

WK GROUP (HOLDINGS) LIMITED/泓基集團(控股)有限公司

ANNOUNCEMENT OF FINAL OFFER PRICE AND ALLOTMENT RESULTS

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 29 February 2024 (the “**Prospectus**”) issued by WK Group (Holdings) Limited (the “**Company**”).

Warning: In view of high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could move substantially even with a small number of Shares traded and should exercise extreme caution when dealing in the Shares.

SUMMARY

Company information

Stock code	2535
Stock short name	WK GROUP
Dealings commencement date	8 March 2024*

* see note at the end of the announcement

Price Information

Final Offer Price	HK\$0.250
Offer Price Range	HK\$0.250 – HK\$0.270
Offer Price Adjustment exercised	No

Offer Shares and Share Capital

Number of Offer Shares	500,000,000
Number of Offer Shares in Public Offer (after reallocation)	100,000,000
Number of offer shares in Placing (after reallocation)	400,000,000
Number of issued shares upon Listing	2,000,000,000

Over-allocation

No. of Offer Shares over-allocated	0
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Note: There has been no over-allocation of Offer Shares in the Placing. Therefore, the Over-allotment Option will not be exercised.

Proceeds	
Gross proceeds (Note)	HK\$125.00 million
Less: Estimated listing expenses payable based on Final Offer Price	HK\$ (34.00) million
Net proceeds	HK\$91.00 million

Note: Gross proceeds refers to the amount to which the issuer is entitled to receive. For details of the use of proceeds, please refer to the Prospectus dated 29 February 2024.

ALLOTMENT RESULTS DETAILS

PUBLIC OFFER

No. of valid applications	6,323
No. of successful applications	1,807
Subscription level	70.48 times
Claw-back triggered	No
No. of Offer Shares initially available under the Public Offer	50,000,000
Final no. of Offer Shares under the Public Offer (after exercise of reallocation)	100,000,000
% of Offer Shares under the Public Offer to the Share Offer	20.00%

For details of the final allocation of shares to the Public Offer, investors can refer to www.ewhiteform.com.hk/results to perform a search by name or identification number or www.ewhiteform.com.hk/eAnnouncement/ for the full list of allottees.

PLACING

No. of places	147
Subscription Level	0.98 times
No. of Offer Shares initially available under the Placing	450,000,000
Final no. of Offer Shares under the Placing (after reallocation)	400,000,000
% of Offer Shares under the Placing to the Share Offer	80.00%

The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by the placees and the public have been financed directly or indirectly by the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates; and (ii) none of the placees and the public who have purchased the Offer Shares are accustomed to taking instructions from the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it.

As the Placing Shares are undersubscribed and the Public Offer Shares are oversubscribed, the reallocation procedure as described in the paragraph headed “Structure and Conditions of the Share Offer – The Public Offer – Reallocation” in the Prospectus has taken place. The final number of Public Offer Shares available under the Public Offer is 100,000,000 Shares, representing 20% of the total number of Offer Shares, and the final number of Placing Shares available under the Placing is 400,000,000, representing 80% of the total number of Offer Shares.

LOCK-UP UNDERTAKINGS

Controlling Shareholders

Name	Number of shares held in the Company subject to lock-up undertakings upon listing	% of shareholding in the Company subject to lock-up undertakings upon listing	Last day subject to the lock-up undertakings
Chan Kam Kei/陳鑫基 Chan Kam Kong/陳鑫江 Chan Suk Man/陳淑雯 Chan Wing Hong/陳永康 Choi Chick Cheong/蔡植昌 WK (BVI) Limited ^{Note 1}	1,500,000,000	75.00%	7 September 2024 (First Six-Month Period) ^{Note 2} 7 March 2025 (Second Six-Month Period) ^{Note 3}
Subtotal	1,500,000,000	75.00%	

In accordance with the relevant Listing Rule/guidance materials, the required lock-up for the first six-month period ends on 7 September 2024 and for the second six-month period, on 7 March 2025.

Notes

1. Mr. Chan Kam Kei, Mr. Chan Kam Kong, Ms. Chan Suk Man, Mr. Chan Wing Hong, Ms. Choi Chick Cheong and WK (BVI) Limited are a group of Controlling Shareholders acting in concert.
2. The Controlling Shareholders may dispose of or transfer Shares after the indicated date subject to that the Controlling Shareholders will not cease to be a Controlling Shareholder.
3. The Controlling Shareholders will cease to be prohibited from disposing of or transferring Shares after the indicated date.

PLACEE CONCENTRATION ANALYSIS

Placees	Number of Shares allotted	Allotment as % of Placing	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	42,040,000	10.51%	8.41%	42,040,000	2.10%
Top 5	98,040,000	24.51%	19.61%	98,040,000	4.90%
Top 10	152,950,000	38.24%	30.59%	152,950,000	7.65%
Top 25	261,650,000	65.41%	52.33%	261,650,000	13.08%

Notes

* Ranking of placees is based on the number of Shares allotted to the placees.

SHAREHOLDER CONCENTRATION ANALYSIS

Shareholders	Number of Shares allotted	Allotment as % of Placing	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	0	0.00%	0.00%	1,500,000,000	75.00%
Top 5	86,040,000	21.51%	17.21%	1,586,040,000	79.30%
Top 10	142,950,000	35.74%	28.59%	1,642,950,000	82.15%
Top 25	256,200,000	64.05%	51.24%	1,756,200,000	87.81%

Notes

* Ranking of Shareholders is based on the number of Shares (of all classes) held by the Shareholder upon Listing.

