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Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 28 December 2023 (the “**Prospectus**”) issued by WellCell Holdings Co., Limited 經緯天地控股有限公司 (the “**Company**”).

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or securities law of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold solely outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of each jurisdiction where those offers and sales occur.

In connection with the Share Offer, Eddid Securities and Futures Limited, as Stabilising Manager or its authorised agents, may, but are not obliged to, over-allocate Shares and/or effect any other transactions with a view to stabilising or supporting the market price of our Shares at a level higher than which might otherwise prevail in the open market, for a limited period. Such stabilising activity may include stock borrowing, making market purchases of Shares in the secondary market or selling Shares to liquidate a position held as a result of those purchases, as well as exercising the Over-allotment Option. Any such stabilising activity will be effected in compliance with all applicable laws, rules and regulatory requirements in Hong Kong on stabilisation including the Securities and Futures (Price Stabilising) Rules made under the Securities and Futures Ordinance.

However, there is no obligation on the Stabilising Manager or its authorised agents to conduct any such stabilising activity, which if commenced, will be done at the absolute discretion of the Stabilising Manager or its authorised agents acting for it and in what the Stabilising Manager reasonably regards as the best interest of our Company; and may be discontinued at any time. The number of Shares that may be over-allocated will not exceed the number of Shares that may be issued under the Over-allotment Option, namely 18,750,000 Shares, which is 15% of the number of Shares initially available under the Share Offer.

Stabilising activity by the Stabilising Manager or its authorised agents acting for it is not permitted to support the price of our Shares for longer than the stabilising period, which begins on the day on which trading of our Shares commences on the Stock Exchange and ends on the 30th day after the last day for lodging applications under the Public Offer. The stabilising period is expected to end on Thursday, 8 February 2024. As a result, demand for the Shares, and their market price, may fall after the end of the stabilising period.

Potential investors of the Offer Shares should note that the Sole Overall Coordinator (for itself and on behalf of the Public Offer Underwriters) shall be entitled to terminate the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting Arrangements and Expenses — Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Friday, 12 January 2024).

Unless otherwise specified all dates and time in this announcement refer to Hong Kong dates and time.



## WellCell Holdings Co., Limited

經緯天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

### SHARE OFFER

- Number of Offer Shares : 125,000,000 Shares (subject to the Over-allotment Option)**
- Number of Public Offer Shares : 12,500,000 Shares (subject to reallocation)**
- Number of Placing Shares : 112,500,000 Shares (subject to reallocation and the Over-allotment Option)**
- Offer Price : Not more than HK\$1.30 per Offer Share and expected to be not less than HK\$1.00 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund on final pricing, plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%)**
- Nominal value : HK\$0.01 per Share**
- Stock code : 02477**

#### Joint Sponsors



Sole Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



#### Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



#### Joint Lead Managers



**IMPORTANT NOTICE TO INVESTORS  
OF PUBLIC OFFER SHARES  
FULLY ELECTRONIC APPLICATION PROCESS**

**We have adopted a fully electronic application process for the Public Offering and below are the procedures for application.**

**The Prospectus is available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKEXnews > New Listings > New Listing Information*” section, and our website at [www.wellcell.com.cn](http://www.wellcell.com.cn).**

To apply for Public Offer Shares, you may use one of the following application channels:

<b>Application Channel</b>	<b>Platform</b>	<b>Target Investors</b>	<b>Application Time</b>
<b>eWhite Form service</b>	<b><u><a href="http://www.ewhiteform.com.hk">www.ewhiteform.com.hk</a></u></b>  Enquiries: +852 2504 6968	Investors who would like to receive a physical Share certificate. Public Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00am on Thursday, 28 December 2023 to 11:30 a.m. on Tuesday, 9 January 2024, Hong Kong time.  The latest time for completing full payment of application monies will be 12:00 noon on Tuesday, 9 January 2024, Hong Kong time.
<b>HKSCC EIPO channel</b>	Your broker or custodian who is a HKSCC Participant will submit an EIPO application on your behalf through HKSCC’s FINI system in accordance with your instruction	Investors who would not like to receive a physical Share certificate. Public Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant’s stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

We will not provide any physical channels to accept any application for the Public Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed version of the prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

**If you are an *intermediary, broker or agent*, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses stated above.**

Please refer to the section headed “How to apply for Public Offer Shares” in the Prospectus for further details of the procedures through which you can apply for the Public Offer Shares electronically.

Your application through the **eWhite Form** service or the HKSCC EIPO channel must be for a minimum of 4,000 Public Offer Shares and in one of the numbers set out in the table below. You are required to pay the amount next to the number you select.

