
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of the Prospectus Documents, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Prospectus Documents.

If you are in any doubt as to any aspect about this prospectus or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Well Way Group Limited** (the "Company"), you should at once hand the Prospectus Documents to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Dealings in the Shares and the Offer Shares may be settled through CCASS established and operated by HKSCC. You should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Prospectus Documents, together with copies of the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to this prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or, under contingent situation, such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this prospectus.

Well Way Group Limited 和匯集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

OPEN OFFER OF 509,714,900 OFFER SHARES ON THE BASIS OF TWO OFFER SHARES FOR EVERY ONE EXISTING SHARE HELD ON THE RECORD DATE AT HK\$0.30 PER OFFER SHARE

Underwriter to the Open Offer



The latest time for acceptance of and payment for the Offer Shares is 4:00 p.m. on Friday, 31 October 2014. The procedures for application are set out on pages 27 and 29 of this prospectus.

Shareholders should note that the Underwriting Agreement contains provisions entitling Kingston Securities to terminate its obligations thereunder if at any time prior to the Latest Time for Termination:

- (1) in the absolute opinion of Kingston Securities, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of Kingston Securities materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of Kingston Securities materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction on trading in securities) occurs which in the absolute opinion of Kingston Securities is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of Kingston Securities will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of Kingston Securities materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not *ejusdem generis* with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of Kingston Securities, a material omission in the context of the Open Offer; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement, or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (8) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of Kingston Securities be material to the Group as a whole upon completion of the Open Offer and is likely to affect materially and adversely the success of the Open Offer.

Kingston Securities shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

Kingston Securities shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement above comes to the knowledge of Kingston Securities; or
- (2) any specified event comes to the knowledge of Kingston Securities.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Wednesday, 8 October 2014 and that dealings in Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be 4:00 p.m. on Thursday, 6 November 2014), will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

This prospectus will remain on the GEM website on the "Latest Company Announcement" page for at least seven days from the day of its posting on the website of the Company at www.wellwaygp.com.

17 October 2014

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Termination of the Underwriting Agreement	8
Expected timetable	11
Letter from the Board	
Introduction	13
The Open Offer	15
Underwriting Agreement	21
Procedures for application	27
Warning of the risk of dealings in the Shares	29
Changes in shareholding structure of the Company	30
Reasons for and benefits of the Open Offer and use of proceeds	32
Proposed change in board lot size and odd lots arrangement	34
Financial and trading prospect of the Group	35
Risk factors relating to the business of the Group	38
Fund raising activities of the Company in the past 12 months prior to the Announcement and the Latest Practicable Date	43
General	44
Appendix I — Financial information of the Group	45
Appendix II — Pro forma financial information of the Group	47
Appendix III — General information	53

DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions shall have the following meanings:

“acting in concert”	has the meaning ascribed to it in the Takeovers Code
“Announcement”	the Company’s announcement dated 16 July 2014 in relation to, amongst others, the Open Offer and the proposed change in board lot size
“Application Form(s)”	the form(s) of application to be used by the Qualifying Shareholders to apply for the Offer Shares
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of the Directors from time to time
“Business Day”	any day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China Star”	China Star Entertainment Limited, a company incorporated in Bermuda with limited liability and the China Star Shares are listed on the Stock Exchange
“China Star Group”	China Star and its subsidiaries from time to time
“China Star Share(s)”	the ordinary share(s) in the issued share capital of China Star
“China Star Subscription Price”	the subscription price of HK\$0.09 per China Star Subscription Share

DEFINITIONS

“China Star Subscription Shares”	1,500,000,000 China Star Shares to be issued by China Star to the Subscriber pursuant to the Subscription Agreement
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong or the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong (as the case may be) (as amended from time to time)
“Company”	Well Way Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“controlling shareholder”	has the meaning ascribed to it in the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the Subscription EGM and/or the Open Offer EGM (as the case may be)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the Listing Committee of GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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)

DEFINITIONS

“Irrevocable Undertaking”	the irrevocable undertaking given by Mr. Mung in favour of the Company and Kingston Securities to subscribe for or to procure the subscription for the 102,624,000 Offer Shares to be allotted to him under his entitlement pursuant to the Open Offer
“Kingston Securities”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) is the underwriter under the Open Offer
“Last Trading Day”	Tuesday, 8 July 2014, being the last trading day for the Shares before the date of the Underwriting Agreement
“Latest Lodging Date”	4:30 p.m. on Thursday, 9 October 2014 as the latest time for lodging transfer of Shares for registration in order to qualify for the Open Offer
“Latest Practicable Date”	13 October 2014, being the latest practicable date for ascertaining certain information for inclusion in this Prospectus
“Latest Time for Acceptance”	the latest time for acceptance of and payment for the Offer Shares at 4:00 p.m. on Friday, 31 October 2014 or such other time as may be agreed between the Company and the Kingston Securities
“Latest Time for Termination”	the latest time for terminating the Underwriting Agreement at 4:00 p.m. on Thursday, 6 November 2014, being the third Business Day after the Latest Time for Acceptance
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of listing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC

DEFINITIONS

“Mr. Mung”	Mr. Mung Kin Keung, an executive Director and a substantial Shareholder holding 51,312,000 Shares, representing approximately 22.82% of the issued share capital of the Company as at the date of the Underwriting Agreement and approximately 20.13% of the existing issued share capital of the Company as at the Latest Practicable Date and the Co-Chairman of the board of directors and an executive director of China Star
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) in respect of whom the Board (after making relevant enquiries), consider it necessary or expedient not to offer the Offer Shares to such Overseas Shareholder(s) on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that relevant jurisdiction
“Offer Shares”	new Shares to be allotted and issued pursuant to the Open Offer
“Open Offer”	the proposed issue of the Offer Shares at the Open Offer Subscription Price on the basis of two (2) Offer Shares for every one (1) existing Share held on the Record Date
“Open Offer EGM”	the extraordinary general meeting of the Company convened and held on 6 October 2014 to consider and, if thought fit, to approve the Open Offer
“Open Offer Independent Shareholders”	Shareholders, other than the Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates and Kingston Securities who are required to abstain from voting at the Open Offer EGM
“Open Offer Subscription Price”	HK\$0.30 per Offer Share

DEFINITIONS

“Overseas Shareholder(s)”	the Shareholder(s) with registered address(es) (as shown in the register of members of the Company on the Record Date) are outside Hong Kong
“Placing”	the placing of 29,980,000 Placing Shares at the placing price of HK\$0.65 per Placing Share conducted by the Company, details of which is set out in the Announcement, which has completed as at the Latest Practicable date
“Placing Share(s)”	up to 29,980,000 new Shares placed by Kingston Securities under the Placing
“Possible Acquisition”	the possible acquisition of Mr. Mung’s assets which is in preliminary discussion between the Company and Mr. Mung as disclosed in the Announcement
“PRC”	People’s Republic of China
“Prospectus”	this prospectus
“Prospectus Documents”	the Prospectus and the Application Form
“Prospectus Posting Date”	Friday, 17 October 2014
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholders
“Record Date”	Thursday, 16 October 2014, or such other date as may be agreed between the Company and Kingston Securities for determining entitlements to the Open Offer
“Registrar”	Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, the branch share register and transfer office of the Company in Hong Kong
“SFO”	The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Long Joy Investments Limited, a company incorporated in British Virgin Islands with limited liability and a wholly owned subsidiary of the Company
“Subscription”	the subscription for the China Star Subscription Shares by the Subscriber at the subscription price of HK\$0.09 per China Star subscription share pursuant to the Subscription Agreement, details of which are set out in the Announcement and the circular dated 12 September 2014 of the Company, which has not been completed as at the Latest Practicable Date
“Subscription Agreement”	the subscription agreement dated 8 July 2014 (as supplemented by the supplemental agreement dated 10 October 2014) entered into between the Subscriber and China Star in respect of the Subscription
“Subscription EGM”	the extraordinary general meeting of the Company convened and held to consider and, if thought fit, to approve, amongst others, the Subscription
“Subscription Price”	the subscription price of per Offer Share
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Underwriting Agreement”	the underwriting agreement dated 8 July 2014 in relation to the Open Offer entered into among the Company, Kingston Securities and Mr. Mung
“Underwritten Shares”	all the Offer Shares, except those Offer Shares to be taken up by Mr. Mung under the Open Offer pursuant to the Irrevocable Undertaking

DEFINITIONS

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination (provided that for the purposes of the termination clause of the Underwriting Agreement, if the date of the Latest Time for Termination shall be a business day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day, the date of the Latest Time for Termination shall be the next business day on which no tropical cyclone warning signal no. 8 or above or no black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day):

- (1) in the absolute opinion of Kingston Securities, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of Kingston Securities materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of Kingston Securities materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction on trading in securities) occurs which in the absolute opinion of Kingston Securities is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or

TERMINATION OF THE UNDERWRITING AGREEMENT

- (3) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of Kingston Securities will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or**
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of Kingston Securities materially and adversely affect the business or the financial or trading position or prospectus of the Group as a whole; or**
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or**
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of Kingston Securities, a material omission in the context of the Open Offer; or**
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement, or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or**
- (8) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of Kingston Securities be material to the Group as a whole upon completion of the Open Offer and is likely to affect materially and adversely the success of the Open Offer,**

Kingston Securities shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

TERMINATION OF THE UNDERWRITING AGREEMENT

Kingston Securities shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement above comes to the knowledge of Kingston Securities; or**
- (2) any specified event comes to the knowledge of Kingston Securities.**

Any such notice shall be served by Kingston Securities prior to the Latest Time for Termination.

Upon the giving of notice in accordance with the above, the Underwriting Agreement shall terminate and the obligations of the parties thereto shall forthwith cease and be null and void and none of the parties thereto shall, save in respect of any right or liability accrued before such termination, have any right against or liability towards any of the other parties arising out of or in connection with the Underwriting Agreement.

EXPECTED TIMETABLE

The expected timetable for the Open Offer and the proposed change in board lot size is set out below:

2014

Latest time for acceptance and payment for the Offer Shares At 4:00 p.m. on
Friday, 31 October

Latest time for termination of the Underwriting Agreement
by Kingston Securities At 4:00 p.m. on
Thursday, 6 November

Announcement of the results of the acceptance
of the Offer Shares Monday, 10 November

Despatch of share certificates for Offer Shares Wednesday, 12 November

Despatch of refund cheques if the Open Offer is terminated . . . Wednesday, 12 November

Effective date of the proposed change in board lot size
from 2,000 Shares to 10,000 Shares Wednesday, 12 November

Designated broker starts to stand in the market
to provide matching services. Wednesday, 12 November

Expected first day of dealings in fully-paid Offer Shares
on the Stock Exchange At 9:00 a.m. on
Thursday, 13 November

Last day for the designated broker to stand in the market
to provide matching services. Thursday, 4 December

All times in this Prospectus refer to Hong Kong time. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on Friday, 31 October 2014:

- (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be postponed to 5:00 p.m. on the same Business Day; or

EXPECTED TIMETABLE

- (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

Under such circumstances, the dates mentioned in the expected timetable above (including, without limitation, the Latest Time for Termination) may be affected.

Dates or deadlines stated in this Prospectus for events in the timetable are indicative only and may be extended or varied between the Company and Kingston Securities. Any changes to the anticipated timetable, for the Open Offer will be announced as and when appropriate.

