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## **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 GENERAL MANDATE AND CLARIFICATION ANNOUNCEMENT**

**Placing Agent**

**漢華證券**  
*Evergreen Securities Limited*

Reference is made to the announcement of Wan Leader International Limited (the “**Company**”) dated 6 April 2023 (the “**Placing Announcement**”) and 28 April 2023 in relation to the placing of up to 198,000,000 new Shares under the General Mandate (collectively the “**Announcements**”). Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcements.

#### **COMPLETION OF THE PLACING**

The Board is pleased to announce that all the conditions precedent set out in the Placing Agreement had been fulfilled and completion of the Placing (“**Completion**”) took place on 18 May 2023 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 112,830,000 Placing Shares, representing approximately 10.23% of the issued share capital of the Company as at the date of this announcement immediately after Completion, have been successfully placed to no less than six Places at the Placing Price of HK\$0.071 per Placing Share.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placees and where appropriate, their ultimate beneficial owner(s) is an Independent Third Parties and is not connected with, or is not acting in concert with the Company and its connected persons. None of the Placees has or will become a substantial Shareholder (as defined under the GEM Listing Rules) immediately upon Completion.

The net proceeds from the Placing, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) amounted to approximately HK\$7.67 million. As disclosed in the Announcement, the Company intends to apply the net proceeds from the Placing for the purposes of replenishing the working capital of the Group and developing the Group's businesses.

## CLARIFICATION ON SHAREHOLDING STRUCTURE OF THE COMPANY

The Board would like to clarify that due to inadvertent clerical errors, the section headed "EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY" on pages 6 and 7 of both the English and Chinese versions of the Placing Announcement should be replaced in its entirety by the following:

	As at the date of this announcement		Immediately after completion of the Placing (assuming all the Placing Shares are fully placed)	
	Number of Shares	Approx. %	Number of Shares	Approx. %
<b>Substantial Shareholders</b>				
Ho Tat Limited (Note 1)	75,992,000	7.68	75,992,000	6.40
Loy Hak Yu Thomas (Note 1)	75,992,000	7.68	75,992,000	6.40
Loy Hak Moon (Note 1)	75,992,000	7.68	75,992,000	6.40
Kong Sau Ming (Note 2)	75,992,000	7.68	75,992,000	6.40
Siu Pui Sum (Note 3)	75,992,000	7.68	75,992,000	6.40
Liao Daichun (Note 4)	182,690,000	18.45	182,690,000	15.38
Zhao Rongjing (Note 5)	182,690,000	18.45	182,690,000	15.38
Luo Honghui (Note 6)	141,570,000	14.30	141,570,000	11.92
Zhongyuehui (Shenzhen) Holdings Group Limited (Note 6)	126,650,000	12.79	126,650,000	10.66
<b>Public Shareholders</b>				
The Placees	–	0.00	198,000,000	16.67
Other public Shareholders	589,748,000	59.57	589,748,000	49.64
Total	990,000,000	100	1,188,000,000	100

*Notes:*

- (1) Ho Tat Limited is wholly and beneficially owned by Mr. Loy Hak Yu Thomas. By virtue of the SFO, Mr. Loy Hak Yu Thomas is deemed to be interested in all the shares held by Ho Tat Limited. Mr. Loy Hak Yu Thomas and Mr. Loy Hak Moon are parties acting in concert pursuant to the acting in concert confirmation upon (as defined in the prospectus of the Company dated 24 August 2018) the share offer becoming unconditional.
- (2) Ms. Kong Sau Ming is the spouse of Mr. Loy Hak Yu Thomas, and is deemed to be interested in the shares which are interested by Mr. Loy Hak Yu Thomas under the SFO.
- (3) Ms. Siu Pui Sum is the spouse of Mr. Loy Hak Moon, and is deemed to be interested in the shares which are interested by Mr. Loy Hak Moon under the SFO.
- (4) Mr. Liao Daichun was appointed as a non-executive Director on 23 April 2021 and he resigned on 2 August 2021. Mr. Liao has been the chief executive officer with effect from 20 August 2021.
- (5) Ms. Zhao Rongjing is the spouse of Mr. Liao Daichun, and is deemed to be interested in the shares which are interested by Mr. Liao Daichun under the SFO.
- (6) Mr. Luo Honghui (“Mr. Luo”) is personally interested in 14,920,000 Shares. Zhongyuehui (Shenzhen) Holdings Group Limited (a company 95% controlled by Mr. Luo) is interested in 126,650,000 Shares. Accordingly, Mr. Luo is deemed to be interested in 126,650,000 Shares owned by Zhongyuehui (Shenzhen) Holdings Group Limited by virtue of Part XV of the SFO.

