

*Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

### **CLARIFICATION ANNOUNCEMENT ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE AND UPDATE ON THE NUMBER OF RELEVANT SECURITIES IN ISSUE**

This announcement is made by Wison Engineering Services Co. Ltd. (the “**Company**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement of the Company dated 28 April 2015 (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise specified.

#### **THE NUMBER OF RELEVANT SECURITIES IN ISSUE**

The Company would like to clarify the number of outstanding options under a pre-IPO share option scheme of the Company adopted on 30 November 2012 (the “**Pre-IPO Share Option Scheme**”) and supplement the following information to the Announcement:

As at the date of the Announcement, the Company has granted a total of 183,996,000 outstanding share options under the Pre-IPO Share Option Scheme which entitle the holders thereof to subscribe for 183,996,000 new shares of the Company (representing approximately 4.53% of the issued share capital of the Company as at the date of the Announcement) at a subscription price of HK\$0.837 per share.

#### **UPDATE ON THE NUMBER OF RELEVANT SECURITIES IN ISSUE**

The Board has been notified that a total of 1,140,000 outstanding share options have lapsed during the month ended 30 April 2015 pursuant to the terms of the Pre-IPO Share Option Scheme. Accordingly, the total number of outstanding share options under the Pre-IPO Share Option Scheme has reduced to 182,856,000 as at the date of this announcement, which entitle the holders thereof to subscribe for 182,856,000 new shares of the Company (representing approximately 4.50% 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.

Save as disclosed above, all other information in the Announcement remains unchanged.

## **DEALING DISCLOSURE**

As required under Rule 3.8 of the Takeovers Code, the associates (as defined in the Takeovers Code and including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements 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.”*

**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.**

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

Hong Kong, 5 May 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.*