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

**Financial Adviser to the Company**



Reference is made to the announcement issued by Neway Group Holdings Limited (the “**Company**”) dated 10 January 2020 in relation to, among other things, the Rights Issue and the Whitewash Waiver (the “**Announcement**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

\* For identification purpose only

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

The Board announces that on 31 January 2020 (after trading hours), the Company and the Underwriter entered into a supplemental agreement to the Underwriting Agreement (the “**Supplemental Underwriting Agreement**”), pursuant to which the Company and the Underwriter agreed to amend the definition of (a) the Placing 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) SUPPLEMENTAL PLACING AGREEMENT**

The Board announces that on 31 January 2020 (after trading hours), the Company and the Placing Agent entered into a supplemental agreement to the Placing Agreement, pursuant to which the Company and the Placing Agent agreed to amend the definition of (a) the Underwriting 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) DELAY IN DESPATCH OF CIRCULAR**

As disclosed in the Announcement, a circular containing, among others, (i) further details of the Rights Issue, the Underwriting Agreement and the Whitewash Waiver; (ii) a letter from the Listing Rules IBC; (iii) a letter from the Takeovers Code IBC; (iv) a letter from the Independent Financial Adviser to the Listing Rules IBC and Takeovers Code IBC in respect of the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder and the Whitewash Waiver; (v) other information required under the Listing Rules and the Takeovers Code; and (vi) a notice convening the SGM, shall be despatched within 21 days of the date of the Announcement (i.e. on or before 31 January 2020) or such later date as the Executive may approve.

As more time is required for preparing and finalising the Circular, including but not limited to, the financial information of the Group, the valuation report in respect of the PRC properties of the Group and the letter from the Independent Financial Adviser, an application has been made by the Company to the Executive and the Executive has indicated that it is minded to grant consent under Rule 8.2 of the Takeovers Code to extend the latest time for despatch of the Circular to the Shareholders from 31 January 2020 to a date falling on or before 31 March 2020.

#### **(IV) REVISED EXPECTED TIMETABLE IN RELATION TO THE RIGHTS ISSUE**

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

<b>Event</b>	<b>2020</b>
<b>Expected date of despatch of the Circular and the notice of SGM</b> .....	<b>Tuesday, 31 March</b>
Latest time for lodging transfer of Shares in order to be qualified for attendance and voting at the SGM .....	4:30 p.m. on Friday, 17 April
Register of members of the Company closes (both dates inclusive) .....	Monday, 20 April – Friday, 24 April
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 Wednesday, 22 April
Record date for determining attendance and voting at SGM .....	Friday, 24 April
<b>Expected date and time of the SGM</b> .....	<b>11:30 a.m. on Friday, 24 April</b>

**Event****2020**

Announcement of results of the SGM . . . . . Friday, 24 April

Last day of dealings in the Shares on a cum-rights basis . . . . . Monday, 27 April

First day of dealings in the Shares on an ex-rights basis . . . . . Tuesday, 28 April

Latest time for lodging transfer of Shares  
in order to be qualified for the Rights Issue . . . . . 4:30 p.m. on  
Wednesday, 29 April

Register of members of the  
Company closes (both days inclusive) . . . . . Monday, 4 May –  
Friday, 8 May

Record Date for the Rights Issue . . . . . Friday, 8 May

Register of members of the Company re-opens . . . . . Monday, 11 May

Despatch of the Prospectus Documents . . . . . Monday, 11 May

First day of dealings in nil-paid Rights Shares . . . . . 9:00 a.m. on  
Wednesday, 13 May

Latest time for splitting of the PAL . . . . . 4:30 p.m. on  
Friday, 15 May

Last day of dealings in nil-paid Rights Shares . . . . . 4:10 p.m. on  
Wednesday, 20 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  
Monday, 25 May**

**Latest Time for Acceptance of and**

**payment for the Rights Shares . . . . . 4:00 p.m. on  
Monday, 25 May**

## Latest Time for Termination of the

Underwriting Agreement (as amended by the  
Supplemental Underwriting Agreement) and for the  
Rights Issue to become unconditional . . . . . 4:30 p.m. on  
Tuesday, 26 May

## Announcement of the number of Unsubscribed

Rights Shares and the NQS Unsold Rights Shares  
subject to the Compensatory Arrangements . . . . . Wednesday, 27 May

## Commencement of placing of Unsubscribed

Rights Shares and the NQS Unsold  
Rights Shares by the Placing Agent . . . . . Wednesday, 27 May

## Latest time of placing of the Unsubscribed

Rights Shares and the NQS Unsold Rights  
Shares by the Placing Agent . . . . . 5:00 p.m. on  
Friday, 29 May

## 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) . . . . . Tuesday, 2 June

## Refund cheques, if any, to be despatched

(if the Rights Issue is terminated) on or before . . . . . Wednesday, 3 June

## Despatch of certificates for fully-paid

Rights Shares on or before . . . . . Wednesday, 3 June

**Event****2020**

Designated broker starts to stand in the market to provide matching services for odd lots of Shares .....	9:00 a.m. on Thursday, 4 June
Dealings in fully-paid Rights Shares commence .....	9:00 a.m. on Thursday, 4 June
Payment of Net Gain to relevant No Action Shareholders (if any) .....	Thursday, 4 June
Last day for the designated broker to provide matching services for odd lots of Shares .....	Friday, 26 June

**(V) 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 as stated in the Announcement have been changed as follows:

- (i) the register of members of the Company will be closed from Monday, 20 April 2020 to Friday, 24 April 2020, both dates 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 Friday, 8 May 2020 and the register of members of the Company will be closed from Monday, 4 May 2020 to Friday, 8 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) having become unconditional and the Underwriter not having terminated the Underwriting Agreement (as amended by the 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 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, 31 January 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.*