Save for the above, all other information stated in the Placing Announcement remains unchanged. This clarification is supplemental to and should be read in conjunction with the Placing Announcement.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY UPON COMPLETION

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and upon Completion is set out below:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
<b>Substantial Shareholders</b>				
Ho Tat Limited ( <i>Note 1</i> )	75,992,000	7.68	75,992,000	6.89
Loy Hak Yu Thomas ( <i>Note 1</i> )	75,992,000	7.68	75,992,000	6.89
Loy Hak Moon ( <i>Note 1</i> )	75,992,000	7.68	75,992,000	6.89
Kong Sau Ming ( <i>Note 2</i> )	75,992,000	7.68	75,992,000	6.89
Siu Pui Sum ( <i>Note 3</i> )	75,992,000	7.68	75,992,000	6.89
Liao Daichun ( <i>Note 4</i> )	182,690,000	18.45	182,690,000	16.57
Zhao Rongjing ( <i>Note 5</i> )	182,690,000	18.45	182,690,000	16.57
Luo Honghui ( <i>Note 6</i> )	141,570,000	14.30	141,570,000	12.84
Zhongyuehui (Shenzhen) Holdings Group Limited ( <i>Note 6</i> )	126,650,000	12.79	126,650,000	11.48
<b>Public Shareholders</b>				
The Placees	—	0.00	112,830,000	10.23
Other public Shareholders	589,748,000	59.57	589,748,000	53.47
Total	990,000,000	100	1,102,830,000	100

*Notes:*

- (1) Ho Tat Limited is wholly and beneficially owned by Mr. Loy Hak Yu Thomas. By virtue of the SFO, Mr. Loy Hak Yu Thomas is deemed to be interested in all the shares held by Ho Tat Limited. Mr. Loy Hak Yu Thomas and Mr. Loy Hak Moon are parties acting in concert pursuant to the acting in concert confirmation upon (as defined in the prospectus of the Company dated 24 August 2018) the share offer becoming unconditional.
- (2) Ms. Kong Sau Ming is the spouse of Mr. Loy Hak Yu Thomas, and is deemed to be interested in the shares which are interested by Mr. Loy Hak Yu Thomas under the SFO.
- (3) Ms. Siu Pui Sum is the spouse of Mr. Loy Hak Moon, and is deemed to be interested in the shares which are interested by Mr. Loy Hak Moon under the SFO.

- (4) Mr. Liao Daichun was appointed as a non-executive Director on 23 April 2021 and he resigned on 2 August 2021. Mr. Liao has been the chief executive officer with effect from 20 August 2021.
- (5) Ms. Zhao Rongjing is the spouse of Mr. Liao Daichun, and is deemed to be interested in the shares which are interested by Mr. Liao Daichun under the SFO.
- (6) Mr. Luo Honghui (“Mr. Luo”) is personally interested in 14,920,000 Shares. Zhongyuehui (Shenzhen) Holdings Group Limited (a company 95% controlled by Mr. Luo) is interested in 126,650,000 Shares. Accordingly, Mr. Luo is deemed to be interested in 126,650,000 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, 18 May 2023

*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.*

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