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**WANJIA GROUP HOLDINGS LIMITED**  
**萬嘉集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 401)**

**(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 16 JANUARY 2020;  
(II) SHARE CONSOLIDATION BECOMING EFFECTIVE  
ON 20 JANUARY 2020; AND  
(III) COMMENCEMENT OF DEALINGS IN  
THE CONSOLIDATED SHARES  
ON AN EX-RIGHTS BASIS**

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that all Resolutions were duly passed by way of poll at the EGM held on 16 January 2020.

**SHARE CONSOLIDATION BECOMING EFFECTIVE ON 20 JANUARY 2020**

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Monday, 20 January 2020.

## **COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS**

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis will be Monday, 20 January 2020 and the Consolidated Shares will be dealt with on an ex-rights basis from Tuesday, 21 January 2020.

Reference is made to the circular of Wanjia Group Holdings Limited (the “**Company**”) dated 31 December 2019 (the “**Circular**”) and the notice of extraordinary general meeting (“**EGM**”) of the Company dated 31 December 2019 (the “**Notice**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

## **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that all the proposed resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by way of poll by the Shareholders or the Independent Shareholders (as the case may be) at the EGM on 16 January 2020.

Under Rule 7.19A(1) of the Listing Rules, minority shareholders’ approval is required if the rights issue will increase the issued share capital of the Company by more than 50%. Hence, the Rights Issue is subject to the approval of the Independent Shareholders at the EGM. Pursuant to Rule 7.27A(1) of the Listing Rules, any controlling Shareholders and their associates are required to abstain from voting in favour of the Resolution to approve the Rights Issue (the “**Rights Issue Resolution**”). As at the date of the EGM, the Company did not have any controlling Shareholders. Ms. Yung, an executive Director, indirectly held 11,201,475 Existing Shares, representing approximately 1.20% of the total number of Existing Shares in issue, through her controlled corporation, namely Power King. Accordingly, Power King, Ms. Yung, Mr. Wang (being the spouse of Ms. Yung and an executive Director of the Company) and their respective associates were required to abstain, and had abstained, from voting in favour of the Rights Issue Resolution at the EGM.

Save as disclosed above, (i) no other Independent Shareholders were required to abstain from voting on or to vote only against the Rights Issue Resolution; (ii) no Shareholders were required under the Listing Rules to abstain from voting on the Resolutions other than the Rights Issue Resolution; and (iii) no Shareholders had indicated in the Circular their intention to vote against or abstain from voting on the Resolutions at the EGM.

As at the date of the EGM, (a) the Company had an aggregate of 933,703,560 Existing Shares in issue; (b) there were 922,502,085 Existing Shares entitling the Independent Shareholders to attend and vote for or against the Rights Issue Resolution; (c) there were 933,703,560 Existing Shares entitling the Shareholders to attend and vote for or against the Resolution nos. 1, 2 and 4 at the EGM respectively.

Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as scrutineer for the vote-taking at the EGM.

Details of the poll results in respect of the Resolutions put to vote at the EGM were as follows:

ORDINARY RESOLUTIONS		Number of votes cast (Approximate %)		Total number of votes cast
		FOR	AGAINST	
1.	To approve the Share Consolidation and to authorise the Director(s) to do all things necessary for implementation of the aforesaid	308,607,215 (99.99%)	5,680 (0.01%)	308,612,895
2.	To approve the Increase in Authorised Share Capital	308,607,215 (99.99%)	5,680 (0.01%)	308,612,895
3.	Subject to the passing of the Resolution nos. 1 and 2, to approve the Underwriting Agreement, Rights Issue and the transactions contemplated thereunder	297,405,740 (99.99%)	5,680 (0.01%)	297,411,420
4.	To re-elect Ms. Yung as an executive Director and the Board be authorised to fix her remuneration	308,609,695 (99.99%)	3,200 (0.01%)	308,612,895

The description of the Resolutions above is by way of summary only. The full text appears in the Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed at the EGM.

## **SHARE CONSOLIDATION BECOMING EFFECTIVE**

The Board is also pleased to announce that approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Monday, 20 January 2020. Please refer to the Circular for the details, including the trading arrangement and the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation.

Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from light pink to light blue. Certificates for the Existing Shares will cease to be marketable and will not be acceptable for delivery, trading and settlement purpose(s) after Tuesday, 25 February 2020. Dealings in the Consolidated Shares on the Stock Exchange are expected to commence on Monday, 20 January 2020 at 9:00 a.m.

## **COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS**

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis will be Monday, 20 January 2020 and the Consolidated Shares will be dealt with on an ex-rights basis from Tuesday, 21 January 2020.

## **DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Company will proceed with the Rights Issue in accordance with the tentative timetable as set out in the Circular. The prospectus Documents are expected to be despatched on 3 February 2020 to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. 31 January 2020 for their information only.

Qualifying Shareholders are reminded that the latest time for acceptance of and payment for the Rights Shares and application of excess Rights Shares is 4:00 p.m. on Monday, 17 February 2020.

## **WARNING OF THE RISKS OF DEALING IN THE EXISTING SHARES, THE CONSOLIDATED SHARES AND THE NIL-PAID RIGHTS SHARES**

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in the Circular). Accordingly, the Rights Issue may or may not proceed.

Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Existing Shares, the Consolidated Shares or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares or the Consolidated Shares.

By order of the Board  
**WANJIA GROUP HOLDINGS LIMITED**  
**Wang Jia Jun**  
*Executive Director*

Hong Kong, 16 January 2020

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Chen Jinshan, Mr. Wang Jia Jun and Ms. Yung Ka Lai and three independent non-executive Directors, namely Mr. Wong Hon Kit, Dr. Liu Yongping and Mr. Ho Man.*