

香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本公告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表明概不就因本公告全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

除另有界定者外，本公告所用詞彙與環宇物流(亞洲)控股有限公司(「本公司」)日期為二零一五年十二月二十二日的招股章程(「招股章程」)所界定者具有相同涵義。

本公告僅供參考，並不構成收購、購買或認購本公司證券的邀請或要約。潛在投資者在決定是否投資所提呈發售的配售股份前，務請細閱招股章程所載有關下文所述配售的詳情。

WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

環宇物流(亞洲)控股有限公司

(於開曼群島註冊成立的有限公司)

以配售方式
於香港聯合交易所有限公司
創業板上市

配售股份數目 : 120,000,000股配售股份
配售價 : 每股配售股份0.5港元
(須於申請時繳足，另加1%
經紀佣金、0.0027%證監會交易
徵費及0.005%聯交所交易費)
面值 : 每股股份0.01港元
股份代號 : 8012

獨家保薦人

 金融有限公司
OCTAL Capital Limited

聯席牽頭經辦人及聯席賬簿管理人

 金融有限公司
OCTAL Capital Limited


美高證券有限公司
METRO CAPITAL SECURITIES LTD

- 配售價為每股股份0.50港元(不包括1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。本公司將收取的配售所得款項淨額(扣除包銷佣金及相關開支後)估計將約為42,400,000港元。董事擬根據下文「配售價及所得款項用途」一段所載用途動用配售所得款項淨額。
- 發售量調整權並無獲聯席牽頭經辦人行使，且已告失效。
- 本公司根據配售提呈發售的120,000,000股股份已獲輕微超額認購。
- 根據配售，120,000,000股股份已有條件地分配予合共183名經選定專業、機構及其他投資者。
- 董事確認，就彼等所深知及確信，配售項下的所有承配人均獨立於本公司以及本公司或其任何附屬公司的任何董事、主要行政人員、控股股東、主要股東或高持股量股東(定義見創業板上市規則)及彼等各自的緊密聯繫人士，且與彼等概無關連，亦並非創業板上市規則第10.12(4)條所指的任何人士或一組人士或前述人士的任何代名人，而承配人認購的股份概無獲本公司或其任何附屬公司的董事、主要行政人員、控股股東或主要股東或彼等任何一方的緊密聯繫人士直接或間接提供資金，且概無承配人慣常接受本公司或其任何附屬公司的董事、主要行政人員、控股股東或主要股東或彼等任何一方的緊密聯繫人士的指示就以其名義登記或由其以其他方式持有的股份進行收購、出售、投票或其他處置。概無承配人將以個人身份於緊隨資本化發行及配售完成後獲配售超過本公司經擴大已發行股本的10%。董事確認，緊隨資本化發行及配售完成後，本公司不會有任何新主要股東(定義見創業板上市規則)。
- 董事確認，緊隨資本化發行及配售完成後，本公司將遵守創業板上市規則第11.23(7)條及第11.23(8)條項下的公眾持股量規定，即本公司的公眾持股量將為本公司經擴大已發行股本的25%，而於上市時，三名最大的公眾股東將不會實益擁有股份公眾持股量逾50%。

- 預期股份將於二零一五年十二月二十九日(星期二)上午九時正(香港時間)開始於創業板買賣。股份將以每手8,000股股份為買賣單位進行買賣。股份的股份代號為8012。
- 投資者務請注意，股東集中可能影響股份的流通性。因此，股東及潛在投資者於買賣股份時務請審慎行事。

配售價及所得款項用途

配售價為每股股份0.50港元(不包括1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。本公司將收取的配售所得款項淨額(扣除包銷佣金及相關開支後)估計將約為42,400,000港元。董事擬將配售所得款項淨額用作以下用途：

- 估計所得款項淨額中約19,000,000港元，相當於約44.8%，將用作擴充本集團的服務範圍，以涵蓋冷鏈物流服務；
- 估計所得款項淨額中約3,200,000港元，相當於約7.5%，將用作加強本集團的銷售及營銷力度；
- 估計所得款項淨額中約2,100,000港元，相當於約5.0%，將用作進一步增強本集團的資訊科技系統；
- 估計所得款項淨額中約2,100,000港元，相當於約5.0%，將用作吸引及留聘具才幹及富經驗的員工；
- 估計所得款項淨額中約12,000,000港元，相當於約28.3%，將用作償還將於二零一五年十二月從財務機構提取的部分銀行貸款。此筆銀行貸款已用作結付本集團於二零一五年十月三十一日為數約18,000,000港元的應付董事款項(即派付予股東的股息)及增強本集團的一般營運資金。不論應付的利息，採用銀行貸款的原因主要是對本集團的現金流量提供靈活彈性。該筆貸款的年利率為2.25%另加三個月香港銀行同業拆息，並將於二零一七年六月到期；及
- 估計所得款項淨額中約4,000,000港元，相當於約9.4%，將用作一般營運資金。