LETTER FROM THE BOARD

Well Way Group Limited
和滙集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8063)

Executive Directors:

Mr. Mung Kin Keung
Mr. Mung Bun Man, Alan
Mr. Tse Ke Li

Independent non-executive Directors:

Mr. Chan Wai Man
Mr. Chan Ho Bun, Steve
Mr. Fung Wai Ching

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head Office and Principal place
of business in Hong Kong:*

Unit 1611
16/F., West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

17 October 2014

*To the Qualifying Shareholders and,
for information only, the Non-Qualifying Shareholders*

Dear Sir or Madam,

**OPEN OFFER OF 509,714,900 OFFER SHARES
ON THE BASIS OF TWO OFFER SHARES FOR EVERY ONE
EXISTING SHARE HELD ON THE RECORD DATE
AT HK\$0.30 PER OFFER SHARE**

INTRODUCTION

The Company proposes to raise approximately HK\$152.91 million, before expenses, by way of the Open Offer at the Open Offer Subscription Price of HK\$0.30 per Offer Share on the basis of two (2) Offer Shares for every one (1) existing Share held on the Record Date and payable in full on acceptance.

LETTER FROM THE BOARD

Qualifying Shareholders are not entitled to apply for excess Offer Shares not taken up in excess of their respective entitlements under the Open Offer. The Open Offer is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders.

As at the Latest Lodging Date, the Company had 254,857,450 Shares in issue. Given that the register of members was closed from Friday, 10 October 2014, being the next Business Day immediately after the Latest Lodging Date, to Thursday, 16 October 2014 and no further Shares were issued or repurchased during the book close period, the total number of issued Shares on the Record Date was the same as the Latest Lodging Date. As such, on the basis of two Offer Shares for every one existing Share held on the Record Date, 509,714,900 Offer Shares will be allotted and issued by the Company, of which 102,624,000 Offer Shares will be taken up by Mr. Mung pursuant to the Irrevocable Undertaking and 407,090,900 Offer Shares will be underwritten by Kingston Securities pursuant to the Underwriting Agreement.

(a) Pursuant to the requirements of the GEM Listing Rules, the Open Offer is conditional upon the approval by the Shareholders by way of a poll at the Open Offer EGM, where the controlling shareholder, or in the case where the Company has no controlling shareholder, the Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates are required to abstain from voting in favour of the Open Offer; and (b) Kingston Securities is also required to abstain from voting in favour for the respective resolution(s) for approving the Open Offer at the Open Offer EGM.

As at the date of the Open Offer EGM, (i) the Company has no controlling shareholder; (ii) Mr. Mung, Mr. Tse Ke Li, an executive Director, and their respective associates are in aggregate interested in 52,462,000 Shares; and (iii) Kingston Securities is interested in 200 Shares. The Board confirmed that Mr. Mung, Mr. Tse Ke Li and their respective associates, and Kingston Securities had abstained from voting in respect of ordinary resolution for the Open Offer. The ordinary resolution for the Open Offer and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Offer Shares and the exclusion of the Non-Qualifying Shareholders from the Open Offer was duly passed at the Open Offer EGM.

The purpose of this Prospectus is to provide you with, among other things, further details of (i) the Open Offer including the procedures for application and payment for the Offer Shares; (ii) the financial information of the Group; and (iii) the general information of the Group.

LETTER FROM THE BOARD

THE OPEN OFFER

Open Offer statistics

Basis of the Open Offer: Two (2) Offer Shares for every one (1) existing Share held on the Record Date

Subscription Price: HK\$0.30 per Offer Share

Number of Shares in issue as at the Latest Practicable Date: 254,857,450 Shares

Number of Offer Shares: 509,714,900 Offer Shares

Number of Offer Shares to be taken up or procure to be taken up by Mr. Mung pursuant to the Underwriting Agreement: Mr. Mung, the Director and the substantial Shareholder, has irrevocably undertaken in favour of the Company and Kingston Securities to subscribe for or procure the subscription for the 102,624,000 Offer Shares to be allotted to him under his entitlement pursuant to the Open Offer. Details of the Irrevocable Undertaking is set out under the paragraph headed “Irrevocable Undertaking” in this Prospectus

Number of Offer Shares to be underwritten by Kingston Securities: 407,090,900 Offer Shares. The Open Offer is fully underwritten.

Number of Shares in issue upon completion of the Open Offer: 764,572,350 Shares

As at the Latest Practicable Date, the Company has no outstanding convertible securities, share options or warrants in issue which confer any right to subscribe for, convert or exchange into, Shares.

The 509,714,900 Offer Shares proposed to be allotted and issued, represent (i) 200.00% of the Company’s issued share capital as at the Latest Practicable Date; and (ii) approximately 66.67% of the Company’s issued share capital as enlarged by the allotment and issue of the 509,714,900 Offer Shares immediately after completion of the Open Offer.

The aggregate nominal value of the Offer Shares will be HK\$5,097,149.00.

LETTER FROM THE BOARD

Basis of entitlement

The basis of the entitlement shall be two (2) Offer Shares for every one (1) existing Share held on the Record Date, being 509,714,900 Offer Shares at the Open Offer Subscription Price. Acceptance for all or any part entitlement of a Qualifying Shareholder should be made by completing the Application Form and lodging the same with a remittance for the Offer Shares being accepted for.

Qualifying Shareholders

The Open Offer is only available to the Qualifying Shareholders. The Company will send (i) the Prospectus Documents to the Qualifying Shareholders; and (ii) the Prospectus, for information only, to the Non-Qualifying Shareholders.

To qualify for the Open Offer, the Shareholders must at the close of business on the Record Date: (i) be registered on the register of members of the Company; and (ii) not be Non-Qualifying Shareholders. In order to be registered as a member of the Company on the Record Date, all transfer of Shares must be lodged for registration with the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 9 October 2014.

Shareholders whose Shares are held by nominee companies should note that the Board will regard a nominee company as a single Shareholder according to the register of members of the Company.

The invitation to subscribe for the Offer Shares to be made to the Qualifying Shareholders will not be transferable. There will not be any trading in nil-paid entitlements on the Stock Exchange.

Open Offer Subscription Price

The Open Offer Subscription Price is HK\$0.30 per Offer Share, payable in full upon application.

The Open Offer Subscription Price of HK\$0.30 represents:

- (a) a discount of approximately 62.50% to the closing price of HK\$0.800 per Share as quoted on the Stock Exchange on the Last Trading Day;

LETTER FROM THE BOARD

- (b) a discount of approximately 35.76% to the theoretical ex-entitlement price of HK\$0.467 based on the closing price of HK\$0.800 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (c) a discount of approximately 59.24% to the average closing price of approximately HK\$0.736 per Share for the last five consecutive trading days immediately prior to the Last Trading Day;
- (d) a discount of approximately 59.46% to the average closing price of approximately HK\$0.740 per Share for the last ten consecutive trading days immediately prior to the Last Trading Day;
- (e) a discount of approximately 4.8% to the closing price of HK\$0.315 per Share on the Latest Practicable Date; and
- (f) a discount of approximately 77.94% to the unaudited net assets per Share of approximately HK\$1.360 as at 30 June 2014 (calculated based on the unaudited net asset value of the Group of approximately HK\$346,580,000 as per the interim report of the Group for the six months ended 30 June 2014 and 254,857,450 Shares in issue as at the Latest Practicable Date.)

The Open Offer Subscription Price was determined after arm's length negotiations between the Company and Kingston Securities with reference to, among others, the prevailing market price of the Shares. The Directors (including the independent non-executive Directors) consider that the Qualifying Shareholder will be entitled to subscribe for the Offer Shares at the same Subscription Price in proportion to his/her/its shareholding held on the Record Date and the terms of the Open Offer, including the Open Offer Subscription Price which has been set as a discount to the recent closing prices of the Shares with an objective of encouraging existing Shareholders to take up their entitlements so as to share in the potential growth of the Company, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. After deducting relevant expenses relating to the Open Offer, the net price per Offer Share will be approximately HK\$0.287.

Rights of Overseas Shareholders

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. In compliance with the necessary requirements of the GEM Listing Rules, the Company has made enquiries regarding the feasibility of extending the Open Offer to the Overseas Shareholders.

LETTER FROM THE BOARD

According to the register of members of the Company as at the Latest Practicable Date, there were Overseas Shareholders with registered addresses located in Macau, the PRC, Singapore and the United States of America (“USA”). The Directors have, in compliance with Rule 17.41 of the GEM Listing Rules, conducted enquiries regarding the feasibility of extending the Open Offer to such Overseas Shareholders.

Based on the enquiries results, the Directors consider that the Offer Shares can be offered to the Overseas Shareholders in the relevant jurisdictions other than the USA as there are no legal restrictions for the Company on offering of the Offer Shares to these Overseas Shareholders. Accordingly, there are no Overseas Shareholders other than one USA Shareholder holding 8 Shares being prohibited from the Open Offer. Having made enquiries regarding the legal restrictions under the laws of the USA and the requirements of the relevant regulatory bodies or stock exchanges, the Directors are of the view that it is necessary and expedient to exclude the Overseas Shareholder(s) with registered address(es) in the USA from the Open Offer and such Overseas Shareholder(s) will be regarded as Non-Qualifying Shareholders pursuant to Rule 17.41 of the GEM Listing Rules.

Accordingly, the Open Offer will not be extended to the Non-Qualifying Shareholders(s). The Company will send copies of the Prospectus to the Non-Qualifying Shareholders(s) for their information only, but no Application Form will be sent to them.

It is the responsibility of the Shareholders (including the Overseas Shareholders) to observe the domestic legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Offer Shares.

Status of the Offer Shares

The Offer Shares, when allotted and fully-paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Offer Shares in their fully-paid form.

Share certificates and refund cheques for the Open Offer

Subject to the fulfillment of the conditions of the Open Offer, certificates for all fully-paid Offer Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Wednesday, 12 November 2014. If the Open Offer is terminated, refund cheques will be despatched on or before Wednesday, 12 November 2014 by ordinary post at the respective Shareholders’ own risk.

LETTER FROM THE BOARD

Each Qualifying Shareholder will receive one share certificate for all the fully-paid Offer Shares issued to him/her/it.

No application for excess Offer Shares

Considering that the Open Offer will give the Qualifying Shareholders an equal and fair opportunity to maintain their respective pro rata shareholding interests in the Company, if application for excess Offer Shares is arranged, the Company will be required to put in additional time and effort, in particular those in handling application for excess Offer Shares by parties who have made application for excess Offer Shares with a view of abusing such mechanism, to administer the excess application procedures.

Given the Open Offer provides an equal and fair opportunity to all the Qualifying Shareholders to participate in the Group's future development by his/her/its entitlements under the Open Offer, the Directors (including the independent non-executive Directors) consider that the excess application of the Offer Shares may not be effective so far as the interests of the Company and the Shareholders are concerned.

The Directors consider that (i) the terms of the Open Offer are structured with an intention to encourage all the Qualifying Shareholders to take up their respective assured allotment of the Offer Shares as the Subscription Price is set at a discount to the prevailing market price of the Shares which provides reasonable incentives to all the Qualifying Shareholders to participate in the Open Offer; (ii) the Qualifying Shareholders have the first right to decide whether to accept the Open Offer; and (iii) the absence of excess application would lower the administrative costs of the Open Offer to the Company. Also taking into account (i) each Qualifying Shareholder will be given equal and fair opportunity to subscribe for his/her/its assured entitlements under the Open Offer at the Open Offer Subscription Price; and (ii) the unsubscribed Offer Shares would be able to broaden Shareholders' base and attract potential investors/subscribers into the Group to be procured by Kingston Securities under the Open Offer, the Directors (including the independent non-executive Directors) are of the view that the absence of excess application to Qualifying Shareholders and the unsubscribed Offer Shares to be taken up by Kingston Securities and/or subscribers procured by it at the Open Offer Subscription Price is fair and in the interest of the Company and the Shareholders as a whole.