Number of Public Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/successful allotment	Number of Public Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/successful allotment	Number of Public Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/successful allotment	Number of Public Offer Shares applied for	Maximum Amount payable <sup>(2)</sup> on application/successful allotment
	HK\$		HK\$		HK\$		HK\$
4,000	5,252.44	60,000	78,786.64	500,000	656,555.26	3,500,000	4,595,886.76
8,000	10,504.89	80,000	105,048.85	600,000	787,866.30	4,000,000	5,252,442.00
12,000	15,757.32	100,000	131,311.06	700,000	919,177.36	4,500,000	5,908,997.26
16,000	21,009.77	120,000	157,573.25	800,000	1,050,488.40	5,000,000	6,565,552.50
20,000	26,262.21	140,000	183,835.46	900,000	1,181,799.46	6,000,000	7,878,663.00
24,000	31,514.65	160,000	210,097.68	1,000,000	1,313,110.50	6,248,000 <sup>(1)</sup>	8,204,314.40
28,000	36,767.09	180,000	236,359.89	1,500,000	1,969,665.76		
32,000	42,019.53	200,000	262,622.10	2,000,000	2,626,221.00		
36,000	47,271.97	300,000	393,933.16	2,500,000	3,282,776.26		
40,000	52,524.42	400,000	525,244.20	3,000,000	3,939,331.50		

Notes:

- (1) Maximum number of Public Offer Shares you may apply for.
- (2) This is approximately 50% of the Public Offer Shares initially offered, and the amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) or to the eWhite Form Services Provider (for applications made through the eWhite Form service) while the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy will be paid to the SFC, the Stock Exchange and the AFRC, respectively.

No application for any other number of Public Offer Shares will be considered and any such application is liable to be rejected.

## **THE LISTING APPLICATION**

We have made an application to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any Shares which may be issued pursuant to the Capitalisation Issue), and the Shares that may be issued upon the exercise of the Over-allotment Option and/or options that may be granted under the Share Option Scheme.

## **STRUCTURE OF THE SHARE OFFER**

The Share Offer comprises:

- the Public Offer of initially 12,500,000 Shares (subject to reallocation), representing 10% of the Offer Shares initially available under the Share Offer; and
- the Placing of initially 112,500,000 Shares (subject to reallocation and Over-allotment Option), representing 90% of the Offer Shares initially available under the Share Offer.

The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

In particular, subject to the requirements under Practice Note 18 of the Listing Rules and Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, the Sole Overall Coordinator (for itself and on behalf of Underwriters) may at their absolute discretion reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with the Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, not more than 12,500,000 Offer Shares may be reallocated to the Public Offer from the Placing, increasing the total number of the Offer Shares available under the Public Offer to 25,000,000 Offer Shares (representing 20% of the total number of Offer Shares initially available for subscription under the Share Offer), and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$1.00 per Offer Share) as stated in the Prospectus.

Our Company is expected to grant to the Placing Underwriters the Over-allotment Option, exercisable at the sole discretion of the Sole Overall Coordinator (for itself and as the agent on behalf of the Placing Underwriters) at any time during the period from the Listing Date until 30 days after the last day for lodging applications under the Public Offer to cover over-allocations in the Placing and/or the obligation of the Stabilising Manager to return securities borrowed under the Stock Borrowing Agreement. Pursuant to the Over-allotment Option, our Company may be required to allot and issue up to 18,750,000 additional new Shares, representing 15% of the number of Offer Shares initially available under the Share Offer, at the Offer Price.

If the Over-allotment Option is exercised in full, the additional 18,750,000 Shares will represent approximately 3.61% of our Company's enlarged share capital immediately after completion of the Share Offer, the Capitalisation Issue and the exercise in full of the Over-allotment Option (but without taking into account any Shares which may be issued upon the exercise of any options that may be granted under the Share Option Scheme).

Our Company will disclose in the announcement of the results of allocations and the basis of allocation of the Public Offer Shares whether, and to what extent, the Over-allotment Option has been exercised. In the event that the Over-allotment Option has not been exercised by the Sole Overall Coordinator on behalf of the Placing Underwriters, our Company will confirm in such announcement that the Over-allotment Option has lapsed and cannot be exercised at any future date.

## **PRICING**

The Offer Price will not be more than HK\$1.30 per Offer Share and is expected to be not less than HK\$1.00 per Offer Share, unless otherwise announced. Applicants under the Public Offer shall pay in full, on application, the Offer Price of HK\$1.30 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the Offer Price as finally determined is less than HK\$1.30 per Offer Share.

## EXPECTED TIMETABLE

### Date and time<sup>(Note)</sup>

Public Offer commences..... 9:00 a.m. on Thursday,  
28 December 2023

Latest time for completing electronic applications  
under **eWhite Form** service through the designated  
website at [www.ewhiteform.com.hk](http://www.ewhiteform.com.hk)..... 11:30 a.m. on Tuesday,  
9 January 2024

Application lists open ..... 11:45 a.m. on Tuesday,  
9 January 2024

Latest time to give electronic application instructions  
to HKSCC..... 12:00 noon on Tuesday,  
9 January 2024

If you are instructing your **broker** or **custodian** who is a HKSCC Participant to give **electronic application instructions** via FINI to apply for the Public Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Latest time to complete payment of **eWhite Form**  
applications by effecting PPS payment transfer(s)..... 12:00 noon on Tuesday,  
9 January 2024

Application lists close..... 12:00 noon on Tuesday,  
9 January 2024

Expected Price Determination Date on or before..... 12:00 noon on Wednesday,  
10 January 2024