配售的踴躍程度及發售量調整權失效

本公司根據配售提呈發售的120,000,000股股份已獲輕微超額認購。

於本公告日期，發售量調整權並無獲聯席牽頭經辦人行使，且已告失效。

分配結果

根據配售，120,000,000股配售股份已有條件地分配予合共183名經選定專業、機構及其他投資者。配售股份的分佈載列如下：

	獲分配配售 股份總數	佔獲分配配售股份 總數的概約百分比	佔緊隨資本化 發行及配售完成後 本公司經擴大已發 行股本的概約股權 百分比
最大承配人	17,400,000	14.5%	3.6%
5大承配人	53,520,000	44.6%	11.2%
10大承配人	83,096,000	69.2%	17.3%
25大承配人	111,896,000	93.2%	23.3%
獲分配配售股份數目			承配人數目
8,000股至100,000股			142
100,001股至1,000,000股			19
1,000,001股至5,000,000股			12
5,000,001股及以上			10
總計			183

董事確認，就彼等所深知及確信，配售項下的所有承配人均獨立於本公司以及本公司或其任何附屬公司的任何董事、主要行政人員、控股股東、主要股東或高持股量股東(定義見創業板上市規則)及彼等各自的緊密聯繫人士，且與彼等概無關連，亦並非創業板上市規則第10.12(4)條所指的任何人士或一組人士或前述人士的任何代名人，而承配人認購的股份概無獲本公司或其任何附屬公司的董事、主要行政人員、控股股東或主要股東或彼等任何一方的緊密聯繫人士直接或間接提供資金，且概無承配人慣常接受本公司或其任何附屬公司的董事、主要行政人員、控股股東或主要股東或彼等任何一方的緊密聯繫人士的指示就以其名義登記或由其以其他方式持有的股份進行收購、出售、投票或其他處置。概無承配人將以個人身份於緊隨資本化發行及配售完成後獲配售超過本公司經擴大已發行股本的10%。董事確認，緊隨資本化發行及配售完成後，本公司不會有任何新主要股東(定義見創業板上市規則)。

投資者務請注意，股東集中可能影響股份的流通性。因此，股東及潛在投資者於買賣股份時務請審慎行事。

最低公眾持股量規定

根據創業板上市規則第11.23(7)條，於上市時及其後一切時間內，本公司須維持公眾持股量不少於其已發行股本總額的25%。根據創業板上市規則第11.23(8)條，於上市時，三名最大的公眾股東不得實益擁有股份公眾持股量逾50%。董事確認，緊隨資本化發行及配售完成後，本公司將遵守創業板上市規則第11.23(7)條及第11.23(8)條項下的公眾持股量規定，即本公司的公眾持股量將為本公司經擴大已發行股本的25%，而於上市時，三名最大的公眾股東將不會實益擁有股份公眾持股量逾50%。

股票存入中央結算系統

待股份獲批准於創業板上市及買賣以及本公司符合香港結算的證券收納規定後，股份將獲香港結算接納為合資格證券，可從上市日期(預期為二零一五年十二月二十九日(星期二))或香港結算決定的其他日期起，在中央結算系統內寄存、結算及交收。

聯交所參與者之間的交易須於任何交易日後第二個營業日在中央結算系統內進行交收。中央結算系統下的所有活動均須遵守不時生效的中央結算系統一般規則及中央結算系統運作程序規則。