Accordingly, no excess Offer Shares will be offered to the Qualifying Shareholders and any Offer Shares not taken up by the Qualifying Shareholders will be underwritten by Kingston Securities.

LETTER FROM THE BOARD

Fractions of the Offer Shares

No fractional entitlements to the Offer Shares will be issued to the Qualifying Shareholders and no entitlements of the Non-Qualifying Shareholders to the Offer Shares will be issued to the Non-Qualifying Shareholders.

Application for the Offer Shares

The Application Form in respect of the entitlement of the Offer Shares has been enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Offer Shares as shown therein by completing such form and lodging the same with a remittance for the Offer Shares being taken up with the Registrar by the Latest Time for Acceptance.

Application for listing

The Company has applied to the Listing Committee of the Stock Exchange for the listing of and permission to deal in, the Offer Shares. Dealings in the Offer Shares on the Stock Exchange will be subject to the payment of stamp duty (if any) in Hong Kong and any other applicable fees and charges in Hong Kong.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Subject to the granting of the approval for the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the Offer Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The board lot size of the Offer Shares is 10,000.

LETTER FROM THE BOARD

UNDERWRITING AGREEMENT

Date: 8 July 2014

Underwriter: Kingston Securities, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Number of Offer Shares to be underwritten: Pursuant to the Underwriting Agreement, the number of Offer Shares to be underwritten by Kingston is not less than 347,130,900 Offer Shares (assuming the Placing was not completed) and not more than 407,090,900 Offer Shares (assuming the Placing Shares are placed in full). As at the Latest Practicable Date, the Placing Shares have been placed in full, and accordingly the number of Offer Shares to be underwritten by Kingston would be 407,090,900 Offer Shares.

Accordingly, taking into account the Irrevocable Undertaking, the Open Offer is fully underwritten.

Irrevocable Undertaking relating to the Offer Shares: Mr. Mung has given an Irrevocable Undertaking in favour of the Company and Kingston Securities to subscribe or procure acceptance for the 102,624,000 Offer Shares to be allotted and issued to him under his entitlement pursuant to the Open Offer. Details of the Irrevocable Undertaking are disclosed in the subsection headed “Irrevocable Undertaking” below in this Prospectus.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, Kingston Securities and its ultimate beneficial owners are Independent Third Parties. As at the date of the Underwriting Agreement, Kingston Securities is interested in 200 Shares.

LETTER FROM THE BOARD

As at the Latest Practicable Date, save for Irrevocable Undertaking, the Board has not received any information from any substantial shareholders of their intention to take up the Offer Shares provisionally allotted or offered to them or to be provisionally allotted or offered to them.

Pursuant to the Underwriting Agreement, when Kingston Securities is called upon to subscribe for or procure subscription for any untaken Offer Shares:

- i. Kingston Securities shall not subscribe, for its own account, for such number of underwritten Offer Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to exceed 19.9% of the voting rights of the Company upon the completion of the Open Offer; and
- ii. Kingston Securities shall use its best endeavours to ensure that (1) each of the subscribers of the underwritten Offer Shares procured by it shall be third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors or chief executive or substantial shareholders of the Company or their respective associates; and (2) the public float requirements under Rule 11.23(7) of the GEM Listing Rules be fulfilled by the Company upon completion of the Open Offer.

On 15 August 2014, Kingston Securities has entered into sub-underwriting agreements with eight sub-underwriters/subscribers, comprising One China Securities Ltd. and seven individuals, who are third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors or chief executive or substantial shareholders of the Company or their respective associates, to sub-underwrite an aggregate of 258,000,000 Underwritten Shares (representing approximately 33.74% of the enlarged share capital of the Company immediately after completion of the Open Offer (the “**Enlarged Capital**”). One China Securities Ltd. has procured to subscribe for 60,000,000 Underwritten Shares (representing approximately 7.85% of the Enlarged Capital). Of the other seven individuals, (i) four of which have each procured to subscribe for 33,000,000 Underwritten Shares (representing approximately 4.32% of the Enlarged Capital); (ii) one of which has procured to subscribe for 26,000,000 Underwritten Shares (representing approximately 3.40% of the Enlarged Capital); and (iii) the remaining two of which have procured to subscribe for 20,000,000 Underwritten Shares (representing approximately 2.62% of the Enlarged Capital).

LETTER FROM THE BOARD

According to the sub-underwriting arrangements above, it is expected that none of the sub-underwriters/subscribers above will become a substantial shareholder immediately after the completion of the Open Offer. In the event any of the sub-underwriters/subscribers above becomes a substantial shareholder after completion of the Open Offer, further announcement will be made by the Company.

Underwriting commission

The Company will pay Kingston Securities an underwriting commission of 3.5% of the aggregate Open Offer Subscription Price in respect of the maximum number of the Underwritten Shares.

The Directors (including the independent non-executive Directors) consider the terms of the Underwriting Agreement including the commission rate accord with the market practice and are fair and reasonable so far as the Company and the Shareholders are concerned.

Irrevocable Undertaking

As at the date of the Underwriting Agreement, Mr. Mung was interested in 51,312,000 Shares. Pursuant to the Irrevocable Undertaking, Mr. Mung has irrevocably undertaken to the Company and Kingston Securities:

- (i) not to dispose of, or agree to dispose of, any Shares held by him from the date of the Underwriting Agreement to the close of business on the Record Date;
- (ii) to accept or procure the acceptance for the 102,624,000 Offer Shares to be allotted and issued to him under his entitlement pursuant to the Open Offer; and
- (iii) to lodge the Application Form(s) in respect of the Offer Shares referred to in paragraph (ii) above.

As at the date of the Underwriting Agreement, other than Mr. Mung, the Company had not received any undertaking provided by any other Shareholders to subscribe for his/her/its entitlement under the Open Offer or any arrangement that may have an effect on the Open Offer.

LETTER FROM THE BOARD

Termination of the Underwriting Agreement

If, prior to the Latest Time for Termination (provided that for the purposes of the termination clause of the Underwriting Agreement, if the date of the Latest Time for Termination shall be a business day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day, the date of the Latest Time for Termination shall be the next business day on which no tropical cyclone warning signal no. 8 or above or no black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day):

- (1) in the absolute opinion of Kingston Securities, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of Kingston Securities materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of Kingston Securities materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction on trading in securities) occurs which in the absolute opinion of Kingston Securities is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or

LETTER FROM THE BOARD

- (3) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of Kingston Securities will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of Kingston Securities materially and adversely affect the business or the financial or trading position or prospectus of the Group as a whole; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or
- (6) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of Kingston Securities, a material omission in the context of the Open Offer; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement, or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (8) the Prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of Kingston Securities be material to the Group as a whole upon completion of the Open Offer and is likely to affect materially and adversely the success of the Open Offer,

Kingston Securities shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

LETTER FROM THE BOARD

Kingston Securities shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement above comes to the knowledge of Kingston Securities; or
- (2) any specified event comes to the knowledge of Kingston Securities.

Any such notice shall be served by Kingston Securities prior to the Latest Time for Termination.

Upon the giving of notice in accordance with the above, the Underwriting Agreement shall terminate and the obligations of the parties thereto shall forthwith cease and be null and void and none of the parties thereto shall, save in respect of any right or liability accrued before such termination, have any right against or liability towards any of the other parties arising out of or in connection with the Underwriting Agreement.

Conditions of the Open Offer

The Open Offer is conditional upon:

- (1) the passing by the Open Offer Independent Shareholders by way of poll of all necessary resolutions to approve the Open Offer and the transactions contemplated thereunder at the relevant Open Offer EGM by no later than the Prospectus Posting Date;
- (2) the passing of a resolution by the Shareholders (other than those who are required to abstain from voting under the GEM Listing Rules or other applicable laws and regulations) to approve the Subscription at the Subscription EGM;
- (3) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies Ordinance not later than the Prospectus Posting Date;

LETTER FROM THE BOARD

- (4) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus only to the Non-Qualifying Shareholders, if any, for information purpose only on or before the Prospectus Posting Date;
- (5) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Offer Shares by no later than the first day of their dealings;
- (6) the obligations of Kingston Securities becoming unconditional and the Underwriting Agreement is not terminated in accordance with its terms;
- (7) compliance with and performance of all undertakings and obligations of the Company under the Underwriting Agreement;
- (8) compliance with and performance of all undertakings and obligations of Mr. Mung under the Irrevocable Undertaking; and
- (9) compliance with the requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands.

The conditions precedent are incapable of being waived. If the conditions precedent are not satisfied in whole or in part by the Company by the Latest Time for Termination or such other date as the Company and Kingston Securities may agree, the Underwriting Agreement shall terminate and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

As at the Latest Practicable Date, conditions (1) & (2) of the Open Offer are fulfilled.

PROCEDURES FOR APPLICATION

The Application Form is enclosed with this Prospectus which entitles the Qualifying Shareholders to whom it is addressed to subscribe for the number of Offer Shares as shown therein subject to payment in full by the Latest Time for Acceptance. Qualifying Shareholders should note that they may subscribe for any number of Offer Shares only up to the number set out in the Application Form.

LETTER FROM THE BOARD

If Qualifying Shareholders wish to exercise their rights to subscribe for all the Offer Shares offered to them as specified in the Application Form or to exercise their rights to subscribe for any number less than their entitlements under the Open Offer, they must complete, sign and lodge the Application Form in accordance with the instructions printed thereon, together with remittance for the full amount payable in respect of such number of Offer Shares they have subscribed for with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Friday, 31 October 2014. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or bankers' cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**Well Way Group Limited – Open Offer Account**" and crossed "**Account Payee Only**".

It should be noted that unless the duly completed and signed Application Form, together with the appropriate remittance, have been lodged with the Registrar, Computershare Hong Kong Investor Services Limited, by no later than 4:00 p.m. on Friday, 31 October 2014, the relevant assured allotment of Offer Shares and all rights and entitlements in relation thereto shall be deemed to have been declined and will be cancelled.

The Application Form contains full information regarding the procedures to be followed if you wish to accept the whole or part of your assured entitlement.

All cheques or cashier's orders accompanying completed Application Form will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of an Application Form with a cheque and/or cashier's order, will constitute a warranty by the applicant that the cheque and/or cashier's order will be honoured on first presentation. Any application in respect of which the cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

If the conditions of the Open Offer are not fulfilled and/or the Underwriting Agreement is terminated in accordance with its terms before the Latest Time for Termination, the monies received in respect of acceptance of Offer Shares will be refunded, without interests, by sending a cheque made out to the applicant (or in the case of joint applicants, to the first named applicant) and crossed "Account Payee Only", through ordinary post at the risk of the applicant(s) to the address specified in the register of members of the Company on Wednesday, 12 November 2014.

LETTER FROM THE BOARD

Save as described under the paragraph headed “Rights of Overseas Shareholders” above, no action has been taken to permit the offering of the Offer Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving this Prospectus or the Application Form in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Offer Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of anyone receiving the Prospectus Documents outside Hong Kong wishing to make an application for the Offer Shares to satisfy himself/herself/itself before subscribing for the assured allotted Offer Shares, as to the full observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in any such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for the Offer Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. No application for the Offer Shares will be accepted from any person who is a Non-Qualifying Shareholder.

The Company will not allot any fractions of Offer Shares. No odd lot matching services will be provided by the Company in respect of the Open Offer.

The Application Form is for use only by the person(s) name therein and is not transferable.

No receipt will be issued in respect of any application monies received.

WARNING OF THE RISK OF DEALINGS IN THE SHARES

Shareholders and potential investors of the Company should be aware that the Open Offer are subject to certain conditions being satisfied under the respective agreements, and consequently the Open Offer may or may not proceed.

