

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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



WAN LEADER INTERNATIONAL LIMITED

萬勵達國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8482)

COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE

Financial Adviser and Placing Agent to the Company



Reference is made to the announcement of Wan Leader International Limited (the “**Company**”) dated 6 July 2022 in relation to the placing of new shares under the general mandate (the “**Placing Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Placing Announcement unless otherwise specified.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 1 August 2022. A total of 150,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Places at Placing Price of HK\$0.186 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 15.15% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) each of the Placees and their respective ultimate beneficial owner (if any) is a third party independent of the Company and its connected persons; and (ii) none of the Placees has become a substantial Shareholder (as defined under the Listing Rules) upon completion of the Placing.

The gross and net proceeds from the Placing after deduction of the placing commission and other related expenses amounted to approximately HK\$27.9 million and HK\$27.33 million, respectively. The Company intends to use such net proceeds for replenishing the working capital of the Group and expansion of existing business.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and upon completion of the Placing is as follows:

Shareholders	Immediately before completion of the Placing		Immediately upon completion of the Placing and as at date of the announcement	
	<i>Number of Shares held</i>	<i>Approximate %</i>	<i>Number of Shares held</i>	<i>Approximate %</i>
Ho Tat Limited (<i>Note 1</i>)	126,652,000	15.08	126,652,000	12.79
Liao Daichun (<i>Note 2</i>)	182,690,000	21.75	182,690,000	18.45
Luo Honghui (<i>Note 3</i>)	14,170,000	1.68	14,170,000	1.43
Zhongyuehui (Shenzhen) Holdings Group Limited (<i>Note 3</i>)	75,990,000	9.05	75,990,000	7.68
Placees	–	0.00	150,000,000	15.15
Other public Shareholders	<u>440,498,000</u>	<u>52.44</u>	<u>440,498,000</u>	<u>44.50</u>
Total	<u>840,000,000</u>	<u>100.00</u>	<u>990,000,000</u>	<u>100.00</u>

Notes:

- (1) Ho Tat Limited is wholly and beneficially owned by Mr. Loy Hak Yu Thomas, the executive Director and the chairman of the Company.
- (2) Mr. Liao Daichun was appointed as a non-executive Director on 23 April 2021 and he resigned on 2 August 2021. Mr Liao Daichun has been the chief executive officer of the Company with effect from 20 August 2021.

- (3) Mr. Luo Honghui (“**Mr. Luo**”) is personally interested in 14,170,000 Shares. Zhongyuehui (Shenzhen) Holdings Group Limited (a company 95% controlled by Mr. Luo) is interested in 75,990,000 Shares. Accordingly, Mr. Luo is deemed to be interested in 75,990,000 Shares owned by Zhongyuehui (Shenzhen) Holdings Group Limited by virtue of Part XV of the SFO.

By Order of the Board
Wan Leader International Limited
Zhang Pangfei
Executive Director

Hong Kong, 1 August 2022

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Loy Hak Yu Thomas, Mr. Zhang Pangfei, Ms. Wu Yushan and Mr. Yan Ximao; and four independent non-executive Directors, namely, Mr. Ho Yuk Ming Hugo, Mr. Chow Chi Wing, Mr. Liao Dongqiang and Mr. Zhang Quanhui.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its posting. This announcement will also be published on the website of the Company at www.wanleader.com.