Placing, the Vendor is beneficially interested in 700,000,000 shares of the Company and Ms. Zhao Ying is deemed to be interested in the 700,000,000 shares of the Company directly held by the Vendor.
- Immediately upon the completion of the Placing and as at the date of this announcement, the public shareholders of the Company hold an aggregate of 30% of the issued share capital of the Company.

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

Hong Kong, 30 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.