#### (1) Announcement of

- the final Offer Price;
- the level of indication of interest in the Placing;
- the level of applications in the Public Offer; and
- the basis of allocation of the Public Offer Shares to be published on the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.wellcell.com.cn](http://www.wellcell.com.cn) on ..... Thursday, 11 January 2024

- (2) Results of allocations in the Public Offer (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels including:
- in the announcement to be posted on the Company's website at [www.wellcell.com.cn](http://www.wellcell.com.cn) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) . . . . . Thursday, 11 January 2024
  - from the designated results of allocations website at [www.ewhiteform.com.hk/results](http://www.ewhiteform.com.hk/results) with a "search by ID" function from . . . . . 11:00 p.m. on Thursday, 11 January 2024 to 12:00 midnight on Thursday, 18 January 2024
  - by telephone enquiry line by calling +852 2153 1688 between 9:00 a.m. and 6:00 p.m. from . . . . . Friday, 12 January 2024 to Thursday, 18 January 2024
- (3) A full announcement of the Share Offer containing (1) and (2) above to be published on the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.wellcell.com.cn](http://www.wellcell.com.cn), on . . . . . Thursday, 11 January 2024

Dispatch of Share certificates or deposit of the share certificates into CCASS in respect of wholly or partially successful applications pursuant to the Public Offer on or before. . . . . Thursday, 11 January 2024

Dispatch of refund cheques and **eWhite Form** e-Refund payment instructions in respect of wholly or partially successful applications (if applicable) or wholly or partially unsuccessful applications pursuant to Public Offer on or before. . . . . Friday, 12 January 2024

Dealings in the Shares on Main Board expected to commence at. . . . . 9:00 a.m. on Friday, 12 January 2024

The application for the Public Offer Shares will commence on Thursday, 28 December 2023 through Tuesday, 9 January 2024, being longer than normal market practice of three and a half days. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Friday, 12 January 2024.

Note: All dates and times refer to Hong Kong local time, except as otherwise stated.



## SETTLEMENT

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as may be determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. You should seek the advice of your stockbrokers or other professional advisers for details of the settlement arrangements as such arrangements may affect your rights and interests. All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

## ELECTRONIC APPLICATION CHANNELS

**The Public Offer period will begin at 9:00am on Thursday, 28 December 2023 and end at 12:00noon on Tuesday, 9 January 2024 (Hong Kong time).**

To apply for Public Offer Shares, you may use one of the following application channels:

<b>Application Channel</b>	<b>Platform</b>	<b>Target Investors</b>	<b>Application Time</b>
<b>eWhite Form service</b>	<u><a href="http://www.ewhiteform.com.hk">www.ewhiteform.com.hk</a></u>  Enquiries: +852 2504 6968	Investors who would like to receive a physical Share certificate. Public Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00am on Thursday, 28 December 2023 to 11:30 a.m. on Tuesday, 9 January 2024, Hong Kong time.  The latest time for completing full payment of application monies will be 12:00 noon on Tuesday, 9 January 2024, Hong Kong time.
<b>HKSCC EIPO channel</b>	Your broker or custodian who is a HKSCC Participant will submit an EIPO application on your behalf through HKSCC's FINI system in accordance with your instruction	Investors who would <u>not</u> like to receive a physical Share certificate. Public Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant's stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

## **PUBLICATION OF RESULTS**

The Company expects to announce the final Offer Price, the level of indications of interest in the Placing, the levels of applications of the Public Offer, the basis of allocations of the Public Offer Shares on Thursday, 11 January 2024 on the Company's website at [www.wellcell.com.cn](http://www.wellcell.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations under the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be available through a variety of channels at the times and dates and in the manner specified in the section headed "How to apply for the Public Offer Shares — B. Publication of results" in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$1.30 per Offer Share (excluding brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed "Structure and conditions of the Share Offer — Conditions of the Share Offer" of the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy, will be refunded without interest.

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, 12 January 2024 provided that the Share Offer has become unconditional and the right of termination described in the section headed "Underwriting — Underwriting arrangements and expenses — Grounds for termination" in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of the Share certificates or prior to the Share certificates becoming valid do so entirely at their own risk.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. on Friday, 12 January 2024 (Hong Kong time), dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 12 January 2024 (Hong Kong time). Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares will be 02477.

By order of the Board  
**WellCell Holdings Co., Limited**  
**Jia Zhengyi**  
*Chairman*

Hong Kong, 28 December 2023

As at the date of this announcement, the directors of the Company are as follows:

*Executive Directors:*

Mr. Jia Zhengyi (*Chairman*)  
Ms. Liu Ping  
Mr. Cong Bin

*Independent non-executive Directors:*

Mr. Wu Wing Kuen, B. B. S.  
Dr. Leung Kwong Sak  
Mr. Yu Chi Wing

*Non-executive Director:*

Mr. Lin Qihao

*This announcement is available for viewing on the website of the Company at [www.wellcell.com.cn](http://www.wellcell.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).*