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**偉俊集團控股有限公司\***  
**WAI CHUN GROUP HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*  
**(Stock code: 1013)**

**ANNOUNCEMENT**  
**CONTINUING CONNECTED TRANSACTION**

**The New PRC Tenancy Agreement**

Reference are made to the Previous Announcements in relation to, amongst others, the Previous PRC Tenancy Agreement with Ms. Chan for the rental of the PRC Premises. The Previous PRC Tenancy Agreement shall expire on 31 March 2016. The Board announces that on 24 March 2016, the Company has entered into the New PRC Tenancy Agreement with Ms. Chan for the renewal of the term of the Previous PRC Tenancy Agreement for three years from 1 April 2016 to 31 March 2019 (both days inclusive) on and subject to the terms and conditions of the New PRC Tenancy Agreement.

**The Tenancy Agreement**

Moreover, the Tenancy Agreement has been entered into between WCH as landlord and Wai Chun Strategic Investment Limited, a wholly owned subsidiary of the Company, as tenant on 26 November 2015 for the period from 1 November 2015 and expiring on 31 October 2017, both days inclusive, with a rental of HK\$265,675 per calendar month (equivalent to HK\$3,188,100 per annum), exclusive of management fee, rates and all other outgoing charges per calendar month.

**General**

WCH is owned as to 50% by Mr. Lam and as to the remaining 50% by Ms. Chan. Mr. Lam is a controlling shareholder of the Company and is interested in approximately 71.99% of the issued share capital of the Company and Ms. Chan is the spouse of Mr. Lam. Accordingly, each of WCH and Ms. Chan is regarded as a connected person of the Company under the Listing Rules. Therefore, entering into the New PRC Tenancy Agreement between Ms. Chan and the Company constitutes a continuing connected transaction for the Company under Chapter 14A of the listing Rules.

*\* for identification purpose only*

Since the aggregate maximum rental payable under the Tenancy Agreement and the New PRC Tenancy Agreement per annum, being HK\$7,388,100, represents less than 25% of the applicable percentage ratios (as defined in the Listing Rules) for the Company and less than HK\$10,000,000 on an annual basis, the transaction under the New PRC Tenancy Agreement shall constitute a non-exempt continuing connected transaction of the Company under Chapter 14A of the Listing Rules and are subject to the reporting, announcement and annual review requirements set out in Rules 14A.45 to 14A.46 and Rules 14A.37 to 14A.40 of the Listing Rules but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Details of the New PRC Tenancy Agreement and the Tenancy Agreement will be disclosed in the Company's annual reports for the relevant financial years in accordance with Rules 14A.45 and 14A.46 of the Listing Rules.

## **INTRODUCTION**

Reference are made to the Previous Announcements in relation to, amongst others, the Previous PRC Tenancy Agreement with Ms. Chan for the rental of the PRC Premises. Pursuant to the Previous PRC Tenancy Agreement, Ms. Chan, as landlord, would lease the PRC Premises to the Company, as tenant, at a monthly rent of HK\$300,000 for the period from 1 April 2013 to 31 March 2016 (both days inclusive). The Previous PRC Tenancy Agreement shall expire on 31 March 2016.

The Board announces that the Company entered into the New PRC Tenancy Agreement with Ms. Chan for the PRC Premises on 24 March 2016 for the renewal of the term of the Previous PRC Tenancy Agreement for three years from 1 April 2016 to 31 March 2019 (both days inclusive). The New PRC Tenancy Agreement was entered in the arm-length basis and referenced to market value of rental premises by independent professional valuer.

## **PRINCIPAL TERMS OF THE NEW PRC TENANCY AGREEMENT**

Date:	24 March 2016
Effective period:	36 months commencing from 1 April 2016 and expiring on 31 March 2019
Landlord:	Ms. Chan
Tenant:	the Company
Premises:	Unit 1L and 1K of Block A6, Xili Residences, Tang Lang Village, Nam Shan District, Shenzhen, PRC
Monthly rental:	HK\$350,000.00
Lettable Area:	Approximate 555.9 square metre for property area

Facility:	The club house membership fee, utility charges, government fees and building management fee shall be borne by the Company
Payment:	The Company pays to Ms. Chan the rental charge in advance on the 1 <sup>st</sup> day of each and every calendar month during the New PRC Tenancy Agreement
Termination:	Both Ms. Chan and the Company shall be entitled to terminate the New PRC Tenancy Agreement earlier than as herein provided by serving not less than three months' written notice or by paying three months' rental fee in lieu

### THE TENANCY AGREEMENT

Moreover, the Tenancy Agreement has been entered into between WCH as landlord and Wai Chun Strategic Investment Limited, a wholly owned subsidiary of the Company, as tenant on 26 November 2015, for the period from 1 November 2015 to 31 October 2017, both days inclusive, with a rental of HK\$265,675 per calendar month (equivalent to HK\$3,188,100 per annum), exclusive of management fee, rates and all other outgoing charges per calendar month.

### AGGREGATE ANNUAL CAPS

The aggregate rentals payable under the New PRC Tenancy Agreement and the Tenancy Agreement for each of the three years ending 31 March 2019 are set out below:

(HK\$)	For the year ending 31 March 2017	For the year ending 31 March 2018	For the year ending 31 March 2019
Estimated annual rental under the New PRC Tenancy Agreement	4,200,000	4,200,000	4,200,000
Estimated annual rental under the Tenancy Agreement <i>(Note)</i>	3,188,100	1,859,725	-
<b>Aggregate Annual Caps</b>	<b>7,388,100</b>	<b>6,059,725</b>	<b>4,200,000</b>

*Note: the Tenancy Agreement will expire on 31 October 2017.*

The terms of the New PRC Tenancy Agreement are on normal commercial terms and were negotiated on an arm's length basis between the parties with reference to the fair market rent of the respective premises based on the valuation report issued by an

independent property valuer who confirmed that the respective rent was fair and reasonable under the then prevailing market conditions.

