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# WK Group (Holdings) Limited
# 泓基集團(控股)有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2535)**

## INSIDE INFORMATION – PLACING OF EXISTING SHARES BY A CONTROLLING SHAREHOLDER

This announcement is made by WK Group (Holdings) Limited (the "**Company**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "**SFO**").

The board (the "**Board**") of directors (the "**Directors**") of the Company was informed by Mr. Chan Wing Hong, the chairman of the Board, a non-executive Director and a controlling shareholder (as defined in the Listing Rules) of the Company that WK (BVI) Limited (the "**Vendor**"), a company legally and beneficially owned as to 30% by Mr. Chan Kam Kei, 30% by Mr. Chan Kam Kong, 15% by Mr. Chan Wing Hong, 15% by Ms. Choi Chick Cheong and 10% by Ms. Chan Suk Man, has entered into a placing agreement (the "**Placing Agreement**") on 1 September 2025 (after trading hours) with Quam Securities Limited (the "**Placing Agent**"), pursuant to which the Placing Agent has agreed to procure investor(s) (the "**Placee(s)**") on a best efforts basis to purchase up to 400,000,000 existing shares of the Company (the "**Placing Shares**", each a "**Placing Share**") held by the Vendor at a price of not less than HK$0.25 per Placing Share (the "**Placing**"). The Placing period shall commence from the date of the Placing Agreement and end at 4:00 p.m. on two business days before 28 February 2026, and shall complete no later than 28 February 2026 or such other date(s) as the Vendor and the Placing Agent shall agree in writing.

Pursuant to the Placing Agreement, (i) the Placees and their ultimate beneficial owners shall be third parties independent of and not connected nor acting in concert (as defined in The Code on Takeovers and Mergers (the "**Takeovers Code**")) with the Company or any of its connected persons (as defined in the Listing Rules); and (ii) no Placee, together with parties acting in concert (as such term is defined in the Takeovers Code) with such Placee, will, immediately upon completion of the Placing, hold 30% or more of the total issued share capital of the Company or otherwise trigger a mandatory general offer under Rule 26.1 of the Takeovers Code in respect of the shares of the Company (the "**Shares**").

As at the date of this announcement, the 400,000,000 Placing Shares represent 20% of the existing issued share capital of the Company. Upon completion of the Placing and assuming all of the Placing Shares are placed to the Placees, the shareholding held by the Vendor will be reduced to 620,000,000 Shares, representing 31% of the entire issued share capital of the Company. As a result, the Vendor will continue to be a controlling shareholder of the Company.

The Company does not expect that the Placing will have any adverse effect on the operations of the Company and its subsidiaries.

As the Placing may or may not proceed and the number of Placing Shares may not be placed in full, shareholders of the Company and potential investors of the Company are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 1 September 2025

*As at the date of this announcement, the Board comprises Mr. Chan Kam Kei, Mr. Chan Kam Kong, Ms. Chan Suk Man and Mr. Cheung Wang Fai Victor as executive Directors; Mr. Chan Wing Hong and Ms. Choi Chick Cheong as non-executive Directors; and Mr. Cha Ho Wa, Mr. Yu Chun Kit and Mr. Liu Chi Kwun Albert as independent non-executive Directors.*