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NEWAY GROUP HOLDINGS LIMITED

中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

**(I) SECOND SUPPLEMENTAL UNDERWRITING AGREEMENT
IN RELATION TO THE RIGHTS ISSUE;
(II) SECOND SUPPLEMENTAL PLACING AGREEMENT;
(III) REVISED EXPECTED TIMETABLE
IN RELATION TO THE RIGHTS ISSUE;
AND
(IV) CHANGE OF BOOK CLOSURE PERIODS
AND THE RECORD DATE**

Financial Adviser to the Company



References are made to (i) the announcement of Neway Group Holdings Limited (the “**Company**”) dated 10 January 2020 in relation to, among other things, the Rights Issue, the Underwriting Agreement and the Whitewash Waiver (the “**Rights Issue Announcement**”); (ii) the announcement of the Company dated 31 January 2020 in relation to (a) the Supplemental Underwriting Agreement, (b) the supplemental agreement to the Placing Agreement, (c) delay in despatch of the Circular in relation to the Rights Issue, the Underwriting Agreement and the Whitewash Waiver, (d) the revised expected timetable in relation to the Rights Issue; and (e) change of book closure periods and the Record Date; (iii) the monthly update announcement of the Company dated 28 February 2020 in relation to, among other things, the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; and (iv) the announcement of the Company dated 31 March 2020 in relation to the further delay in despatch of the Circular (collectively as the “**Announcements**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

* For identification purpose only

(I) SECOND SUPPLEMENTAL UNDERWRITING AGREEMENT IN RELATION TO THE RIGHTS ISSUE

The Board announces that on 7 April 2020 (after trading hours), the Company and the Underwriter entered into a second supplemental agreement to the Underwriting Agreement (the “**Second Supplemental Underwriting Agreement**”), pursuant to which the Company and the Underwriter agreed to further amend the definition of (a) the Placing Agreement to take into account the signing of the second supplemental agreement; and (b) the Latest Placing Date, the Latest Time for Acceptance, the Prospectus Posting Date, the Record Date and the date of settlement in accordance with the relevant dates set out in the revised expected timetable below.

(II) SECOND SUPPLEMENTAL PLACING AGREEMENT

The Board announces that on 7 April 2020 (after trading hours), the Company and the Placing Agent entered into a second supplemental agreement to the Placing Agreement, pursuant to which the Company and the Placing Agent agreed to further amend the definition of (a) the Underwriting Agreement to take into account the signing of the second supplemental agreement; and (b) the Latest Placing Date, the Latest Time for Acceptance, the Placing Completion Date and the Record Date in accordance with the relevant dates set out in the revised expected timetable below.

(III) REVISED EXPECTED TIMETABLE IN RELATION TO THE RIGHTS ISSUE

The expected timetable for the Rights Issue, as revised, is set out below:

| Event | 2020 |
|---|--|
| Expected date of despatch of the Circular and the notice of SGM | Thursday, 9 April |
| Latest time for lodging transfer of Shares in order to be qualified for attendance and voting at the SGM | 4:30 p.m. on Thursday, 23 April |

Event**2020**

Register of members of the

Company closes (both dates inclusive) Friday, 24 April –
Monday, 4 May

Latest time for lodging proxy forms for

the SGM (not less than 48 hours

prior to the time of the SGM) 11:30 a.m. on
Saturday, 2 May

Record date for determining attendance and voting at SGM Monday, 4 May

**Expected date and time of the SGM 11:30 a.m. on
Monday, 4 May**

Announcement of results of the SGM Monday, 4 May

Last day of dealings in the Shares on a cum-rights basis Tuesday, 5 May

First day of dealings in the Shares on an ex-rights basis Wednesday, 6 May

Latest time for lodging transfer of Shares

in order to be qualified for the Rights Issue 4:30 p.m. on
Thursday, 7 May

Register of members of the

Company closes (both days inclusive) Friday, 8 May –
Thursday, 14 May

Record Date for the Rights Issue Thursday, 14 May

Event**2020**

Register of members of the Company re-opens Friday, 15 May

Despatch of the Prospectus Documents Friday, 15 May

First day of dealings in nil-paid Rights Shares 9:00 a.m. on
Tuesday, 19 May

Latest time for splitting of the PAL 4:30 p.m. on
Thursday, 21 May

Last day of dealings in nil-paid Rights Shares 4:00 p.m. on
Tuesday, 26 May

**Latest time for lodging transfer documents of
nil-paid Rights Shares in order to qualify for
the Compensatory Arrangements 4:00 p.m. on
Friday, 29 May**

