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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 29 February 2024 (the “**Prospectus**”) issued by WK Group (Holdings) Limited (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, and is not intended to, 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 otherwise transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws. 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, Yuen Meta (International) Securities Limited, as Stabilising Manager, its affiliates or any person acting for it, on behalf of the Underwriters, 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 the 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 or any jurisdiction where it is permissible to do so on stabilisation including the Securities and Futures (Price Stabilising) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising activity, which if commenced, will be done at the absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and in what the Stabilising Manager reasonably regards as the best interest of the 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 75,000,000 Shares, representing 15% of the total number of Offer Shares initially available under the Share Offer.

Potential investors should be aware that stabilising activity by the Stabilising Manager, its affiliates or any person acting for it is not permitted to support the price of the Shares for longer than the stabilising period, which begins on the Listing Date 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, 4 April 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 Overall Coordinators (for themselves 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 paragraph headed “Underwriting – Underwriting arrangements and expenses – The Public Offer – 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, 8 March 2024).

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



# WK Group (Holdings) Limited

## 泓基集團(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

### SHARE OFFER

**Total number of Offer Shares : 500,000,000 Shares (subject to the Over-allotment Option)**

**Number of Public Offer Shares : 50,000,000 Shares (subject to re-allocation)**

**Number of Placing Shares : 450,000,000 Shares (subject to re-allocation and the Over-allotment Option)**

**Offer Price : Not more than HK\$0.27 per Offer Share and expected to be not less than HK\$0.25 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565% (payable in full on application and subject to refund)**

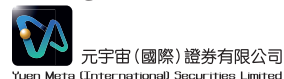
**Nominal value : HK\$0.01 per Share**

**Stock code : 2535**

#### Sponsor



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



#### Joint Bookrunners and Joint Lead Managers



#### Co-Managers



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

**The Company has adopted a fully electronic application process for the Public Offer 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 the Company’s website at [www.wing-kei.com.hk](http://www.wing-kei.com.hk).**

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>	<a href="http://www.ewhiteform.com.hk/">http://www.ewhiteform.com.hk/</a> Enquiries: +852 2153 1688	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 9:00 a.m. on Thursday, 29 February 2024 to 11:30 a.m. on Tuesday, 5 March 2024, Hong Kong time.  The latest time for completing full payment of application monies will be 12:00 noon on Tuesday, 5 March 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.

The Company 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 10,000 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.

<b>Number of Public Offer Shares applied for</b>	<b>Amount payable<sup>(2)</sup> on application HK\$</b>	<b>Number of Public Offer Shares applied for</b>	<b>Amount payable<sup>(2)</sup> on application HK\$</b>	<b>Number of Public Offer Shares applied for</b>	<b>Amount payable<sup>(2)</sup> on application HK\$</b>
10,000	2,727.22	300,000	81,816.89	5,000,000	1,363,614.76
20,000	5,454.47	350,000	95,453.03	6,000,000	1,636,337.70
30,000	8,181.69	400,000	109,089.18	7,000,000	1,909,060.66
40,000	10,908.92	450,000	122,725.32	8,000,000	2,181,783.60
50,000	13,636.14	500,000	136,361.48	9,000,000	2,454,506.56
60,000	16,363.38	1,000,000	272,722.96	10,000,000	2,727,229.50
70,000	19,090.61	1,500,000	409,084.43	12,500,000	3,409,036.88
80,000	21,817.83	2,000,000	545,445.90	15,000,000	4,090,844.26
90,000	24,545.07	2,500,000	681,807.38	17,500,000	4,772,651.63
100,000	27,272.30	3,000,000	818,168.86	20,000,000	5,454,459.00
150,000	40,908.44	3,500,000	954,530.33	22,500,000	6,136,266.38
200,000	54,544.59	4,000,000	1,090,891.80	25,000,000 <sup>(1)</sup>	6,818,073.76
250,000	68,180.73	4,500,000	1,227,253.28		

(1) Maximum number of Public Offer Shares you may apply for.

(2) This is 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 Hong Kong Branch Share Registrar (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**

The Company has 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 consists of:

- the Public Offer of initially 50,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Share Offer; and
- the Placing of 450,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the total number of 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 Chapter 4.14 of the Guide For New Listing Applicants issued by the Stock Exchange, the Overall Coordinators (for themselves and on behalf of the 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 Chapter 4.14 of the Guide For New Listing Applicants issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, not more than 50,000,000 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 100,000,000 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 low end of the indicative Offer Price range (i.e. HK\$0.25 per Offer Share) as stated in the Prospectus.

The Company is expected to grant to the Placing Underwriters the Over-allotment Option, exercisable at the sole discretion of the Overall Coordinators (for themselves 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, the Company may be required to allot and issue up to 75,000,000 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 75,000,000 Shares will represent approximately 3.61% of the 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).

