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## **Well Way Group Limited**

**和滙集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

(Stock Code: 8063)

### **SUPPLEMENTAL PLACING AGREEMENT IN RELATION TO THE PLACING OF NEW SHARES UNDER GENERAL MANDATE**

#### **PLACING AGENT**



**英皇證券(香港)有限公司**  
Emperor Securities Limited

#### **SUPPLEMENTAL PLACING AGREEMENT**

Reference is made to the Previous Announcement in respect of the placing of 24,986,000 new Shares by the Company under General Mandate.

The Board announces that on 30 January 2014 (after trading hours), the Company and the Placing Agent entered into the Supplemental Placing Agreement whereby the parties agreed to amend the terms of the Placing Agreement.

**Shareholders and potential investors should note that completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement (as supplemented by the Supplemental Placing Agreement). As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

Reference is made to the announcement of Well Way Group Limited (the “**Company**”) dated 22 January 2014 (the “**Previous Announcement**”), in respect of the placing of 24,986,000 new Shares by the Company under General Mandate. Unless context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Previous Announcement.

The Board announces that on 30 January 2014 (after trading hours), the Company and the Placing Agent entered into a supplemental placing agreement (the “**Supplemental Placing Agreement**”) whereby the parties agreed to amend the terms of Placing Agreement.

## **SUPPLEMENTAL PLACING AGREEMENT**

### **Date**

30 January 2014

### **Parties**

Issuer: the Company

Placing Agent: Emperor Securities Limited

### **Revised terms of the Placing Agreement**

Set out below are the revised terms of the Placing pursuant to the Supplemental Placing Agreement.

- (A) The Placing Price shall be amended from HK\$1.19 per Placing Share to HK\$1.00 per Placing Share (“**New Placing Price**”).

The New Placing Price represents (i) a premium of approximately 3.09% to the closing price of HK\$0.97 per Share as quoted on the Stock Exchange on 30 January 2014, being the date of the Supplemental Placing Agreement; and (ii) a discount of approximately 16.39% to the average closing price of HK\$1.196 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the Supplemental Placing Agreement up to and including 29 January 2014.

The New Placing Price was determined after arm’s length negotiations between the Company and the Placing Agent on the date of the Supplemental Placing Agreement with reference to the prevailing market price of the Shares.

- (B) The Long Stop Date for fulfilment of the conditions to the Placing Agreement shall be amended from “28 February 2014” to “20 February 2014”.

Based on the New Placing Price, the gross proceeds and the net proceeds from the Placing will be approximately HK\$24.99 million and HK\$24.14 million respectively. The Company intends to use the net proceeds of approximately HK\$24.14 million from the Placing for the purpose of its general working capital requirements and future potential investment opportunities. The net New Placing Price will be approximately HK\$0.97 per Share.

Save for the aforesaid amendments, all other terms and conditions of the Placing Agreement shall remain unchanged and in full force and effect.

The Directors are of the view that the revised terms of the Supplemental Placing Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Completion of the Placing is conditional upon the conditions as set out in the Placing Agreement (as supplemented by the Supplemental Placing Agreement) and disclosed in the Previous Announcement being fulfilled. The Company will inform Shareholders by way of announcement upon completion of the Placing.

**Shareholders and potential investors should note that completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement (as supplemented by the Supplemental Placing Agreement). As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

For and on behalf of  
**Well Way Group Limited**  
**Tang Chi Ming**  
*Executive Director*

Hong Kong, 30 January 2014

*As at the date of this announcement, the Board comprises Mr. Tang Chi Ming and Mr. Tse Ke Li as executive Directors, and Mr. Chung Koon Yan, Ms. Chan Ling, Eva and Mr. Lam Ka Wai, Graham as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the ‘Latest Company Announcements’ page for at least seven days from the date of its posting and on the Company’s website at [www.wellwaygp.com](http://www.wellwaygp.com).*