

*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.*



## **WINSON HOLDINGS HONG KONG LIMITED**

**永順控股香港有限公司**

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

**(Stock Code: 8421)**

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

This announcement is made by Winson Holdings Hong Kong Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on 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) (the “**SFO**”).

#### **PLACING OF EXISTING SHARES**

On 6 January 2020, the board (the “**Board**”) of directors (the “**Directors**”) of the Company was informed by Sze’s Holdings Limited (the “**Vendor**”), the controlling shareholder of the Company (as defined in the GEM Listing Rules), that the Vendor has entered into an agreement (the “**Placing Agreement**”) with Get Nice Securities Limited (the “**Placing Agent**”), pursuant to which the Vendor has agreed to sell and the Placing Agent has agreed, on a best effort basis, to procure not less than 20 placees (the “**Placees**”) to purchase 18,000,000 existing shares of the Company (the “**Placing Shares**”), representing 3.00% of the entire issued share capital of the Company as at the date of this announcement, held by the Vendor, on the condition that each of the Placees shall purchase no more than 1,000,000 Placing Shares (the “**Placing**”). Pursuant to the Placing Agreement, the Placing Agent undertakes that it shall use its best endeavours (after exercising due care) to ensure that the Placees and their ultimate beneficial owners are third parties independent of and not connected nor acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with the Vendor, the Company or any of their subsidiaries or any of their respective associates (as defined in the GEM Listing Rules).

The Sze Family Trust (the “**Sze Family Trust**”) is a discretionary trust set up by Madam Ng Sing Mui (“**Madam Ng**”), chairperson, executive Director and controlling shareholder of the Company (as defined by the GEM Listing Rules) as settlor and Rich Cheer Development Limited as trustee (“**Rich Cheer**” or “**Trustee**”) on 8 January 2015. All the 450,000,000 shares of the Company (the “**Shares**”) beneficially owned by the Vendor, is in turn held by Rich Cheer acting as the Trustee of the Sze Family Trust. Madam Ng is the settlor of the Sze Family Trust and the sole director of the Vendor, and therefore Madam Ng is deemed or taken to be interested in all the 450,000,000 Shares beneficially owned by the Vendor for the purposes of the SFO. Mr. Sze Wai Lun (“**Mr. Sze**”) and Ms. Sze Tan Nei (“**Ms. Sze**”), each of them as an executive Director, are the beneficiaries of the Sze Family Trust and therefore they are deemed or taken to be interested in all the 450,000,000 Shares beneficially owned by the Vendor for the purposes of the SFO.

### **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 holds 450,000,000 Shares, representing 75.00% of the entire issued share capital of the Company. Madam Ng, the settlor of the Sze Family Trust and the sole director of the Vendor, is deemed or taken to be interested in all the 450,000,000 Shares beneficially owned by the Vendor for the purposes of the SFO. Mr. Sze and Ms. Sze are the beneficiaries of the Sze Family Trust and therefore they are deemed or taken to be interested in all the 450,000,000 Shares beneficially owned by the Vendor for the purposes of the SFO.

Immediately after completion of the Placing and assuming all of the Placing Shares are placed to the Placees, the Vendor will own 432,000,000 Shares, representing 72.00% of the issued share capital of the Company as at the date of this announcement, and the Vendor, Madam Ng, Mr. Sze and Ms. Sze will remain as the controlling shareholders of the Company (as defined in the GEM Listing Rules).

**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.**

By Order of the Board  
**Winson Holdings Hong Kong Limited**  
**Ng Sing Mui**  
*Chairperson and Executive Director*

Hong Kong, 6 January 2020

*As at the date of this announcement, the executive Directors are Madam Ng Sing Mui, Ms. Sze Tan Nei, Mr. Ang Ming Wah and Mr. Sze Wai Lun; and the independent non-executive Directors are Mr. Yuen Ching Bor Stephen, Mr. Chung Koon Yan, Mr. Ma Kwok Keung, Mr. Wong Yat Sum and Mr. Chan Chun Sing.*

*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 website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its posting and on the Company's website at [www.winsongrouphk.com](http://www.winsongrouphk.com).*