

Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated 20 March, 2012 (the “Prospectus”) issued by CW Group 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 the Shares. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, 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 this announcement.

This announcement is not for distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of securities in the United States.



CW GROUP HOLDINGS LIMITED

創興集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 162,500,000 Shares, comprising 150,000,000 new Shares to be offered by the Company and 12,500,000 Sale Shares to be offered by the Selling Shareholders (subject to the Over-allotment Option)
- Number of International Offer Shares** : 146,200,000 Shares, comprising 133,700,000 new Shares to be offered by the Company and 12,500,000 Sale Shares to be offered by the Selling Shareholders (subject to re-allocation and the Over-allotment option)
- Number of Hong Kong Offer Shares** : 16,300,000 Shares (subject to re-allocation)
- Maximum Offer Price** : HK\$1.73 per Offer Share payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%
- Nominal value** : HK\$0.01 per Share
- Stock code** : 1322

Sole Sponsor



Guotai Junan Capital Limited

Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager



Guotai Junan Securities (Hong Kong) Limited

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including any additional Shares which may be issued by the Company pursuant to the exercise of the Over-allotment Option) and any Shares which may be issued under the Share Option Scheme as described in the Prospectus. In the event the Over-allotment Option is exercised, an announcement will be made by the Company.

The Company is initially offering 16,300,000 Hong Kong Offer Shares (subject to re-allocation) under the Hong Kong Public Offering; and the Company and the Selling Shareholders are initially offering 146,200,000 International Offer Shares in aggregate, comprising 133,700,000 new Shares initially offered by the Company for subscription and 12,500,000 Sale Shares offered by the Selling Shareholders for purchase (subject to re-allocation and the Over-allotment Option) under the International Offering, at the Offer Price, representing approximately 10% and 90% of the total number of Offer Shares initially available under the Global Offering respectively. The allocation of the Shares between the Hong Kong Public Offering and the International Offering is subject to re-allocation as stated in the section headed “Structure of the Global Offering – The Hong Kong Public Offering” in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Sole Global Coordinator on behalf of the International Underwriters. Pursuant to the Over-Allotment Option, the Sole Global Coordinator has the right, exercisable at any time from the date of the International Underwriting Agreement until 30 days after the last date for the lodging of applications under the Hong Kong Public Offering, to require the Company to issue and allot up to 24,375,000 additional Offer Shares (representing approximately 15% of the Offer Shares initially available under the Global Offering), at the Offer Price to cover, among other things, over-allocations in the International Offering, if any.

APPLICATIONS FOR THE HONG KONG OFFER SHARES WILL ONLY BE CONSIDERED ON THE BASIS OF THE TERMS AND CONDITIONS OF THE PROSPECTUS AND THE RELATED APPLICATION FORMS.

Applicants who would like the allotted Hong Kong Offer Shares to be issued in their own names should either: (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk via the **HK eIPO White Form** service. Applicants who would like the allotted Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either: (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 20 March, 2012 until 12:00 noon on Friday, 23 March, 2012 at:

(i) any of the following addresses of the Hong Kong Underwriters:

1. Guotai Junan Securities (Hong Kong) Limited

27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong

2. Ample Orient Capital Limited

Unit A, 14/F, Two Chinachem Plaza, 135 Des Voeus Road Central, Hong Kong

3. Astrum Capital Management Limited

Room 1807, West Tower, Shun Tak Centre, 168 Connaught Road Central, Hong Kong

4. Ever-Long Securities Company Limited

18th Floor, Dah Sing Life Building, 99-105 Des Voeux Road Central, Hong Kong

5. Hong Kong International Securities Limited

23rd Floor, Arion Commercial Centre, 2-12 Queen's Road West, Hong Kong

6. Kingsway Financial Services Group Limited

5/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong

7. Oriental Patron Securities Limited

27/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong

8. South China Securities Limited

28/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong

(ii) any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

District	Branch	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
Kowloon	Kwun Tong Hoi Yuen Road	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong, Kowloon
	Tsimshatsui Branch	G/F, 10 Granville Road, Tsimshatsui
	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
	68 Nathan Road Branch	Basement, Shop B1, G/F Golden Crown Court, 66-70 Nathan Road, Tsimshatsui
New Territories	Tuen Mun Town Plaza Branch	Shop No. G047 – G052, Tuen Mun Town Plaza Phase I, Tuen Mun
	New Town Plaza Branch	Shop 215, 222 & 223, Phase 1, New Town Plaza, Shatin
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained:

- (i) during normal business hours from 9:00 a.m. on Tuesday, 20 March, 2012 until 12:00 noon on Friday, 23 March, 2012 at

The Depository Counter of HKSCC
2nd Floor, Infinitus Plaza
199 Des Voeux Road Central
Hong Kong

- (ii) from your stock broker who may have the Prospectus and the **YELLOW** Application Forms available.

Applicants applying by **HK eIPO White Form** may submit applications to the **HK eIPO White Form** Service Provider through the designated website **www.hkeipo.hk** from 9:00 a.m. on Tuesday, 20 March, 2012 until 11:30 a.m. on Friday, 23 March, 2012 or such later time as described under the sub-section headed “How to Apply for Hong Kong Offer Shares – Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input electronic application instructions from 9:00 a.m. on Tuesday, 20 March, 2012 until 12:00 noon on Friday, 23 March, 2012.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of applications in the Hong Kong Public Offering, the basis of allocations under the Hong Kong Offer Shares and the level of indications of interest in the International Offering on Wednesday, 28 March, 2012 in The Standard (in English), Hong Kong Economic Journal (in Chinese), on the website of the Company (www.cwgroup-int.com) and on the Stock Exchange’s website (www.hkexnews.hk).

The results of allocations of the Hong Kong Public Offering, and the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants and the number of Hong Kong Offer Shares successfully applied for will be made available in the manner described in the section head “How to Apply for Hong Kong Offer Shares – Publication of Results” in the Prospectus on Wednesday, 28 March, 2012.

The Company will not issue temporary documents of title. No receipt will be issued for application monies paid.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, 29 March, 2012, dealing in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 29 March, 2012. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Company is 1322.

By order of the Board
CW Group Holdings Limited
Wong Koon Lup
Chairman

Hong Kong, 20 March, 2012

As at the date of this announcement, the executive Directors are Mr. Wong Koon Lup, Mr. Lim Chwee Heng and Mr. Wong Mun Sum; and the independent non-executive Directors are Mr. Kuan Cheng Tuck, Mr. Ong Su Aun, Jeffrey (Wang Ci' An, Jeffrey) and Mr. Chan Hon Chung Johnny.

Please also refer to the published version of this announcement in The Standard (in English) and Hong Kong Economic Journal (in Chinese).