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*Unless otherwise defined, terms and expressions in this announcement shall have the same meanings as those defined in the prospectus dated 30 November 2015 (the “**Prospectus**”) issued by Great Water Holdings Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



**GREAT WATER
GREAT WATER HOLDINGS LIMITED**

建禹集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares : 75,000,000 Placing Shares

**Placing Price : HK\$0.96 per Placing Share plus brokerage
of 1%, SFC transaction levy of 0.0027%
and Stock Exchange trading fee of
0.005% (payable in full on application
and subject to refund)**

Nominal value : HK\$0.01 per Share

Stock code : 8196

Sole Sponsor, Sole Bookrunner and Sole Lead Manager



Shenwan Hongyuan Capital (H.K.) Limited

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance are available, for information purposes only, from 4:00 p.m. to 5:00 p.m. on Monday, 30 November 2015 and from 9:00 a.m. to 5:00 p.m. during business days from Tuesday, 1 December 2015 to Friday, 4 December 2015 (both dates inclusive) at the offices of:

- Shenwan Hongyuan Capital (H.K.) Limited at Level 19, 28 Hennessy Road, Hong Kong; and
- China Times Securities Limited at Room 503, 5/F, The Sun's Group Centre, 200 Gloucester Road, Hong Kong.

Pursuant to the Underwriting Agreement, the Company is offering 75,000,000 Placing Shares for subscription by way of Placing at the Placing Price, in aggregate representing 25% of the issued share capital of the Company upon completion of the Placing, subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company, will conditionally place 75,000,000 Placing Shares at the Placing Price to selected professional, institutional and other investors in Hong Kong.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus.

The Placing is conditional upon the fulfillment of the conditions as set out in the paragraph headed "Conditions of the Placing" in the section headed "Structure and Conditions of the Placing" in the Prospectus. In the event that the conditions of the Placing as mentioned in the Prospectus are not fulfilled or (where applicable) waived pursuant to the terms of the Underwriting Agreement prior to the date specified in the Prospectus, the Placing will not proceed, the subscription and purchase money received will be returned to the places without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.greatwater.com.cn on the next day following such lapse.

The Placing Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreement. Prospective investors of the Placing Shares should note that the Sole Lead Manager (for itself and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement with immediate effect by giving notice in writing to the Company upon the occurrence of any events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Wednesday, 9 December 2015.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus on GEM, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect

from the Listing Date or, under contingent situation, on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price is fixed at HK\$0.96 per Placing Share. The Company will not issue temporary documents of title in respect of the Placing Shares. No receipt will be issued for sums paid on application. All Share certificates will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

The announcement of the level of indications of interest in the Placing will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.greatwater.com.cn on or before Tuesday, 8 December 2015.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 9 December 2015. Shares will be traded in board lots of 4,000 Shares. The GEM stock code for the Shares is 8196.

By order of the Board
Great Water Holdings Limited
建禹集團控股有限公司
Xie Yang
Chairman and Executive Director

Hong Kong, 30 November 2015

As at the date of this announcement, the executive Directors are Mr. Xie Yang and Mr. He Xuan Xi; the non-executive Directors are Mr. Song Xiao Xing and Ms. Gong Lan Lan and the independent non-executive Directors are Mr. Ha Cheng Yong, Mr. Tse Chi Wai and Ms. Bai Shuang.

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

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.greatwater.com.cn.