BASIS OF ALLOCATION UNDER THE PUBLIC OFFER

Subject to the satisfaction of the conditions set out in the Prospectus, valid applications made by the public will be conditionally allocated on the basis set out below:

NO. OF SHARES APPLIED FOR	NO. OF VALID APPLICATIONS	BASIS OF ALLOTMENT/BALLOT	APPROXIMATE PERCENTAGE ALLOTTED OF THE TOTAL NO. OF SHARES APPLIED FOR
Pool A			
10,000	2,025	52 out of 2,025 to receive 10,000 Shares	2.57%
20,000	448	23 out of 448 to receive 10,000 Shares	2.57%
30,000	525	41 out of 525 to receive 10,000 Shares	2.60%
40,000	150	16 out of 150 to receive 10,000 Shares	2.67%
50,000	239	31 out of 239 to receive 10,000 Shares	2.59%
60,000	63	10 out of 63 to receive 10,000 Shares	2.65%
70,000	41	7 out of 41 to receive 10,000 Shares	2.44%
80,000	45	9 out of 45 to receive 10,000 Shares	2.50%
90,000	16	4 out of 16 to receive 10,000 Shares	2.78%
100,000	408	106 out of 408 to receive 10,000 Shares	2.60%
150,000	940	365 out of 940 to receive 10,000 Shares	2.59%
200,000	385	199 out of 385 to receive 10,000 Shares	2.58%
250,000	28	18 out of 28 to receive 10,000 Shares	2.57%
300,000	340	264 out of 340 to receive 10,000 Shares	2.59%
350,000	84	76 out of 84 to receive 10,000 Shares	2.59%
400,000	122	10,000 Shares plus 4 out of 122 to receive additional 10,000 Shares	2.58%
450,000	22	10,000 Shares plus 4 out of 22 to receive additional 10,000 Shares	2.63%
500,000	134	10,000 Shares plus 39 out of 134 to receive additional 10,000 Shares	2.58%
1,000,000	73	20,000 Shares plus 42 out of 73 to receive additional 10,000 Shares	2.58%
1,500,000	25	30,000 Shares plus 22 out of 25 to receive additional 10,000 Shares	2.59%
2,000,000	21	50,000 Shares plus 3 out of 21 to receive additional 10,000 Shares	2.57%
2,500,000	7	60,000 Shares plus 3 out of 7 to receive additional 10,000 Shares	2.57%
3,000,000	11	70,000 Shares plus 8 out of 11 to receive additional 10,000 Shares	2.58%
3,500,000	7	90,000 Shares	2.57%
4,000,000	13	100,000 Shares plus 4 out of 13 to receive additional 10,000 Shares	2.58%

NO. OF SHARES APPLIED FOR	NO. OF VALID APPLICATIONS	BASIS OF ALLOTMENT/BALLOT	APPROXIMATE PERCENTAGE ALLOTTED OF THE TOTAL NO. OF SHARES APPLIED FOR
5,000,000	7	120,000 Shares plus 6 out of 7 to receive additional 10,000 Shares	2.57%
6,000,000	2	150,000 Shares plus 1 out of 2 to receive additional 10,000 Shares	2.58%
7,000,000	3	180,000 Shares	2.57%
8,000,000	3	200,000 Shares plus 2 out of 3 to receive additional 10,000 Shares	2.58%
10,000,000	7	250,000 Shares plus 6 out of 7 to receive additional 10,000 Shares	2.59%
12,500,000	3	320,000 Shares plus 1 out of 3 to receive additional 10,000 Shares	2.59%
15,000,000	13	380,000 Shares plus 9 out of 13 to receive additional 10,000 Shares	2.58%
17,500,000	38	450,000 Shares plus 6 out of 38 to receive additional 10,000 Shares	2.58%
	6,248	Total number of Pool A successful applicants: 1732	
Pool B			
20,000,000	56	630,000 Shares	3.15%
22,500,000	3	700,000 Shares plus 2 out of 3 to receive additional 10,000 Shares	3.14%
25,000,000	16	780,000 Shares plus 12 out of 16 to receive additional 10,000 Shares	3.15%
	75	Total number of Pool B successful applicants: 75	

As of the date of this announcement, the relevant subscription monies previously deposited in the designated nominee accounts have been remitted back to the accounts of all HKSCC participants. Investors should contact their relevant brokers for any inquiries.

COMPLIANCE WITH LISTING RULES AND GUIDANCE

The Directors confirm that, except for the Listing Rules that have been waived and/or in respect of which consent has been obtained, the Company has complied with the Listing Rules and guidance materials in relation to the placing, allotment and listing of the Company's shares.

The Directors confirm that, to the best of their knowledge, the consideration paid by the placees or the public (as the case may be) directly or indirectly for each Offer Share subscribed for or purchased by them was the same as the final Offer Price in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

DISCLAIMERS

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The Offer Shares are being offered and sold (1) solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus dated 29 February 2024 issued by WK Group (Holdings) Limited for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered.

** Potential investors of the Offer Shares should note that the Overall Coordinators (for themselves and on behalf of the Public Offer Underwriters) shall be entitled to terminate their obligations under the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed “Underwriting – Underwriting Arrangements and Expenses – The Public Offer – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on 8 March 2024).*

By order of the Board
WK Group (Holdings) Limited
Chan Wing Hong
Chairman and Non-executive Director

Hong Kong, 7 March 2024

As at the date of this announcement, the directors of the Company are as follows:

Executive Directors:

Mr. Chan Kam Kei
Mr. Chan Kam Kong
Ms. Chan Suk Man

Independent non-executive Directors:

Mr. Cha Ho Wa
Mr. Yu Chun Kit
Mr. Liu Chi Kwun Albert

Non-executive Directors:

Mr. Chan Wing Hong (*Chairman*)
Ms. Choi Chick Cheong

This announcement is available for viewing on the website of the Company at www.wing-kei.com.hk and the website of the Stock Exchange at www.hkexnews.hk.