Shareholders and potential investors should note that the Open Offer is conditional upon, amongst others, the Underwriting Agreement having become unconditional and Kingston Securities not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Wednesday, 8 October 2014 and that dealing in Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled.

LETTER FROM THE BOARD

Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be at 4:00 p.m. on Thursday, 6 November 2014), will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

The existing shareholding structure of the Company and the effects of the Open Offer on the shareholding structure of the Company are set out as below:

Shareholders	As at the Latest Practicable Date		Immediately after the completion of the Open Offer (assuming all Offer Shares are taken up by the Qualifying Shareholders)		Immediately after the completion of the Open Offer (assuming none of the Offer Shares are taken up by the Qualifying Shareholders, save for the 102,624,000 Offer Shares to be undertaken by Mr. Mung pursuant to the Irrevocable Undertaking)	
	<i>Shares</i>	<i>Approx.%</i>	<i>Shares</i>	<i>Approx.%</i>	<i>Shares</i>	<i>Approx.%</i>
Directors						
Mr. Mung	51,312,000	20.13	153,936,000	20.13	153,936,000	20.13
Mr. Tse Ke Li	1,150,000	0.45	3,450,000	0.45	1,150,000	0.15
Public Shareholders						
Other public Shareholders	202,395,250	79.42	607,185,750	79.42	202,395,250	26.47
Kingston Securities and subscribers to be procured by Kingston Securities under the Open Offer (<i>Note</i>)	200	0.00	600	0.00	407,091,100	53.25
Total	254,857,450	100.00	764,572,350	100.00	764,572,350	100.00

LETTER FROM THE BOARD

Note:

Pursuant to the Underwriting Agreement,

- (i) Kingston Securities is interested in 200 Shares as at the Latest Practicable Date.
- (ii) Kingston Securities shall not subscribe, for its own account, for such number of Underwritten Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to exceed 19.9% of the voting rights of the Company upon the completion of the Open Offer; and
- (iii) Kingston Securities shall use its best endeavours to ensure that (1) each of the subscribers of the Underwritten Shares procured by it shall be third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors or chief executive or substantial shareholders of the Company or their respective associates; and (2) the public float requirements under Rule 11.23(7) of the GEM Listing Rules be fulfilled by the Company upon completion of the Open Offer.

On 15 August 2014, Kingston Securities has entered into sub-underwriting agreements with eight sub-underwriters/subscribers, comprising One China Securities Ltd. and seven individuals, who are third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors or chief executive or substantial shareholders of the Company or their respective associates, to sub-underwrite an aggregate of 258,000,000 Underwritten Shares (representing approximately 33.74% of the enlarged share capital of the Company immediately after completion of the Open Offer (the “**Enlarged Capital**”). One China Securities Ltd. has procured to subscribe for 60,000,000 Underwritten Shares (representing approximately 7.85% of the Enlarged Capital). Of the other seven individuals, (i) four of which have each procured to subscribe for 33,000,000 Underwritten Shares (representing approximately 4.32% of the Enlarged Capital); (ii) one of which has procured to subscribe for 26,000,000 Underwritten Shares (representing approximately 3.40% of the Enlarged Capital); and (iii) the remaining two of which have procured to subscribe for 20,000,000 Underwritten Shares (representing approximately 2.62% of the Enlarged Capital).

According to the sub-underwriting arrangements above, it is expected that none of the sub-underwriters/subscribers above will become a substantial shareholder immediately after the completion of the Open Offer. In the event any of the sub-underwriters/subscribers above becomes a substantial shareholder after completion of the Open Offer, further announcement will be made by the Company.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE OPEN OFFER AND USE OF PROCEEDS

Pursuant to the Subscription Agreement, the Company will satisfy the consideration of the Subscription of HK\$135.00 million in cash upon completion of the Subscription. Details regarding the subscription are set out in the Announcement and the circular dated 12 September 2014 of the Company. The ordinary resolutions for the Subscription and the transactions contemplated thereunder were duly passed at the Subscription EGM on 6 October 2014 and the special general meeting of China Star on 29 September 2014, respectively.

The gross proceeds from the Open Offer is approximately HK\$152.9 million. The net proceeds from the Open Offer (after deducting estimated expenses of approximately HK\$6.3 million) is estimated to be approximately HK\$146.6 million. The net proceeds from the Open Offer are intended to be applied (i) as to approximately HK\$135.9 million (including cash consideration and directly attributable expenses) for the Subscription; and (ii) as to remaining balance, if any, to fund future expansion of the Group's businesses (such as for internal expansion by recruitment or for diversifying business/investment portfolios of the Group) and/or for general working capital of the Group (such as staff costs and other operating expenses). It is estimated that staff costs of the Group for the coming 12 months would be approximately HK\$34 million.

The Group's existing internal resources involve mainly trade and other receivables, and bank balance and cash. As at 30 June 2014, there was approximately HK\$184.7 million of trade and other receivables and approximately HK\$167.1 million of cash at bank for the Group, which is sufficient to settle the consideration for the Subscription in the event the Open Offer cannot be completed. In addition, in case the Open Offer cannot be completed and the Subscription is financed by the internal resources of the Group, the Directors consider that the Group still has sufficient working capital for its present requirements that is for at least the next 12 months from the date of this Prospectus.

The Company intends to continue its existing core business in travel business, and meanwhile to explore investment opportunities with an aim to diversify its investment portfolios. Based on the existing operations of the Group, the working capital requirements of the Group mainly involves settlement of trade and other payables as well as operating expenses for staff costs, office rental and legal and professional fees.

Notwithstanding the Company had raised approximately HK\$92.9 million from the fund raising activities conducted by the Company in the past 12 months prior to the Latest Practicable Date (the "**Fund Raising Activities**"), details of which are set out in the section headed "**FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS PRIOR TO THE ANNOUNCEMENT AND THE LATEST PRACTICABLE DATE**" below, of which approximately HK\$1.85 million had been used for general

LETTER FROM THE BOARD

working capital, it is intended that approximately HK\$50.0 million would be reserved for as estimated budgets for the possible acquisition of an office premises, and the remaining proceeds could be reserved as to approximately HK\$10.2 million for payment of rentals under the existing tenancy agreement in respect of the office lease and as to the remaining balance of approximately HK\$30.9 million for staff costs and/or other operating expenses of the Group in the coming 12 months so far as the net proceeds are not applied for any investment opportunities.

Notwithstanding the existing cash resources of the Group (including the unutilised net proceeds from the Fund Raising Activities) is sufficient to finance the Subscription, the financing of the Subscription by the internal resources of the Group would result in substantially decrease in working capital, liquidity and the financial flexibilities of the Group, and thus constraining the business operations and development of the Group. Accordingly, the Directors consider that the Open Offer represents a feasible necessary means for the Company to raise additional funds for completing the Subscription while maintaining and improving the liquidity and financial flexibility of the Group for its operation and business development.

As disclosed in the Announcement, the Company is in preliminary discussion with Mr. Mung for the Possible Acquisition (involving certain listed securities currently held by Mr. Mung), which is at a preliminary stage. As at the Latest Practicable Date, the investment size of the Possible Acquisition had not been determined which, if materialized may constitute a notified and connected transaction of the Company under the GEM Listing Rules. The Company will make further announcement(s) should there be any material development or entering into of any legally binding agreement in accordance with the requirement of the GEM Listing Rules as and when appropriate. Save for the Subscription and the Possible Acquisition, no other investment opportunities or arrangements are under negotiations as at the Latest Practicable Date. In the event that any investment opportunities are negotiated and advanced to more concrete plans, the Company may have capital needs for any such investment opportunities.

As the Open Offer will give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Group, the Directors (including the independent non-executive Directors who has taken into account the advice of the Independent Financial Adviser) consider that fund raising through the Open Offer is fair and reasonable and in the interests of the Company and the Shareholders as a whole. However, Shareholders should take note of the inevitable dilution effect of the Open Offer on the shareholdings in the Company of those Shareholders who do not take up their entitlements under the Open Offer. The Directors consider the Open Offer as appropriate and feasible means of fund raising for the Group taking into account: (i) the obtaining of debt financing would be

LETTER FROM THE BOARD

subject lengthy due diligence process and incur interest burden to the Group; (ii) placing of new Shares would only be available to certain placees who were not necessarily the existing Shareholders and would dilute their shareholdings in the Company; (iii) the Open Offer offers all the Qualifying Shareholders equal opportunity to subscribe for their pro-rata provisional entitlement of the Offer Shares and hence avoids dilution, and participate as they wish in the future growth and development of the Group; and (iv) although rights issue as compared with open offer would offer an opportunity of trading nil-paid rights to the Qualifying Shareholders, having considered the extra administrative work and cost which will be involved for the trading arrangements in relation to the nil-paid rights, raising funds by way of the Open Offer is more cost-effective and efficient.

Based on the above, the Directors (including the independent non-executive Directors) consider the Open Offer and the terms of the Underwriting Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Mr. Mung has abstained from voting in the Board meeting for approving the Subscription and he was absent in the Board meeting for approving the Subscription and the Open Offer. Mr. Mung and his associates have also abstained from voting for approving the Subscription and the Open Offer in the respective Subscription EGM and Open Offer EGM.

PROPOSED CHANGE IN BOARD LOT SIZE AND ODD LOTS ARRANGEMENT

The Board announced in the Announcement that the board lot size for trading in Shares on GEM of the Stock Exchange will change from 2,000 Shares to 10,000 Shares with effect from 9:00 a.m. on 12 November 2014.

To alleviate the difficulties in trading odd lots of the Shares arising from the change in board lot size of the Shares, the Company has appointed Cinda International Securities Limited as an agent to provide odd lot matching services to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 12 November 2014 to 4 December 2014 (both dates inclusive). Holders of the Shares in odd lots represented by the existing share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lot to a full new board lot may directly or through their broker contact Mr. Leung Siu Wa of Cinda International Securities Limited at 45th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong/telephone: (852) 2235 7801 and facsimile: (852) 2907 6390 during such period. Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the facility.

LETTER FROM THE BOARD

All existing share certificates in board lot of 2,000 Shares will continue to be evidence of entitlement to the Shares and be valid for delivery, transfer, trading and settlement purposes. No new share certificates for existing Shareholders will be issued as a result of the change in board lot size, and therefore no arrangement for free exchange of existing share certificates in board lot size of 2,000 Shares to new share certificates in board lot size of 10,000 Shares is necessary. With effect from 12 November 2014, any new certificate of the Shares will be issued in new board lot size of 10,000 Shares (except for odd lots or where the Shareholder(s) otherwise instruct(s)). Save and except for the change in the number of Shares for each board lot, new certificates of Shares will have the same format and colour as the existing certificates of Shares.

For details regarding the proposed change in board lot size, please refer to the Announcement and the circular of the Company dated 12 September 2014.

FINANCIAL AND TRADING PROSPECT OF THE GROUP

For the year ended 31 December 2013, the Group's consolidated revenue amounted to HK\$52,516,000, representing a 9.6% decrease compared to HK\$58,108,000 for the year ended 31 December 2012. The revenue arising from travel business consists of agency commission and service income (both from customers and suppliers) generated from the provision of travel related products and services, including airtickets, hotel rooms, Free Independent Traveler packages and ground transportation handling services. For the year ended 31 December 2013, the Group recorded a loss attributable to owners of the Company of HK\$36,969,000 (for the year ended 31 December 2012: HK\$33,585,000), representing basic loss per share of HK\$29.59 cents (for the year ended 31 December 2012: HK\$26.88 cents).

The travel business was the major profit stream of the Group for the year ended 31 December 2013. Due to the slowdown in travel business in the current economic environment, the revenue of the travel business have fallen below the expectation of the Company. Nevertheless, the Board is pleased that its travel business continues to maintain an operating profit (before amortization expenses and impairment loss on goodwill) since the Group acquired it in 2011. Barring unforeseen circumstances, the Company continues to be cautiously optimistic on the Group's travel business.