**Latest Time for Acceptance of and
payment for the Rights Shares 4:00 p.m. on
Friday, 29 May**

Latest Time for Termination of the
Underwriting Agreement (as amended by the
Supplemental Underwriting Agreement and the
Second Supplemental Underwriting Agreement) and
for the Rights Issue to become unconditional 4:30 p.m. on
Monday, 1 June

Event**2020**

Announcement of the number of Unsubscribed

Rights Shares and the NQS Unsold Rights Shares

subject to the Compensatory Arrangements Tuesday, 2 June

Commencement of placing of Unsubscribed

Rights Shares and the NQS Unsold

Rights Shares by the Placing Agent Tuesday, 2 June

Latest time of placing of the Unsubscribed

Rights Shares and the NQS Unsold Rights

Shares by the Placing Agent 5:00 p.m. on
Thursday, 4 June

Announcement of results of the Rights Issue

(including results of the placing of the
Unsubscribed Rights Shares and the NQS
Unsold Rights Shares and the amount of
the Net Gain per Unsubscribed Rights Share and
per NQS Unsold Rights Share
under the Compensatory Arrangements) Monday, 8 June

Refund cheques, if any, to be despatched

(if the Rights Issue is terminated) on or before Tuesday, 9 June

Despatch of certificates for fully-paid

Rights Shares on or before Tuesday, 9 June

| | |
|---|---------------------------------|
| Designated broker starts to stand in the market to provide matching services for odd lots of Shares | 9:00 a.m. on Wednesday, 10 June |
| Dealings in fully-paid Rights Shares commence | 9:00 a.m. on Wednesday, 10 June |
| Payment of Net Gain to relevant No Action Shareholders (if any) | Wednesday, 10 June |
| Last day for the designated broker to provide matching services for odd lots of Shares | Friday, 3 July |

(IV) CHANGE OF BOOK CLOSURE PERIODS AND THE RECORD DATE

The Shareholders and the public should note that the book closure periods and the Record Date have been changed as follows:

- (i) the register of members of the Company will be closed from Friday, 24 April 2020 to Monday, 4 May 2020 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the SGM; and
- (ii) the Record Date to determine entitlements to the Rights Issue is now changed to Thursday, 14 May 2020 and the register of members of the Company will be closed from Friday, 8 May 2020 to Thursday, 14 May 2020 (both days inclusive) for determining the entitlements to the Rights Issue.

No transfer of Shares will be registered during these periods.

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable for the Rights Issue will be announced as and when appropriate.

WARNING OF THE RISKS OF DEALING IN THE SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement (as amended by the Supplemental Underwriting Agreement and the Second Supplemental Underwriting Agreement) having become unconditional and the Underwriter not having terminated the Underwriting Agreement (as amended by the Supplemental Underwriting Agreement and the Second Supplemental Underwriting Agreement) in accordance with the terms thereof (a summary of which is set out in the sub-section headed “Termination of the Underwriting Agreement” under the section headed “THE UNDERWRITING AGREEMENT” in the Rights Issue Announcement). Accordingly, the Rights Issue may or may not proceed.

On behalf of the Board
Neway Group Holdings Limited
Suek Ka Lun, Ernie
Chairman

Hong Kong, 7 April 2020

As at the date of this announcement, the Board comprises Mr. Suek Ka Lun, Ernie (Chairman) and Mr. Suek Chai Hong (Chief Executive Officer) being the executive Directors; Dr. Ng Wai Kwan, Mr. Chan Kwing Choi, Warren and Mr. Wong Sun Fat being the non-executive Directors; Mr. Lee Kwok Wan, Mr. Lai Sai Wo, Ricky and Mr. Chu Gun Pui being the independent non-executive Directors; and Mr. Lau Kam Cheong being the alternate Director to Dr. Ng Wai Kwan.

The Directors jointly and severally accept full responsibility for the 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.