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Well Way Group Limited

和滙集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board announces that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 11 February 2014. Pursuant to the terms and conditions of the Placing Agreement (as supplemented by the Supplemental Placing Agreement), an aggregate of 24,986,000 new Shares, being all the Placing Shares under the Placing Agreement (as supplemented by the Supplemental Placing Agreement) have been successfully placed by the Placing Agent to not less than six (6) Placees at the Placing Price of HK\$1.00 per Placing Share.

Reference is made to the announcements of Well Way Group Limited (the “**Company**”) dated 22 January 2014, 24 January 2014 and 30 January 2014 (the “**Announcements**”) in relation to the Placing pursuant to the Placing Agreement (as supplemented by the Supplemental Placing Agreement). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

COMPLETION OF THE PLACING

The Board announces that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 11 February 2014. Pursuant to the terms and conditions of the Placing Agreement (as supplemented by the Supplemental Placing Agreement), an aggregate of 24,986,000 new Shares, being all the Placing Shares under the Placing Agreement (as supplemented by the Supplemental Placing Agreement), have been successfully placed by the Placing Agent to not less than six (6) Placees at the Placing Price of HK\$1.00 per Placing Share. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, the Placees are independent institutional, professional and/or individual investors and their respective ultimate beneficial owners are not connected persons of the Company or parties acting in concert with the controlling Shareholder(s) (if any) (as defined under the Takeovers Code), or any Directors, chief executives or substantial shareholders of the Company or its subsidiaries and their respective associates. None

of the Placees and their respective associates becomes a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the Placing.

The net proceeds from the Placing, after deducting the placing commission and other related expenses payable by the Company, are approximately HK\$24.14 million.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The 24,986,000 Placing Shares represent (i) approximately 20% of the issued share capital of the Company immediately before completion of the Placing; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue of 24,986,000 Placing Shares.

Set out below is the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Yap Allan	34,208,000	27.38	34,208,000	22.82
NEW STAR INT'L HOLDING LIMITED	13,744,000	11.00	13,744,000	9.17
DIRECTORS				
Tang Chi Ming	1,150,000	0.92	1,150,000	0.77
Tse Ke Li	1,150,000	0.92	1,150,000	0.77
Chan Ling, Eva	500,000	0.40	500,000	0.33
PUBLIC SHAREHOLDERS				
The Placees (<i>Note</i>)	-	-	24,986,000	16.67
Other public Shareholders	74,180,300	59.38	74,180,300	49.47
Total	<u>124,932,300</u>	<u>100.00</u>	<u>149,918,300</u>	<u>100.00</u>

Note:

The Placing Shares have been placed by the Placing Agent to not less than six (6) Placees who and their respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons and none of the Placees becomes a substantial Shareholder (as defined under the GEM Listing Rules). Therefore, the Placees are treated as public Shareholders.

By Order of the Board
Well Way Group Limited
Tang Chi Ming
Executive Director

Hong Kong, 11 February 2014

As at the date of this announcement, the Board comprises Mr. Tang Chi Ming and Mr. Tse Ke Li as executive Directors, and Mr. Chung Koon Yan, Ms. Chan Ling, Eva and Mr. Lam Ka Wai, Graham as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least seven days from the date of its posting and on the Company's website at www.wellwaygp.com.