The 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 Overall Coordinators on behalf of the Placing Underwriters, the 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\$0.27 per Offer Share and is expected to be not less than HK\$0.25 per Offer Share, unless otherwise announced. Applicants under the Public Offer shall pay in full, on application, the Offer Price of HK\$0.27 per Offer Share plus brokerage of 1.0%, 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\$0.27 per Offer Share.

## EXPECTED TIMETABLE

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

Public Offer commences . . . . . 9:00 a.m. on  
Thursday, 29 February 2024

Latest time for completing electronic applications under **eWhite Form**  
service through the designated website **www.ewhiteform.com.hk** . . . . . 11:30 a.m. on  
Tuesday, 5 March 2024

Application lists for Public Offer open . . . . . 11:45 a.m. on  
Tuesday, 5 March 2024

Latest time for completing payment for **eWhite Form** applications  
by effecting PPS payment transfer(s). . . . . 12:00 noon on  
Tuesday, 5 March 2024

Latest time for giving **electronic application instructions** to HKSCC. . . . . 12:00 noon on  
Tuesday, 5 March 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.

Application lists for Public Offer close . . . . . 12:00 noon on  
Tuesday, 5 March 2024

Expected Price Determination Date on or before . . . . . 12:00 noon on  
Wednesday, 6 March 2024

Announcement of the final Offer Price, the level of indication of interest  
in the Placing, the level of applications of the Public Offer, the basis of  
allotment and the results of the Public Offer to be published on the  
website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's  
website at [www.wing-kei.com.hk](http://www.wing-kei.com.hk) on or before . . . . . Thursday, 7 March 2024

Announcement of results of allocation 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 Stock Exchange's website  
at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company's website  
at [www.wing-kei.com.hk](http://www.wing-kei.com.hk) . . . . . Thursday, 7 March 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,  
7 March 2024 to 12:00 midnight  
on Thursday, 14 March 2024
- by telephone enquiry line by calling +852 2153 1688  
between 9:00 a.m. and 6:00 p.m. from . . . . . Friday, 8 March 2024 to  
Thursday, 14 March 2024

Despatch of Share certificates or deposit of Share certificates into CCASS  
in respect of wholly or partially successful applications pursuant to the  
Public Offer on or before . . . . . Thursday, 7 March 2024

e-Refund payment instructions/refund cheques in respect of wholly or partially  
unsuccessful applications and wholly or partially successful applications  
in case the final Offer Price is less than the maximum Offer Price paid for  
the applications pursuant to the Public Offer on or before . . . . . Friday, 8 March 2024

Dealings in the Shares on the Stock Exchange expected to commence at . . . . . 9:00 a.m. on  
Friday, 8 March 2024

The application for the Public Offer Shares will commence on Thursday, 29 February 2024 through  
Tuesday, 5 March 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, 8 March 2024.

*Note: All times and dates 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 9:00 a.m. on Thursday, 29 February 2024 and end at 12:00 noon on Tuesday, 5 March 2024 (Hong Kong time).

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

### Application

Channel	Platform	Target Investors	Application Time
<b>eWhite Form service</b>	<a href="http://www.ewhiteform.com.hk/">http://www.ewhiteform.com.hk/</a> Enquiries: +852 2153 1688	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 9:00 a.m. on Thursday, 29 February 2024 to 11:30 a.m. on Tuesday, 5 March 2024, Hong Kong time.  The latest time for completing full payment of application monies will be 12:00 noon on Tuesday, 5 March 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.



## **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 by no later than 11:00 p.m. on Thursday, 7 March 2024 on the Company's website at [www.wing-kei.com.hk](http://www.wing-kei.com.hk) 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/national identification document/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 paragraph headed "How to apply for 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\$0.27 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 paragraph headed "Structure and conditions of the Share Offer – Conditions of the Public 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 on the terms set out in the paragraph headed "How to Apply for Public Offer Shares – D. Despatch of share certificates and refund of application monies" in the Prospectus.

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, 8 March 2024 provided that the Share Offer has become unconditional and the right of termination described in the paragraph headed "Underwriting – Underwriting arrangements and expenses – The Public Offer – 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, 8 March 2024 (Hong Kong time), dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 8 March 2024 (Hong Kong time). Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares will be 2535.

By order of the Board  
**WK Group (Holdings) Limited**  
**Chan Wing Hong**  
*Chairman and Non-executive Director*

Hong Kong, 29 February 2024

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

*Executive Directors:*

Mr. Chan Kam Kei  
Mr. Chan Kam Kong  
Ms. Chan Suk Man

*Independent non-executive Directors:*

Mr. Cha Ho Wa  
Mr. Yu Chun Kit  
Mr. Liu Chi Kwun Albert

*Non-executive Directors:*

Mr. Chan Wing Hong (*Chairman*)  
Ms. Choi Chick Cheong

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