As disclosed in the annual report of the Company for the year ended 31 December 2013, the recoverable amount of the travel business was based on its value in use and was determined with the assistance of an independent professional qualified valuer. The calculation uses cash flow projections based on financial budgets approved by management covering a five-year period, and at a discount rate of 16.52%. Cash flows after the five-year period were extrapolated using a 2.86% growth rate in considering the economic

LETTER FROM THE BOARD

condition of the market. The growth rates used to extrapolate cash flow projections beyond the five-year period do not exceed the long-term average growth rate for the industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows which include budgeted sales and gross margin. Such estimation is based on the unit's past performance and management's expectations for the market development including the slow down in travel business in the current economic environment. Both actual sales and profit generated from the travel business segment in Singapore have fallen below expectation, and therefore the management has revised the cash flow projections.

Therefore, an additional impairment loss on goodwill amounted to HK\$25 million was recorded by the Group for the year ended 31 December 2013.

The Group recognized an impairment loss on goodwill amounting to HK\$25 million for the year ended 31 December 2013 (for the year ended 31 December 2012: HK\$24 million) regarding the travel business in Singapore.

During the year 2013, the travel business environment in Singapore was continuing to be more competitive. Besides increasing in price driven competition among the industry, the outbreak of avian influenza H7N9 in mainland China in the second quarter of 2013 and illegal fire of woods for land clearing in Indonesia, during the mid of 2013, which led to haze problem and air pollution, as well as air traffic control and cancellation/ delay of certain large events in Singapore, certainly have a short-term impact on the momentum of business travel for the corporate customers as well as leisure travel for individual and inbound tours.

Above-mentioned factors led to the actual sales and profit generated from the travel business segment to falling below expectation. The management therefore was of the opinion that their expectation on potential profitability in previous years might not be met. As a result, the valuation assumptions and the cash flow projection have been adjusted to reflect a more conservative expectation, leading to the impairment loss. Accordingly, the assumptions used in financial budgets including a discount rate of 16.52% (2012: 16.63%) and 2.86% (2012: 2.67%) growth rate in cash flows after the five-year period.

According to the valuation report dated 14 March 2014 prepared by an independent professional qualified valuer, three valuation approaches, namely the market approach, the cost approach and the income approach are considered. The income approach, which is consistently applied in prior years, was considered as the most appropriate and adopted in the valuation because it eliminates the discrepancy in time value of money by using a discount rate to reflect all business risks including intrinsic and extrinsic uncertainties in relation to the business operation, and is the most appropriate approach for the valuation of intangible assets and goodwill of the Group.

LETTER FROM THE BOARD

No revenue has contributed to the Group from precious metals trading and treasury management businesses for the financial year ended 31 December 2013. With an aim to increasing core profit of the Group, the Board has commenced investment in the equities market in 2014.

In 2013, the Group discontinued precious metals trading business based on the fact that segment profit generated from the precious metals trading in past three years was minimal and the disposal of the ordinary membership of The Chinese Gold & Silver Exchange Society (including the gold bullion group) and 136,000 unlisted shares of Hong Kong Precious Metals Exchange Limited at a cash consideration of HK\$12.7 million represented a good opportunity to realize cash for the use of the existing business and/or new investment opportunity (if any). Details of the disposal has been disclosed in the announcement of the Company dated 15 November 2013.

For the six months ended 30 June 2014, the Group's consolidated revenue of the Group amounted to HK\$20,541,000, representing 12.5% decrease compared to HK\$23,464,000 for the six months ended 30 June 2013. The revenue arising from travel business consists of agency commission and service income (both from customers and suppliers) generated from the provision of travel related products and services, including airtickets, hotel rooms, Free Independent Traveler packages and ground transportation handling services. For the six months ended 30 June 2014, the Group recorded a loss attributable to owners of the Company of HK\$6,411,000 (for the six months ended 30 June 2013: HK\$20,785,000), representing a basic loss per share of HK\$4.11 cents (for the six months ended 30 June 2013: HK\$16.20 cents, as restated).

As stated in the 2014 interim report of the Group, the unaudited total assets and total liabilities of the Group as at 30 June 2014 were approximately HK\$466.1 million and HK\$119.6 million, respectively. The unaudited net assets of the Group as at 30 June 2014 was approximately HK\$346.6 million.

During the year 2013, the Group ceased precious metals trading business and disposed the ordinary membership of The Chinese Gold & Silver Exchange Society (including the gold bullion group) and 136,000 unlisted shares of Hong Kong Precious Metals Exchange Limited in 2014. The transaction is completed on 18 February 2014 and the Group recognised a one-off gain on disposal on investments of HK\$12,309,000. Details of the disposal was disclosed in the Company's announcement dated 15 November 2013.

LETTER FROM THE BOARD

The Board commenced investment in the equities market in 2014, for the six months ended 30 June 2014, the Group recorded a net loss on investment held for trading of HK\$2,263,000. As part of risk management philosophy, the Group will continue to adopt a prudent and vigilant attitude toward securities investments policy with a view to achieving better returns on its financial resources and maintaining a more balanced and healthy portfolio of investment.

Assuming completion of the Subscription, details of which are set out in the Announcement and the circular dated 12 September 2014 of the Company, the Company will be interested in approximately 9.41% of the entire issued share capital of China Star as enlarged by the China Star Subscription Shares. The investment in China Star Subscription Shares will be treated as available-for-sale investment. The consideration of the Subscription will be funded by the internal resources of the Group and/or the Open Offer. As advised by the management of China Star, China Star intends to use the net proceeds from the Subscription for investment in gaming/gaming-related business in Macau. For further details, please refer to the Announcement and the circular dated 12 September 2014 of the Company.

In order to maintain the Group's sustainability and preservation of value over the longer term, the Group will continue to look for suitable investment opportunities and projects to diversify the Group's business and broaden the Group's revenue.

RISK FACTORS RELATING TO THE BUSINESS OF THE GROUP

The Group is principally engaged in the provision and operation of travel business, treasury management and precious metals trading. Safe2Travel Pte Ltd (“**Safe2Travel**”) is an indirect wholly-owned subsidiary of the Company incorporated in Singapore and is principally engaged in the travel business. For the year ended 31 December 2013, the travel business was the main and only revenue driver of the Company. The Board would like to draw the Shareholders' attention on the following risk factors relating to the main business of the Group conducted by Safe2Travel.

Risk associated with suppliers' relationship

The Group's sale of travel products is largely dependent on the continuity of its established business relationships with all of its travel products and services suppliers. The level of access to the inventory of airlines, hotel operators and transportation services companies depends on the relationship with the suppliers.

LETTER FROM THE BOARD

In the event that there is an adverse change in the relationship with the suppliers, there may be an increase in the cost of the travel products which the Group sells on their behalf or the access to their inventory may be restricted. Failure to access the suppliers' inventory directly or access to this inventory is reduced significantly due to whatsoever reason may lead to the need of the Group to source for alternative travel product and services suppliers such as local travel agents. In such circumstances, a relatively higher cost may be required and the financial performance and position of the Group may consequently be adversely affected.

Risk associated with the terms of the supply agreements

The Group enters into supply agreements with travel products and services suppliers setting out key terms for the travel products and services such as pricing, level of cash deposits and bank guarantee required, incentives, commissions and credit terms. Most of these agreements are for a period of one year and a majority of them are non-exclusive.

There is no assurance that the Group will be able to continue to obtain wholesale or favourable prices from its current travel products and services suppliers or that the terms of supply would continue as currently agreed. There is also no assurance that the working relationship with its current travel products and services suppliers will continue after the existing supply agreements expire. In the event there is any unfavorably change of the terms of the supply agreements, the financial performance and position of the Group may be adversely affected.

Risk associated with the termination or non-renewal of customer contracts

Contracts with customers for the provision of travel services are generally for a term of one year and are generally non-exclusive. These contracts lay down certain key terms offered by the Group to and agreed with customers such as the basis of charging service fees, credit terms and value-added services required, and such terms will apply to all purchases by customers during the term of the contract. However, there is no assurance that customers which enter into contracts with the Group will purchase travel products or require the travel services from the Group. In addition, there is no assurance that a customer will renew the contract after the term of one year. In the event that the customers terminate or do not renew the contract or the customers who enter into contracts do not purchase any travel products from the Group, The Group's financial performance may be adversely affected.

LETTER FROM THE BOARD

Risk associated with customer payment risk

The Group grants credit terms to its customer for purchase of travel products ranging from 7 to 45 days. In the event that significant amounts of receivables are overdue or not recoverable, the financial liquidity of the Group may be adversely affected.

Risk associated with human resources

In addition to the Group's management, the operation of the Group depends on the ability to attract, motivate and retain competent and skilled employees. In the event that the Group fails to recruit relevant personnel and/or to retain its key employees, its operations and expansion plans may be adversely affected. Any material increase in employee turnover rates may also have a material adverse effect on the business operations and financial performance of the Group. In addition, the competition for competent and experienced staff from other players in the market may drive up the level of staff cost and adversely affect the profitability of the Group.

Risk associated with fixed transaction fee payments

For certain contracts with corporate travel customers, the Group's fees may be a fixed transaction amount payable on a per transaction basis. In the event that the cost of services is higher than expectation, the margin from the provision of fixed fee transactions may be squeezed. In such event, the usual practice is to renegotiate the terms of supply of the services with the customers so as to improve the Group's margin. However, there is no assurance that the Group is able to successfully negotiate a revision to the original terms of sales and pass on any unforeseen increase in costs to the customers, and the financial performance of the Group may accordingly be adversely affected.

Risk associated with the third party systems and services

The Group is dependent on the information technology systems/networks and integration of the systems networks with those of third party suppliers and service providers (such as the airlines and the global distribution system suppliers) to conduct the business. The operation of the Group may be adversely affected if these systems become unavailable in the future or if they no longer offer quality performance. In the event that the systems of the Group become outdated and cease to be compatible with the systems of third party suppliers and the service providers, the delivery of services by the Group to its customers may be adversely affected.

LETTER FROM THE BOARD

Foreign exchange

The Group is exposed to foreign exchange risks as the receipts from customers in local currencies may not match with the respective foreign currency denominated payments to suppliers at a later time. Payments of foreign currency denominated costs and receipts of foreign currency denominated sales are recorded at rates of exchange at the dates of payment and receipt respectively. The different exchange rates prevailing at the times of payment and receipt may give rise to foreign currency exchange gains and losses. At present, the Group does not enter into any forward or spot contracts to hedge the foreign exchange risk. In the event that there are significant fluctuations in foreign currency exchange rates, the Group may incur foreign exchange losses.

Intense competition in the travel industry

The travel industry in which the Group operates is subject to rapid change and intense competition from other travel services providers providing similar travel products and services. Some of the competitors may have longer operating histories, larger customer bases, larger teams of professional staff, greater brand recognition and greater financial, technical, marketing and other resources than the Group. As such, the Group may not be able to respond effectively to the competitors' pricing strategies, technological advances, strategic partnerships and other initiatives.

In the event that the competitors are able to provide travel products and services of comparable or better quality at competitive prices, the Group may have to reduce the prices for services or include additional services in the existing service offerings and may also have to spend more on sales and marketing in order to remain competitive. Therefore, pricing strategies of the competitors may have a material adverse effect on the revenue and profits of the Group.

