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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)

**DISCLOSEABLE TRANSACTION –
ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
PERFECT WELL TOURS LIMITED AND THE SALE DEBT**

THE SALE AND PURCHASE AGREEMENT

On 19 November 2014 (after trading hours of the Stock Exchange), the Company and the Vendor entered into the Sale and Purchase Agreement pursuant to which the Company has agreed to acquire and the Vendor has agreed to sell the Sale Shares, representing the entire issued share capital of the Target Company, and the Sale Debts, at the Purchase Price of HK\$100,000.

The Acquisition was simultaneously completed upon the signing of the Sale and Purchase Agreement on 19 November 2014. As the Target Company has become a wholly-owned subsidiary of the Company, the financial results of the Target Company will be consolidated into the consolidated financial statements of the Group.

The Target Company is principally engaged in the provision of travel package service and is a registered and licensed in travel agent in Hong Kong. Further information on the Target Company has been disclosed under the section headed “INFORMATION OF THE TARGET COMPANY” below.

GENERAL

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements of the GEM Listing Rules.

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THE SALE AND PURCHASE AGREEMENT

Date: 19 November 2014

Parties: (1) Purchaser: the Company
(2) Vendor: Pang Nga Lai

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor is an Independent Third Party.

Assets to be acquired:

Pursuant to the Sale and Purchase Agreement, the Company has agreed to acquire and the Vendor has agreed to sell the Sale Shares and the Sale Debts free from all liens, claims, equities, charges, encumbrances or third-party rights of whatsoever nature and with all rights now or hereafter becoming attached thereto (including, the right to receive all dividends and distributions declared, made or paid on or after the date of the Sale and Purchase Agreement).

The Sale Shares represent the entire issued share capital of the Target Company. The Sale Debts represent the aggregate principal amount of the interest-free loans owing by the Target Company to the Vendor which amounted to approximately HK\$216,270.44 on Completion.

The Purchase Price

The Purchase Price is HK\$100,000 which shall be payable in cash by the Company to the Vendor or her nominee(s) upon Completion.

The Purchase Price was agreed between the Company and the Vendor after arm's length negotiations with reference to the established business network and scale of the Target Company. For the details of financial information of the Target Company, please refer to the paragraph headed "INFORMATION OF THE TARGET COMPANY" below.

The Purchase Price was funded by the internal resources of the Company.

Conditions

The Sale and Purchase Agreement is unconditional.

Completion

The Acquisition was simultaneously completed upon the signing of the Sale and Purchase Agreement on 19 November 2014. As the Target Company has become a wholly-owned subsidiary of the Company, the financial results of the Target Company will be consolidated into the consolidated financial statements of the Group.

INFORMATION OF THE TARGET COMPANY

The Target Company is a company incorporated in Hong Kong with limited liability on 11 June 2009. It is principally engaged in the provision of travel package service and is a registered and licensed in travel agent in Hong Kong.

According to the audited financial accounts of the Target Company for the year ended 31 March 2013, the Target Company had audited revenue of approximately HK\$8,960,000. In the same year, the Target Company recorded net loss before and after taxation of approximately HK\$132,000. As at 31 March 2013, the Target Company had net liabilities of approximately HK\$110,000.

According to the audited financial statements of the Target Company for the year ended 31 March 2014, the Target Company had audited revenue of approximately HK\$9,190,000 and net loss before and after taxation of the Target Company was approximately HK\$66,000. As at 31 March 2014, the Target Company had net liabilities of approximately HK\$176,000.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the provision and operation of travel business, treasury management and precious metals trading. For the year ended 31 December 2013, the travel business was the main and only revenue driver of the Company. At present, the business operation of the Group is mainly located in Singapore. The Directors consider that the Acquisition represented an opportunity for the Group to expand its travel business geographically and would broaden its client bases, and therefore are of the view that the terms of the Sale and Purchase Agreement (including the Purchase Price) are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

GENERAL

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used therein:

“Acquisition”	the acquisition of the Sale Shares and the Sale Debts by the Company from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement
“Board”	the board of Directors
“Company”	Well Way Group Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the GEM of the Stock Exchange (Stock Code: 8063)
“Completion”	completion of the sale and purchase of the Sale Shares and the Sale Debts in accordance with the terms and conditions of the Sale and Purchase Agreement
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People Republic of China

“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected person(s) (as defined under the GEM Listing Rules)
“Purchase Price”	HK\$100,000, being the aggregate consideration for the Sale Shares and the Sale Debts payable by the Company to the Vendor pursuant to the Sale and Purchase Agreement
“Sale and Purchase Agreement”	the unconditional sale and purchase agreement dated 19 November 2014 and entered into between the Company as purchaser and the Vendor as vendor in relation to the Acquisition
“Sale Debts”	the aggregate principal amount of the interest-free loans owing by the Target Company to the Vendor which amounted to approximately HK\$216,270.44 on Completion
“Sale Shares”	500,000 shares in the share capital of the Target Company in the name of and beneficially owned by the Vendor, representing the entire issued share capital of the Target Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Perfect Well Tours Limited, a company incorporated in Hong Kong with limited liability

“Vendor”

Pang Nga Lai

“HK\$”

Hong Kong dollars(s), the lawful currency of Hong Kong

By Order of the Board
Well Way Group Limited
Leung Wai Man
Executive Director

Hong Kong, 19 November 2014

As at the date of this announcement, the Board comprises Mr. Mung Kin Keung, Mr. Mung Bun Man, Alan, Mr. Tse Ke Li and Mr. Leung Wai Man as executive Directors, and Mr. Chan Wai Man, Mr. Chan Ho Bun, Steve and Mr. Fung Wai Ching 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.