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**WINOX**

**Winox Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 6838)**

**ANNOUNCEMENT  
PURSUANT TO RULE 13.18 OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

On 24 November 2015, the Borrower entered into the Facility issued by the Lender. Pursuant to the Facility, it would be an event of default if Mr. Yiu and his family hold less than 50% of the issued shares of the Company at any time.

This announcement is made by Winox Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Director**”) of the Company announces that on 24 November 2015, Winox Enterprise Company Limited, an indirect wholly-owned subsidiary of the Company, as borrower (the “**Borrower**”) and a financial institution as lender (the “**Lender**”) entered into a letter of banking facility issued by the Lender for a term loan of up to HKD70 million (the “**Facility**”). The Facility was divided into 2 tranches: (i) a term loan at the principal amount of up to HKD35 million which is available for drawdown on or before 31 December 2015; and (ii) a term loan at the principal amount of up to HKD35 million which is available for drawdown on or before 31 March 2016. The committed period of the Facility is 22 months from the date of the first drawdown (the “**Committed Period**”), and after the Committed Period, the Facility is repayable on demand. The principal sum of the Facility is repayable by 20 equal quarterly instalments commencing 3 months after drawdown (or the date of the first drawdown if there is more than one). The Facility will be utilised to finance the capital expenditure requirement of the Group.

Pursuant to the Facility, it would be an event of default if Mr. Yiu Hon Ming (“**Mr. Yiu**”) (being the controlling shareholder of the Company, an executive Director, chairman of the Board and managing director of the Company) and his family hold less than 50% of the issued shares of the Company at any time.

As at the date of this announcement,

1. Mr. Yiu and Ms. Law Wai Ping (“**Ms. Law**”) (being an executive Director and wife of Mr. Yiu) are legally and beneficially interested in 60% and 40% respectively of the entire issued share capital of Ming Fung Holdings (Hong Kong) Limited, which in turn has an interest of approximately 95.45% of the entire issued share capital of Ming Fung Investment Limited, which in turn is directly interested in 330,000,000 shares of the Company, representing 66% of the entire issued share capital of the Company; and
2. Ms. Law is directly and beneficially interested in 1,700,000 shares of the Company, representing approximately 0.34% of the entire issued share capital of the Company.

The occurrence of the aforesaid event of default would render any commitments of the Lender under the Facility to be terminated and/or all outstanding amounts together with interests accrued thereon and all other sums payable under the Facility become immediately due and repayable.

The Company will comply with the continuing disclosure requirements pursuant to Rule 13.21 of the Listing Rules for including the information about the above specific performance covenants in its subsequent interim and annual reports so long as the circumstances giving rise to the disclosure obligation continues to exist.

By Order of the Board  
**Yiu Hon Ming**  
*Chairman and Managing Director*

Hong Kong 24 November 2015

*As at the date of this announcement, the Board comprises (a) five executive Directors, namely, Mr. Yiu Hon Ming, Ms. Law Wai Ping, Mr. Chau Kam Wing Donald, Mr. Li Chin Keung and Ms. Yiu Ho Ting; (b) one non-executive Director, namely, Mr. Au Wai Ming; and (c) three independent non-executive Directors, namely, Mr. Carson Wen, Professor Wong Lung Tak Patrick and Mr. Wu Ming Lam.*