Information technology advancement and competence

In order to maintain and improve the service standards as well as respond to the competitors' technological advances, the Group will continue to improve and upgrade its systems, technology, networks and infrastructure which will require committing substantial financial, operational and technical resources. However, there is no assurance that the implementation or integration of these new technologies and products will be effective or adapt to the customers' requirements on a timely basis or at all. In addition, in the event that there is any failure or interruption in the systems, technology, networks or infrastructure or in the access to them, or any deterioration in their performance, whether due to computer virus, computer hacking or otherwise, the Group would not be able to compete effectively and the business performance would be adversely affected.

LETTER FROM THE BOARD

Seasonal factors and fluctuation of operating results

The operating results of the Group may fluctuate throughout the year depending on the revenue contribution from different business segments. Revenue contribution from the corporate segment generally declines during the summer and festive holiday periods when there are less business travels by corporate travel customers, while revenue contribution from the air tickets and hotel rooms wholesale segment generally increases during the summer, school holidays and festive holiday periods. The travel activity is adversely affected by various factors such as occurrence of economic downturns, health epidemics, social and political unrests, terrorist activities, imposition of surcharges or price increases by airlines, strikes within the travel industry, travel-related accidents, increase in use of video-conferencing facilities and bad weather. Such events could materially disrupt travel activities in the regions in which the Group operates and have a negative impact on the financial results of the Group.

Dynamic corporate travel market

The Group mainly focuses on the corporate travel market and is therefore subject to the general trends and practices of the corporate travel market which may change from time to time. Some examples of such changes are (i) an increased number of corporate travel customers making direct bookings with airlines and hotels rather than through a travel services provider; (ii) more corporate travel customers setting up their own in-house travel department to take care of their own travel needs; or (iii) significant change in the operations of global distribution system suppliers, the airlines or other suppliers. There is no assurance that the Group is able to adapt as quickly as required to new developments and trends in the market.

LETTER FROM THE BOARD

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS PRIOR TO THE ANNOUNCEMENT AND THE LATEST PRACTICABLE DATE

Set out below is the fund raising activities conducted by the Company in the past 12 months prior to the Announcement and the Latest Practicable Date.

Date of announcement	Description	Net proceeds	Intended use of proceeds	Actual use of proceeds	Dilution impact (Approximately)
22 January 2014, 24 January 2014, 30 January 2014 and 11 February 2014	Placing of 24,986,000 new Shares by the Company under general mandate at a price of HK\$1.00 per Share	Approximately HK\$24.14 million	For general working capital requirements and future potential investment opportunities (Note 5)	Approximately HK\$1.85 million has been used as general working capital mainly involving settlement of trade and other payables as well as operating expenses for staff cost office rents and legal and professional fees of the Group, and the balance is currently placed with bank and to be used as intended as at the Latest Practicable Date	16.67% (Note 1)
1 April 2014, 22 April 2014, 26 May 2014 and 17 June 2014	Open offer of 74,959,150 new Shares at HK\$0.70 per Share	Approximately HK\$50.09 million	For acquisition of office premise of the Company or future potential investment opportunities (Note 5&6)	The net proceeds has not been utilized as at the Latest Practicable Date and is currently placed with bank and to be used intended	33.33% (Note 2)
16 July 2014 and 30 July 2014	the Placing under general mandate	Approximately HK\$18.705 million	For general working capital requirements	The net proceeds has not been utilized as at the Latest Practicable Date and is currently placed with bank and to be used intended	11.76% (Note 3)

LETTER FROM THE BOARD

Notes:

1. Calculated as: (the number of new Shares issued under the placing (i.e. 24,986,000 new Shares) divided by the number of the enlarged issued Share immediately upon completion of the placing (i.e. 149,918,300 Shares)) times 100%.
2. Calculated as: (the number of new Shares issued under the open offer (i.e. 74,959,150 new Shares) divided by the number of enlarged issued Shares immediately upon completion of the open offer (i.e. 224,877,450 Shares)) times 100%.
3. Calculated as: (the number of new Shares issued under the Placing (i.e. 29,980,000 new Shares) divided by the number of enlarged issued Shares immediately upon completion of the Placing (i.e. 254,857,450 Shares)) times 100%.
4. The cumulative dilution impact of the above-listed fund raising activities is approximately 50.98%, calculated as: (the aggregate number of new Shares issued under the above-listed fund raising activities (i.e. 129,925,150 Shares) divided by the number of issued Shares immediately upon completion of the Placing (i.e. 254,857,450 Shares)) times 100%. Save for the new Shares issued under the above-listed fund raising activities, the Company had not issued any other new Shares for the past 12 months prior to the Latest Practicable Date.
5. As at the Latest Practicable Date, save for the Subscription and the Possible Acquisition, no potential investment opportunities have been identified by the Group.
6. The Company budgeted to use HK\$45 million to HK\$50 million to acquire an office premise with size of 2,000 to 2,500 square feet in commercial areas, like Wan Chai, Admiralty, Central or Sheung Wan. After completion of the open offer in mid June, the Company had solicited, through a few property agents, and visited some office premises in Central and Admiralty, however, availability of office premises of such size for sale are limited in the market in these areas at the time, and no suitable office premise have been found. As at the Latest Practicable Date, the Company has not entered into any agreements for acquisition of office premise and is keeping on looking at the property market for suitable office premise. The Company is currently leasing an office premise for internal use of the Company.

GENERAL

Your attention is drawn to the information contained in the appendices to this Prospectus.

By Order of the Board
Well Way Group Limited
Mung Bun Man, Alan
Executive Director

1. FINANCIAL INFORMATION AND MANAGEMENT DISCUSSION AND ANALYSIS OF THE GROUP INCORPORATED BY REFERENCE

The audited consolidated financial statements, including the notes thereto, and the management discussion and analysis of the Group for each of the three years ended 31 December 2011, 31 December 2012 and 31 December 2013, have been disclosed in the following annual reports of the Company which are available on the Company's website at www.wellwaygp.com and the website of the Stock Exchange at www.hkexnews.hk:

- the annual report of the Company for the year ended 31 December 2011 (pages 4 to 7 and 22 to 72) published on 27 March 2012;
- the annual report of the Company for the year ended 31 December 2012 (pages 4 to 6 and 29 to 78) published on 27 March 2013; and
- the annual report of the Company for the year ended 31 December 2013 (pages 4 to 7 and 25 to 74) published on 27 March 2014.

The unaudited condensed financial information and position, including the notes thereto, and the management discussion and analysis of the Group for the six-month period ended 30 June 2014, have been disclosed in pages 1 to 8 and 11 to 26 of the 2014 interim report of the Company which are available on the Company's website at www.wellwaygp.com and the website of the Stock Exchange at www.hkexnews.hk.

2. INDEBTEDNESS STATEMENT**Borrowings**

At the close of business on 31 August 2014, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this Prospectus, the Group did not have any outstanding secured or unsecured bank borrowings.

Mortgages and Charges

As at 31 August 2014, trade receivables amounting to Singapore Dollar (“S\$”) 25,007,000 (equivalent to approximately HK\$155,200,000) were pledged to a bank by way of a floating charge, and short-term bank deposits of approximately S\$5,000,000 (equivalent to approximately HK\$31,031,000) were pledged to the bank by way of a fixed charge, both for performance guarantees granted by the bank to a subsidiary of the Company amounting to approximately S\$6,500,000 (equivalent to approximately HK\$40,341,000) of which the amounts utilised as at 31 August 2014 were approximately S\$5,423,000 (equivalent to approximately HK\$33,655,000). The performance guarantees were given in favour of international airlines.

Save as disclosed above and apart from intra-group liabilities, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, finance lease or hire purchase commitments, guarantee or other material contingent liabilities at the close of business on 31 August 2014.

3. WORKING CAPITAL SUFFICIENT STATEMENT

The Directors, after due and careful consideration, are of the opinion that after taking into account the present internal resources, presently available bank performance guarantees granted to the Group and the cash outflow of the Subscription, the Group has sufficient working capital for its present requirements, that is for at least the next 12 months from the date of this Prospectus, in the absence of any unforeseeable circumstances.

4. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2013, being the date to which the latest published audited consolidated financial statements of the Group were made up, as at the Latest Practicable Date.

5. BUSINESSES ACQUIRED AFTER 31 DECEMBER 2013

No business was acquired by the Group after 31 December 2013, being the date to which the latest published audited consolidated financial statements of the Group was made up.

OPEN OFFER OF 509,714,900 OFFER SHARES

PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company has been prepared by the directors of the Company in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited to illustrate the effect of the Open Offer on the unaudited consolidated net tangible assets of the Group as if the Open Offer had taken place on 30 June 2014.

The pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company is prepared based on the unaudited net assets of the Group attributable to owners of the Company as at 30 June 2014, as extracted from the published interim report of the Company for the year six months ended 30 June 2014 and is adjusted for the effect of the Open Offer.

The pro forma statement of adjusted consolidated net tangible assets of the Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not reflect a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company immediately after completion of the Open Offer.

	Unaudited consolidated net assets of the Group attributable to owners of the Company as at 30 June 2014 (Note 1) HK\$'000	Less: Goodwill, intangible assets and deferred tax liabilities (Note 2) HK\$'000	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2014 HK\$'000	Net effect on the proposed subscription (Note 3) HK\$'000	Estimated net proceeds from the Open Offer (Note 4) HK\$'000	Pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as adjusted for the Open Offer HK\$'000	Pro forma adjusted consolidated net tangible assets attributable to owners of the Company as adjusted for the Open Offer per Adjusted Share (Note 5)
Based on 509,714,900 Offer Shares to be issued at Subscription Price of HK\$0.30 per Offer Share	346,580	(76,278)	270,302	(962)	146,600	415,940	HK\$0.566

Notes:

1. The unaudited consolidated net assets of the Group attributable to owners of the Company as at 30 June 2014 was approximately HK\$346,580,000 as disclosed in the published interim report of the Company for the six months ended 30 June 2014.
2. The amount of HK\$76,278,000 represented approximately intangible assets of HK\$91,902,000 and net off against the related deferred tax liabilities of HK\$15,624,000 arising from the acquisition of subsidiaries, as extracted from the published interim report of the Company for the six months ended 30 June 2014.
3. The Open Offer is conditional upon, among other things, the passing of necessary shareholders resolutions at the extraordinary general meeting(s) of the Company to approve the Open Offer and the proposed subscription of the shares of China Star Entertainment Limited (“China Star”) (the “Subscription”). In the event that the approval of the Subscription cannot be obtained by the Company from the shareholders, the Open Offer will lapse.

The adjustment represents the subscription of 1,500,000,000 China Star Shares (representing approximately 9.41% of the enlarged issued share capital of China Star) at HK\$0.09 per share of China Star for total cash consideration of HK\$135,000,000 pursuant to the subscription agreement, and the incurrence of directly attributable expenses of HK\$962,000 relating to the Subscription, as if the Subscription had been completed on 30 June 2014. Since the directors considered that the Group cannot exercise significant influence on the financial and operating policies on the investee, and accordingly it is classified as an available-for-sale (“AFS”) investment. Therefore, the AFS investment would be increased by HK\$135,000,000 and the bank balances and cash would be decreased by HK\$135,962,000, and there is net decrease of HK\$962,000 on the pro forma adjusted consolidated net tangible assets.

4. The estimated net proceeds from the Open Offer of approximately HK\$146,600,000 is calculated based on 509,714,900 Offer Shares (the Company had 254,857,450 shares in issue on the Latest Practicable Date) on the basis of two Offer Shares for every one Share held on the Latest Practicable Date at the Subscription Price of HK\$0.30 per Offer Share, after deduction of the estimated related expenses of approximately HK\$6,314,000.
5. The pro forma adjusted consolidated net tangible assets per Share of the Company after the completion of the Open Offer is calculated based on 734,592,350 Shares which represents the existing 224,877,450 Shares in issue as at 30 June 2014 and 509,714,900 Offer Shares assumed to be issued on the completion of the Open Offer as if the Open Offer had been completed on 30 June 2014.
6. No adjustments have been made to reflect any trading result or other transactions of the Group entered into subsequent to 30 June 2014.

**INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE
COMPILATION OF PRO PROMA FINANCIAL INFORMATION****TO THE DIRECTORS OF WELL WAY GROUP LIMITED**

We have completed our assurance engagement to report on the compilation of pro forma financial information of Well Way Group Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The pro forma financial information consists of the pro forma statement of adjusted consolidated net tangible assets of the Group as at 30 June 2014 and related notes as set out on pages 47 and 48 of the prospectus issued by the Company dated 17 October 2014 (the "Prospectus"). The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described on pages 47 and 48 of the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed open offer of 509,714,900 offer shares of par value of HK\$0.01 each at the subscription price of HK\$0.30 per offer share on the basis of two offer shares for every one share held on the record date (the "Open Offer") on the Group's financial position at 30 June 2014 as if the Open Offer had taken place at 30 June 2014. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's unaudited condensed consolidated financial statements for the six months ended 30 June 2014, on which an interim report has been published.

Directors' Responsibilities for the Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“HKSAE”) 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 7.31(7) of the GEM Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2014 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant’s judgment, having regard to the reporting accountant’s understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 7.31(7) of the GEM Rules.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

17 October 2014

1. RESPONSIBILITY STATEMENT

The Prospectus Documents, for which the Directors collectively and individually accept full responsibility, include 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 the Prospectus Documents 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 in the Prospectus Documents misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date and immediately upon completion of the Open Offer are as follows:

Authorised share capital:

	<i>HK\$</i>
<u>180,000,000,000</u> Shares	<u>1,800,000,000.00</u>

Issued and fully paid share capital or credited as fully paid:

254,857,450 Shares in issue as at the Latest Practicable Date	2,548,574.50
<u>509,714,900</u> Offer Shares to be issued	<u>5,097,149.00</u>
<u>764,572,350</u> Shares in issue and fully paid immediately upon completion of the Open Offer	<u>7,645,723.50</u>

As at the Latest Practicable Date, the Company had no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

No capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option as at the Latest Practicable Date.

All Shares in issue rank pari passu in all respects with each other including rights to dividends, voting and return of capital.

The issued Shares are listed and traded on the GEM. None of the securities of the Company is listed, or dealt in, on any other exchange, nor is any listing of or permission to deal in the securities of the Company being, or proposed to be, sought on any other stock exchange.

3. DISCLOSURE OF INTERESTS

(i) Directors

(a) *Directors' interests in the Company*

As at the Latest Practicable Date, the interests of the Directors in the Shares and the underlying Shares and any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required pursuant to Section 352 of the SFO to be entered in the register maintained by the Company referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 and 5.47 of the GEM Listing Rules relating to securities transactions by Directors were as follows:

Name of Director	Capacity	Number of Shares held	Approximate
			% of interest held
Mr. Mung	Beneficial owner	153,936,000 (Note 2)	20.13 (Note 1)
Mr. Tse Ke Li	Beneficial owner	1,150,000	0.45

Notes:

- The percentage shareholding in the Company is calculated by reference to the number of Shares in issue immediately following the completion of the Open Offer (assuming no Shares, other than the Offer Shares, are allotted and issued from the Latest Practicable Date to the completion of the Open Offer), that is, 764,572,350.

2. These shares comprise (i) 51,312,000 Shares held by Mr. Mung; and (ii) 102,624,000 Offer Shares to be allotted to Mr. Mung under his entitlement under the Open Offer pursuant to the Irrevocable Undertaking.

All interests stated above represent long positions.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors or chief executives of the Company and their associates had any interests or short positions in any Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required pursuant to Section 352 of the SFO to be entered in the register maintained by the Company referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 and 5.47 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

(b) *Directors' interests in assets and contracts of the Company*

As at the Latest Practicable Date, none of the Directors has or had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to member of the Group since 31 December 2013, being the date to which the latest published audited accounts of the Group were made up.

None of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

(c) *Directors' service contracts*

As at the Latest Practicable Date, none of the Directors had entered or was proposing to enter into any service contract with the Company or any other member of the Group which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

(d) Directors' interests in competing businesses

As at the Latest Practicable Date, none of the Directors or their respective associates were interested in any business apart from the Group's businesses, which competes or was likely to compete, whether directly or indirectly, with the businesses of the Group.

(ii) Substantial Shareholders

As at the Latest Practicable Date, so far as was known to the Directors or chief executives of the Company, the following persons (other than the Directors or chief executives of the Company) had interests or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

Name	Capacity	Number of Shares or underlying Shares held	Approximate % of interest held
New Star Int'l Holding Limited	Beneficial owner	13,462,000	5.28% (Note 1)
Kingston Securities Limited	Beneficial owner	407,091,100 (Note 3)	53.24% (Note 2)
Galaxy Sky Investments Limited	Interest of controlled corporation	407,091,100 (Note 3)	53.24% (Note 2)
Kingston Capital Asia Limited	Interest of controlled corporation	407,091,100 (Note 3)	53.24% (Note 2)
Kingston Financial Group Limited	Interest of controlled corporation	407,091,100 (Note 3)	53.24% (Note 2)
Active Dynamic Limited	Interest of controlled corporation	407,091,100 (Note 3)	53.24% (Note 2)
Chu Yuet Wah	Interest of controlled corporation	407,091,100 (Note 3)	53.24% (Note 2)
One China Securities Ltd.	Beneficial owner	60,000,000 (Note 4)	7.85% (Note 2)
Pang Kai Ming	Interest of controlled corporation	60,000,000 (Note 4)	7.85% (Note 2)

All interests stated above represent long positions.

Notes:

1. The percentage shareholding in the Company is calculated by reference to the number of Shares in issue as at the Latest Practicable Date i.e. 254,857,450.
2. The percentage shareholding in the Company is calculated by reference to the number of Shares in issue immediately following the completion of the Open Offer (assuming no Shares, other than the Offer Shares, are allotted and issued from the Latest Practicable Date to the completion of the Open Offer), that is, 764,572,350.
3. The 407,090,900 Shares are the Offer Shares which Kingston Securities Limited as the underwriter is interested under the Underwriting Agreement on the assumption of no acceptance by the Qualifying Shareholders under the Open Offer and the 200 Shares are Shares held by the Kingston Securities prior to the Underwriting Agreement. Kingston Securities is a wholly owned subsidiary of Galaxy Sky Investments Limited, which is wholly owned by Kingston Capital Asia Limited. Kingston Capital Asia Limited is wholly owned by Kingston Financial Group Limited. Active Dynamic Limited owns 42.90% interest in Kingston Financial Group Limited. Chu Yuet Wah owns 100% interest in Active Dynamic Limited.
4. Based on the notice of disclosure of interests of One China Securities Ltd and Pang Kai Ming each filed with the Stock Exchange dated 15 August 2014, these interests are held by One China Securities Ltd which is owned as to 79.62% by Pang Kai Ming. To the best knowledge of the Company, the 60,000,000 Shares are the Offer Shares which One China Securities Ltd. as a sub-underwriter is interested under the relevant sub-underwriting arrangement.

Other than disclosed herein, as at the Latest Practicable Date, so far as was known to the Directors or chief executives of the Company, the Company had not been notified of any other interests or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO or any persons (other than the Directors and chief executive of the Company) who is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

As at the Latest Practicable Date, save and except for information above, no other Director nor any parties acting in concert with any of them was interested in any Shares or any convertible securities, warrants, options or derivative in respect of Shares.

4. CORPORATE INFORMATION

Board of Directors*Executive Directors*

Mr. Mung Kin Keung
Mr. Mung Bun Man, Alan
Mr. Tse Ke Li

Independent Non-executive Directors

Mr. Chan Wai Man
Mr. Chan Ho Bun, Steve
Mr. Fung Wai Ching

Audit Committee

Mr. Chan Wai Man (Committee Chairman)
Mr. Chan Ho Bun, Steve
Mr. Fung Wai Ching

Remuneration Committee

Mr. Chan Wai Man (Committee Chairman)
Mr. Mung Bun Man, Alan
Mr. Chan Ho Bun, Steve
Mr. Fung Wai Ching

Nomination Committee

Mr. Fung Wai Ching (Committee Chairman)
Mr. Mung Bun Man, Alan
Mr. Chan Wai Man

Registered office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

**Head office and principal place
of business in Hong Kong**

Unit 1611
16/F., West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Company secretary	Mr. Tse Kam Fai (A fellow member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries A member of the Hong Kong Institute of Directors.)
Compliance officer	Mr. Mung Bun Man, Alan
Authorised representatives	Mr. Mung Bun Man, Alan and Mr. Tse Kam Fai Unit 1611 16/F., West Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong
Hong Kong branch share registrar and transfer office	Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17th Floor Hopewell Centre 183 Queen's Road East Wanchai Hong Kong
Auditors	Deloitte Touche Tohmatsu <i>Certified Public Accountants</i> 35th floor One Pacific Place 88 Queensway Hong Kong
Principal Banker	Bank of China Bank of China Tower 1 Garden Road Central Hong Kong
Stock code	8063
Website	www.wellwaygp.com

5. PARTIES INVOLVED IN THE OPEN OFFER

The Company	Well Way Group Limited Unit 1611 16/F., West Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong
Underwriter	Kingston Securities Limited Suite 2801, 28th Floor One International Finance Centre 1 Harbour View Street Hong Kong
Financial adviser to the Company	Nuada Limited Unit 1805-08, 18/F. Office Plus@Sheung Wan 93-103 Wing Lok Street Sheung Wan Hong Kong
Legal advisers to the Company	<i>As to Hong Kong Law:</i> Michael Li & Co. 19th Floor Prosperity Tower 39 Queen's Road Central Hong Kong
Reporting Accountants	Deloitte Touche Tohmatsu <i>Certified Public Accountants</i> 35th floor One Pacific Place 88 Queensway Hong Kong
Hong Kong branch share registrar and transfer office	Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17th Floor Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

7. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of the Group within the two years immediately preceding the Latest Practicable Date:

- (i) the venture participation agreement dated 30 July 2013 entered into between Matrix Triumph Sdn. Bhd. (the “MTSB”), an independent third party, Discover Orient Holidays Sdn. Bhd. (“DOH”), a wholly-owned subsidiary of MTSB and Jade Emperor International Limited (“Jade Emperor”), an indirect wholly-owned subsidiary of the Company, in relation to the participation by Jade Emperor in the operation of the business undertaken by DOH at present and from time to time and DOH. During the term of the venture participation agreement, DOH shall pay to Jade Emperor the management fee equivalent to 90% of the audited net profit before tax of DOH for a financial year as calculated in accordance with the terms and conditions under the venture participation agreement;
- (ii) the option agreement dated 30 July 2013 entered into between MTSB and Jade Emperor in relation to the option granted by MTSB to Jade Emperor to acquire the entire issued share capital of DOH during the period of 10 years from the date of the option agreement at a price to be mutually agreed by the parties with reference to profit before taxation of DOH or such comparables at the time of exercise of the option;
- (iii) the sale and purchase agreement dated 15 November 2013 entered into between Wing Shing Loong Goldsmith & Refinery Co. Limited (“Wing Shing Loong”), an indirect wholly-owned subsidiary of the Company, and Far East Financial Consultants Limited, an independent third party, in relation to the disposal of the ordinary membership of The Chinese Gold & Silver Exchange Society and the 136,000 unlisted shares of Hong Kong Precious Metals Exchange Limited held by Wing Shing Loong, in accordance with the terms and conditions of the sale and purchase agreement, at a consideration of HK\$12.7 million;

- (iv) the placing agreement dated 22 January 2014 as supplemented by the supplemental placing agreement dated 30 January 2014 entered into between the Company and Emperor Securities Limited, a placing agent, in relation to the placing of 24,986,000 placing shares on a best effort basis to places at the placing price of HK\$1.00 per placing share;
- (v) the underwriting agreement dated 1 April 2014 entered into between the Company, Kingston Securities and Mr. Mung in relation to the open offer of 74,959,150 offer Shares on the basis of one offer Share for every two existing Shares at HK\$0.70 per offer Share;
- (vi) the placing agreement dated 8 July 2014 as supplemented by the supplemental letter dated 15 July 2014 entered into between the Company and Kingston Securities, a placing agent, in relation to the placing of 29,980,000 Placing Shares on best effort basis to places at the placing price of HK\$0.65 per Placing Share;
- (vii) the Subscription Agreement; and
- (viii) the Underwriting Agreement.