## **REASONS FOR AND BENEFITS OF THE TRANSACTION**

As stated in the Previous Announcements, the Group is mainly engaged in operation and management business in service regions in the northern part of the PRC and the Group has the intention to expand business operations in the southern part of the PRC. The Directors are of the view that the PRC Premises can provide residential area for potential customers and the directors of the Company for conducting new business discussions in the region. Moreover, the directors of the Company believe that the PRC Premises can provide a quiet and secured environment for holding highly confidential meetings and conferences and thus, the renewal of the tenancy agreement will be beneficial to the growth of the Company. The terms and conditions of the New PRC Tenancy Agreement were determined after arm's length negotiations between the parties with reference to the opinion of independent professional valuer. The Directors (including the independent non-executive Directors) and Mr. Lam who abstained from the resolution are of the view that the terms of the New PRC Tenancy Agreement and the Annual Caps are determined on fair and reasonable basis and in accordance with normal commercial terms and the continuing connected transaction shall be conducted in the ordinary and usual course of business of the Group and in the interests of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

WCH is owned as to 50% by Mr. Lam and as to the remaining 50% by Ms. Chan. Mr. Lam is a controlling shareholder of the Company and is interested in approximately 71.99% of the issued share capital of the Company and Ms. Chan is the spouse of Mr. Lam. Accordingly, each of WCH and Ms. Chan is regarded as a connected person of the Company under the Listing Rules. Therefore, entering into the New PRC Tenancy Agreement between Ms. Chan and the Company constitutes a continuing connected transaction for the Company under Chapter 14A of the listing Rules.

Since the aggregate maximum rental payable under the Tenancy Agreement and the New PRC Tenancy Agreement per annum, being HK\$7,388,100, represents less than 25% of the applicable percentage ratios (as defined in the Listing Rules) for the Company and less than HK\$10,000,000 on an annual basis, the transaction under the New PRC Tenancy Agreement shall constitute a non-exempt continuing connected transaction of the Company under Chapter 14A of the Listing Rules and are subject to the reporting, announcement and annual review requirements set out in Rules 14A.45 to 14A.46 and Rules 14A.37 to 14A.40 of the Listing Rules but are exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Annual review of continuing connected transaction will be carried out in accordance with Rules 14A.37 to 14A.40. Details of the New PRC Tenancy Agreement and the Tenancy Agreement will be disclosed in the Company's annual reports for each of the relevant

financial years in accordance with Rules 14A.45 and 14A.46 of the Listing Rules.

## GENERAL

The Company was incorporated in Bermuda with limited liability and its shares are listed on the Main Board of the Stock Exchange. The Company is an investment holding company and has been, via its major operating subsidiaries, principally engaged in (i) network and system integration by production of software and provision of solutions and related services; (ii) trading of communication products; (iii) provision of financial services; (iv) investment holdings; and (v) provision of telecommunications infrastructure solution services.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Annual Cap(s)”	the maximum aggregate value for the continuing connected transaction per annum under the Tenancy Agreement and the New PRC Tenancy Agreement
“Board”	the board of Directors
“Company”	Wai Chun Group Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“continuing connected transaction”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiary
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong from time to time

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Mr. Lam”	Mr. Lam Ching Kui, a director and ultimate shareholder of the Company
“Ms. Chan”	Ms. Chan Oi Mo, the landlord of the PRC Premises and the spouse of Mr. Lam
“New PRC Tenancy Agreement”	the tenancy agreement dated 24 March 2016 entered into between Ms. Chan as landlord and the Company as tenant in respect of the PRC Premises for the period of 1 April 2016 to 31 March 2019
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“PRC Premises”	Unit 1L and 1K of Block A6, Xili Residences, Tang Lang Village, Nam Shan District, Shenzhen, PRC
“Premises”	Right Portion of 13/F., Admiralty Centre, Tower II, 18 Harcourt Road, Hong Kong
“Previous Announcements”	the announcements of the Company dated 12 March 2013, 26 November 2015 in relation to, amongst others, the Previous PRC Tenancy Agreement
“Previous PRC Tenancy Agreement”	the previous tenancy agreement entered into between Ms. Chan as landlord and the Company as tenant in respect of the PRC Premises for the period of 1 April 2013 to 31 March 2016 on 12 March 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreement”	tenancy agreement entered into between WCH and Wai Chun Strategic Investment Limited, a wholly owned subsidiary of the Company on 26 November 2015 in respect of the Premises
“WCH”	Wai Chun Holdings Group Limited, a company incorporated in Hong Kong and is

owned as to 50% by Mr. Lam and as to 50%  
by Ms. Chan

“%”

Percent

By order of the Board  
**Wai Chun Group Holdings Limited**  
**Lam Ching Kui**  
*Chairman & Chief Executive Officer*

Hong Kong, 24 March 2016

*As at the date of this announcement, the Board consists of one executive Director, namely Mr. Lam Ching Kui (Chairman & Chief Executive Officer), and three independent non-executive Directors, namely Mr. Ko Ming Tung, Edward, Mr. Shaw Lut, Leonardo and Mr. To Yan Ming, Edmond.*