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*Reference is made to the prospectus of the Company dated 30 November 2015 (the “Prospectus”). Unless the context otherwise requires, terms and expressions used herein shall have the same meanings as defined in the Prospectus.*

*This announcement is for information purpose 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 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**

- The Placing Price is HK\$0.96 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.96 per Placing Share, the net proceeds to be received by the Company from the Placing of the Placing Shares (after deducting the underwriting commission and total listing expenses (i.e. HK\$23.3 million in total)) are estimated to be approximately HK\$48.7 million. The Company intends to apply such net proceeds of the Placing in a manner set out in the paragraph headed “Placing Price and Use of Proceeds” below.
- The 75,000,000 Placing Shares offered by the Company under the Placing have been moderately oversubscribed and have been conditionally allocated to a total of 133 institutional, professional and other investors in Hong Kong.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing. The Directors also confirm that there will not be any new substantial shareholder within the meaning of the GEM Listing Rules immediately after completion of the Placing.
- The Directors further confirm that, immediately after completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.
- 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 each. The stock code of the Shares is 8196.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PLACING PRICE AND USE OF PROCEEDS**

The Placing Price is HK\$0.96 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing of the Placing Shares (after deducting the underwriting commission and total listing expenses (i.e. HK\$23.3 million in total)) are estimated to be approximately HK\$48.7 million. It is intended that the net proceeds will be applied as follows:

- approximately 36.1% of the total estimated net proceeds, or approximately HK\$17.6 million, will be used to fund the working capital for the Group's EPC projects;
- approximately 29.6% of the total estimated net proceeds, or approximately HK\$14.4 million, will be used to strengthen the market position of the Group;
- approximately 24.9% of the total estimated net proceeds, or approximately HK\$12.1 million, will be used to enhance the Group's research and development capabilities;
- approximately 5.3% of the total estimated net proceeds, or approximately HK\$2.6 million, will be used to expand the Group's soil remediation project business; and
- approximately 4.1% of the total estimated net proceeds, or approximately HK\$2.0 million, will be used to upgrade the Group's qualifications in construction and design engineering.

Further details are set out in the section headed "Statement of Business Objectives and Use of Proceeds" in the Prospectus.

## **LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 75,000,000 Placing Shares offered by the Company under the Placing have been moderately oversubscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 75,000,000 Placing Shares have been conditionally allocated to a total of 133 institutional, professional and other investors in Hong Kong. The distribution of the Placing Shares is set out as follows:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Approximate percentage of the total number of the Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing</b>
Top placee	6,000,000	8.00%	2.00%
Top 5 placees	26,000,000	34.67%	8.67%
Top 10 placees	46,048,000	61.40%	15.35%
Top 25 placees	72,060,000	96.08%	24.02%
<b>Number of Placing Shares allocated</b>			<b>Number of placees</b>
4,000 to 100,000			106
100,001 to 1,000,000			9
1,000,001 to 5,000,000			17
5,000,001 and above			<u>1</u>
<b>Total</b>			<b><u><u>133</u></u></b>

The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing. The Directors also confirm that there will not be any new substantial shareholder within the meaning of the GEM Listing Rules immediately after completion of the Placing.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at all times of the Listing and thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after the completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

## DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the 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 (i.e. Wednesday, 9 December 2015) or any other date as 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.

**No receipt will be issued for subscription monies for the Placing Shares. No temporary documents or evidence of title will be issued by the Company.**

The share certificates issued in respect of the Placing Shares are expected to be deposited into CCASS on or before Tuesday, 8 December 2015 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be).

Prospective investors of the Placing Shares should note that the Sole Sponsor (for itself and on behalf of the Underwriters) is entitled to terminate the Underwriting Agreement by notice in writing to the Company given by the Sole Sponsor (for itself and on behalf of the Underwriters), upon the occurrence of any of the events set forth in 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, i.e. Wednesday, 9 December 2015. In the event that the conditions of the Placing as mentioned therein are not fulfilled (or, where applicable, not waived) pursuant to the terms of the Underwriting Agreement prior to the date specified in the Prospectus, the Placing will lapse, the subscription and purchase monies will be returned to the applicants 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](http://www.hkexnews.hk) and the Company's website at [www.greatwater.com.cn](http://www.greatwater.com.cn) immediately following such lapse.

All share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms at any time prior to 8:00 a.m. on the Listing Date (i.e. Wednesday, 9 December 2015).

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 9 December 2015. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.greatwater.com.cn](http://www.greatwater.com.cn) accordingly. The Shares will be traded in board lots of 4,000 Shares each. The 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, 8 December 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 will remain on the "Latest Company Announcements" page of the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at [www.greatwater.com.cn](http://www.greatwater.com.cn).*