8. PARTICULARS OF DIRECTORS

Mr. Mung Kin Keung, aged 54, was appointed as an executive Director on 19 June 2014. He is also a director of certain subsidiaries of the Company. He holds a Conferment of Honorary Doctoral Degree from Sinte Gleska University of California. In November 2007, Mr. Mung was awarded the 9th World Outstanding Chinese Award by the World Chinese Business Investment Foundation. He has extensive experience in areas of business management, strategic planning and development. He was appointed as an executive director of Mastermind Capital Limited (Stock Code: 905) and Bestway International Holdings Limited (Stock Code: 718) on 9 March 2007 and 22 October 2013 respectively, both companies' shares are listed on the Main Board of the Stock Exchange. On 8 July 2014, Mr. Mung was appointed as a Co-Chairman and an executive director of China Star (Stock Code: 326), the shares of which are listed on the Main Board of the Stock Exchange. In addition, Mr. Mung was appointed as an executive director of Shougang Concord Technology Holdings Limited (Stock Code: 521) ("SCT"), the shares of which are listed on the Main Board of the Stock Exchange, on 16 February 2009. He was redesignated as the vice-chairman and the chairman of SCT on 10 May 2010 and 24 October 2013. Mr. Mung was also an executive director of Hong Kong Resources Holdings Company Limited

(Stock Code: 2882), the shares of which are listed on the Main Board of the Stock Exchange, from 31 October 2008 to 7 November 2012. Save as disclosed above, Mr. Mung did not hold any directorships in any other listed public companies in the last three years and does not hold any other position with the Company or other members of the Group.

Mr. Mung entered into an appointment letter with the Company on 19 June 2014 for an initial term of one year commencing from the date of appointment and shall continue unless and until terminated by either party giving not less than three months' prior notice. He is subject to retirement at the next annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Articles of Association. He is entitled to a director's fee of HK\$60,000 per annum which is determined by the Board by reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the remuneration committee of the Company (the "Remuneration Committee").

Mr. Mung is the father of Mr. Mung Bun Man, Alan, an executive Director. As at the Latest Practicable Date, Mr. Mung is beneficially interested in 51,312,000 shares of the Company, representing approximately 20.13% of the existing issued share capital of the Company and 102,624,000 Offer Shares which Mr. Mung has irrevocably undertaken to accept pursuant to the Irrevocable Undertaking. Save as disclosed above, Mr. Mung does not have any relationship with any Directors, senior management or substantial or controlling shareholder of the Company and he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Mung Bun Man, Alan ("Mr. Alan Mung"), aged 27, was appointed as an executive Director on 24 March 2014. He is also the compliance officer, a director of certain subsidiaries of the Company, a member of each of Remuneration Committee and nomination committee (the "Nomination Committee") of the Company. He holds a Bachelor of Arts Degree in Business Economics from University of California–Santa Barbara and a Master Degree in Finance from Peking University. Mr. Alan Mung is a director of First Beijing Holdings Limited and a director of Hong Kong Airlines Limited. Mr. Alan Mung has extensive working experience in investment and asset management. He is an executive director of Bestway International Holdings Limited (Stock Code: 718) and Shougang Concord Technology Holdings Limited (Stock Code: 521), both companies are listed on the Main Board of the Stock Exchange. In addition, he was an executive director of Mastermind Capital Limited (Stock Code: 905), a company listed on the Main Board of the Stock Exchange,

during the period from November 2010 to April 2013 and rejoined its board on 31 March 2014. Save as disclosed above, Mr. Alan Mung did not hold any directorship in other listed public companies in the last three years and does not hold any other position with the Company or other members of the Group.

Mr. Alan Mung has not entered into any service contract with the Company and has no fixed term of service with the Company. He is subject to retirement by rotation at least once every three years and in accordance with the Articles of Association. He is entitled to a director's fee of HK\$60,000 per annum which is determined by the Board by reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee.

Mr. Alan Mung is the son of Mr. Mung. Save as disclosed above, Mr. Alan Mung does not have any relationships with any Directors, senior management or substantial or controlling shareholder of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Tse Ke Li, aged 57, was appointed as an executive Director on 26 October 2007. He is also a director of several subsidiaries of the Company. Mr. Tse has over 10 years' business management experience in a food and beverage company in Canada and investment experience in automobile trading in Canada. He also has several years' experience in property investment and trading. He specializes in marketing and business development. Mr. Tse did not hold any directorship in other listed public companies in the past three years.

Mr. Tse has not entered into any service contract with the Company or its subsidiaries. There is no agreement between the Company or its subsidiaries and Mr. Tse in respect of the proposed length of service or prior notice to be given by either party for termination of service with regard to his engagement as an executive Director.

He is subject to retirement by rotation at least once every three years and in accordance with the Articles of Association. Mr. Tse is entitled to a director's fee of HK\$360,000 per annum which is determined with reference to the recommendation of the Remuneration Committee and the prevailing market conditions. He is also entitled to any discretionary bonus which shall be determined by reference to comments of the Remuneration Committee. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. He is interested in 1,150,000 Shares within the meaning of Part XV of the SFO.

Mr. Chan Wai Man, aged 49, was appointed as an independent non-executive Director on 16 April 2014. He is also the chairmen of the audit committee (the “Audit Committee”) and the Remuneration Committee and a member of the Nomination Committee. Mr. Chan Wai Man is a practicing certified public accountant, a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is also a member of the Institute of Chartered Accountants in England and Wales and has experiences in auditing, taxation and finance for over 15 years. Mr. Chan Wai Man is now an independent non-executive director of Sage International Group Limited (Stock Code: 8082), the shares of which are listed on GEM and Bestway International Holdings Limited (Stock Code: 718) , the shares of which are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of China Mobile Games and Cultural Investment Limited (formerly known as Computech Holdings Limited) (Stock Code: 8081), the shares of which are listed on the GEM, from May 2011 to December 2011. Save as disclosed above, Mr. Chan Wai Man did not hold any directorships in other listed public companies in the last three years.

Mr. Chan Wai Man has not entered into any service contract with the Company and has no fixed term of service with the Company. He is subject to retirement by rotation at least once every three years in accordance with the Articles of Association. He is entitled to a director’s fee of HK\$60,000 per annum which is determined by the Board by reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee. He does not have any relationships with any Directors, senior management or substantial or controlling shareholder of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Chan Ho Bun, Steve, aged 53, was appointed as an independent non-executive Director on 16 April 2014. He is also a member of the Audit Committee and the Remuneration Committee. Mr. Chan Ho Bun, Steve graduated from University of Birmingham, United Kingdom with a Bachelor of Science in Computer Science. He has over 27 years of experience in the field of electronics and computer products. He was the general manager of Strategic Product Division of Group Sense (International) Limited (Stock Code: 601), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Chan Ho Bun, Steve did not hold any directorships in any other listed public companies in the last three years.

Mr. Chan Ho Bun, Steve has not entered into any service contract with the Company and has no fixed term of service with the Company. He is subject to retirement by rotation at least once every three years in accordance with the Articles of Association. He is entitled to a director's fee of HK\$60,000 per annum which is determined by the Board by reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee. He does not have any relationships with any Directors, senior management or substantial or controlling shareholder of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Fung Wai Ching, aged 45 was appointed as an independent non-executive Director on 23 June 2014. He is also the Chairman of Nomination Committee and a member of each of the Audit Committee and Remuneration Committee. Mr. Fung Wai Ching is presently an owner of a printing company in Hong Kong. He has over 17 years' experience in managing paper, packaging and printing industries in both China and Hong Kong markets. Mr. Fung is now an independent non-executive director of each of China Star Cultural Media Group Limited (formerly known as China Media and Films Holdings Limited) (Stock Code: 8172), a company whose shares are listed on the GEM and Mastermind Capital Limited (Stock Code: 905), a company whose shares listed on the Main Board of the Stock Exchange. Save as aforesaid, Mr. Fung did not hold any directorship in other listed public companies in the past three years.

Mr. Fung has not entered into any service contract with the Company and has no fixed term of service with the Company. He is subject to retirement at the next following general meeting after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Articles of Association of the Company. He is entitled to a director's fee of HK\$60,000 per annum which is determined by the Board by reference to his duties and responsibilities and the prevailing market conditions and the recommendation from the Remuneration Committee. He does not have any relationships with any Directors, senior management or substantial or controlling shareholder of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

9. MISCELLANEOUS

- (i) The business address of all Directors is Unit 1611, 16/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

- (ii) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and having its head office and principal business of business in Hong Kong at Unit 1611, 16/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.
- (iii) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside of Hong Kong.
- (iv) As at the Latest Practicable Date, save for the Irrevocable Undertaking, the Board had not received any information from any Substantial Shareholders (as defined under the GEM Listing Rules) of their intention to take up the Offer Shares to be provisionally allotted or offered to them under the Open Offer.
- (v) The English text of this Prospectus shall prevail over the Chinese text.

10. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice contained in this Prospectus:

Name	Qualification
Deloitte Touche Tohmatsu	Certified Public Accountants

Deloitte Touche Tohmatsu has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of its report and references to its name in the form and context in which it appear.

Deloitte Touche Tohmatsu does not has any shareholding in any company in the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any company in the Group.

Deloitte Touche Tohmatsu does not have or had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2013, being the date to which the latest published audited accounts of the Group were made up.

11. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of this Prospectus, together with copies of the Application Form and the written consent referred to in the paragraphs headed “Expert and Consent” in this appendix have been delivered to the Registrar of Companies in Hong Kong for registration as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

12. LEGAL EFFECT

The Prospectus Documents and all acceptance of any offer or application contained in such documents are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all person concerned bound by the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

13. EXPENSES

The expenses in connection with the Open Offer, including financial advisory fees, underwriting commission, printing, registration, translation, legal and accountancy charges, registration and other related expenses, are estimated to amount to approximately HK\$6.3 million and are payable by the Company.

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the principal place of business of the Company at Unit 1611, 16/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong during normal business hours on any weekday other than public holidays from the date of this Prospectus, up to and including the Latest Time of Acceptance:

- (a) the memorandum and articles of association of the Company;
- (b) the material contracts referred to in the paragraph headed “Material Contracts” to this appendix;
- (c) the annual reports of the Company for each of the two financial years ended 31 December 2012 and 2013;

- (d) the 2014 interim report of the Company for the six months ended 30 June 2014;
- (e) the independent reporting accountants' assurance report on the compilation of pro forma financial information of the Group, the text of which is set out in appendix II to the Prospectus;
- (f) the letter from the Board the text of which is set out on pages 13 to 44 to the Prospectus;
- (g) the written consent of the expert referred to in the section headed "Expert and Consent" in this appendix; and
- (h) the Prospectus Documents.