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## **WISON ENGINEERING SERVICES CO. LTD.**

**惠生工程技術服務有限公司**

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

**(Stock Code: 2236)**

### **UNUSUAL SHARE PRICE AND TRADING VOLUME MOVEMENTS ANNOUNCEMENT PURSUANT TO RULES 3.7 AND 3.8 OF THE TAKEOVERS CODE INSIDE INFORMATION AND RESUMPTION OF TRADING**

This announcement is made by Wison Engineering Services Co. Ltd. (the “**Company**”) in response to an unusual movement in the price and trading volume of the shares of the Company, and pursuant to Rules 3.7 and 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rules 13.09(2)(a) and 13.10 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited.

#### **UPDATE CONCERNING INSIDE INFORMATION PREVIOUSLY DISCLOSED**

The board of directors of the Company (the “**Board**”) has noted the recent increase in the share price and trading volume of the shares of the Company. The Board is unaware of the reasons for these increases. That said, in the Company’s announcement dated 12 November 2014, which accompanied the resumption in trading of the Company’s shares after a prolonged suspension, the Board announced that it was in discussions with more than one prospective investor expressing an interest in potentially acquiring old shares and, or subscribing new shares in the Company. Since that time, the Company and its controlling shareholder (the “**Controller**”) have continued such discussions, which are ongoing, confidential and are still preliminary in nature.

Under the terms of a possible transaction under discussion, were an agreement to be reached between the Controller and one such investor, concerning a sale and purchase of existing shares of the Company, and were that agreement to complete (any such agreement needing to be subject to multiple conditions precedent), it would result in a change in control of the Company, albeit that the Controller would retain a material residual interest in the Company’s shares.

The detailed terms of any such agreement are under negotiation and have yet to be settled, but the price under discussion, at which the shares of the Company would be transferred, is materially below the market price per share at the time of the trading halt (which was HK\$2.65).

Shareholders and prospective investors should note that were any such agreement to be entered into and were it to complete, it would result in a mandatory general offer, in accordance with Rule 26.1 of the Takeovers Code, being made to all shareholders of the Company (other than the incoming shareholder and its concert parties) at the same price as agreed between such incoming shareholder and the Controller (and not at the prevailing market price).

**Shareholders and potential investors need to be aware that no binding agreement has been entered into in relation to this matter. Accordingly, there is no certainty that any transaction would be concluded at the price currently under discussion or at any price or that would result in the change in control of the Company will materialize or ultimately be consummated. Shareholders and potential investors are urged to exercise caution when dealing in the shares of the Company.**

Other than the above, the Board is not aware of any matter or development that is or may be relevant to the unusual trading movement of its shares or of any information which must be announced to avoid a false market in its shares or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance.

## **FURTHER INFORMATION**

As at the date of this announcement, the Company has a total issued share capital of 4,064,622,000 ordinary shares. As at the date of this announcement, the Controller holds 3,175,520,000 shares, representing approximately 78.13% of the Company's issued share capital. It has also granted a total of 191,349,000 options under a pre-IPO share option scheme which entitle the holders thereof to subscribe for 191,349,000 new shares of the Company (representing approximately 4.71% of the issued share capital of the Company as at the date of this Announcement) at a subscription price of HK\$0.837 per share. No further options can be granted under this pre-IPO share option scheme and no options have been granted pursuant to the Company's post-IPO share option scheme as at the date of this announcement. Save as aforesaid, the Company has no other outstanding relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the possible transfer of shares of the Company will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

Associates (having the meaning ascribed thereto under the Takeovers Code, including persons holding 5% or more of a class of relevant securities of the Company) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the shares of the Company was halted on The Stock Exchange of Hong Kong Limited with effect from 1:00 p.m. on Tuesday, 28 April 2015 pending the release of this announcement. The Company has applied for the resumption of trading of the shares of the Company with effect from 9:00 a.m. on Wednesday, 29 April 2015.

By Order of the Board  
**Wison Engineering Services Co. Ltd.**  
**LIU HAIJUN**  
*Executive Director*

Hong Kong, 28 April 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Hua Bangsong, Mr. Liu Haijun, Mr. Zhou Hongliang and Mr. Cui Ying and the independent non-executive directors are Mr. Liu Ji, Mr. Wu Jianmin and Mr. Lawrence Lee.*

*All directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*