本公司已就股份納入中央結算系統作出一切必要安排。

本公司將不會就繳付的任何申請股款發出收據，亦不會發出任何臨時所有權文件。

就配售股份發行的股票將於二零一五年十二月二十八日(星期一)及二零一五年十二月二十九日(星期二)或前後存入中央結算系統，以寄存於聯席賬簿管理人(亦以其包銷商身份)、承配人或彼等各自的代理(視情況而定)指定的有關中央結算系統參與者的股份戶口。配售股份的準投資者務須注意，倘於上市日期(預期為二零一五年十二月二十九日(星期二))上午八時正(香港時間)前任何時間發生招股章程「包銷—終止理由」一節所載的任何事件，則聯席賬簿管理人(亦以其包銷商身份)有權向本公司發出書面通知終止彼等於包銷協議項下的責任。該等事件包括但不限於任何天災、戰爭、暴動、公眾騷亂、民眾暴動、火災、水災、海嘯、爆炸、疫症、恐怖活動、罷工或停工、自然災難或爆發傳染病。倘包銷協議並未能成為無條件或根據其條款及條件獲終止，配售將告失效，而本公司隨後會向配售申請人退還全數已收款項(不計利息)，且即時通知聯交所。緊隨配售失效後，本公司將於聯交所網站(www.hkexnews.hk)及本公司網站(www.world-linkasia.com)刊發配售失效的通知。所有股票將僅在配售於各方面成為無條件及包銷協議於上市日期(預期為二零一五年十二月二十九日(星期二))上午八時正之前並無根據其條款終止的情況下，方可成為有效所有權憑證。

開始買賣

預期股份將於二零一五年十二月二十九日(星期二)上午九時正(香港時間)開始於創業板買賣。

預期時間表如有任何變動，本公司將即時於聯交所網站(www.hkexnews.hk)及本公司網站(www.world-linkasia.com)刊發公告。股份將以每手8,000股股份為買賣單位買賣。股份的股份代號為8012。

承董事會命
環宇物流(亞洲)控股有限公司
主席
楊廣發

香港，二零一五年十二月二十八日

於本公告日期，執行董事為楊廣發先生、李鑑雄先生及陸有志先生；而獨立非執行董事為潘家利先生、任嘉裕女士及侯思明先生。

本公告載有遵照創業板上市規則而提供有關本公司資料的詳情，而董事願就本公告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本公告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分，亦概無遺漏任何其他事宜致使本公告所載任何陳述或本公告產生誤導。

本公告及招股章程文本將由刊登日期起最少7天於聯交所網站(www.hkexnews.hk)及就本公告而言，於「最新公司公告」網頁刊載。本公告及招股章程文本亦將於本公司網站(www.world-linkasia.com)刊載。

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Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 22 December 2015 (the “Prospectus”) of World-Link Logistics (Asia) Holding Limited (the “Company”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for 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.

WORLD-LINK LOGISTICS (ASIA) HOLDING LIMITED

環宇物流(亞洲)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 : 120,000,000 Placing Shares
Placing Price : HK\$0.5 per Placing Share
**(payable in full upon application,
plus brokerage fee of 1%,
SFC transaction levy of 0.0027% and
Stock Exchange trading fee of
0.005%)**
Nominal Value : HK\$0.01 per Share
Stock Code : 8012

Sole Sponsor

 **金融有限公司**
OCTAL Capital Limited

Joint Lead Managers and Joint Bookrunners

 **金融有限公司**
OCTAL Capital Limited


美高證券有限公司
METRO CAPITAL SECURITIES LTD

- The Placing Price is HK\$0.50 per Share (excluding brokerage fee of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%). The net proceeds from the Placing to be received by the Company, after deducting the underwriting commission and related expenses, are estimated to be approximately HK\$42.4 million. The Directors intend to apply the net proceeds from the Placing in accordance with the purposes set forth in the paragraph headed “Placing Price and use of proceeds” below.
- The Offer Size Adjustment Option has not been exercised by the Joint Lead Managers and has lapsed.
- The 120,000,000 Shares offered by the Company under the Placing have been slightly over-subscribed.
- Pursuant to the Placing, 120,000,000 Shares have been conditionally allocated to a total of 183 selected professional, institutional and other investors.
- The Directors confirm that, to the best of their knowledge and belief, all places 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, and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the places has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the places is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing within the meaning of the GEM Listing Rules.
- The Directors confirm that immediately after completion of the Capitalisation Issue and the Placing, the Company will comply with the public float requirements under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules that 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 beneficially 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 Tuesday, 29 December 2015. Shares will be traded in board lots of 8,000 Shares each. The Stock code for the Share is 8012.
- **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\$0.50 per Share (excluding brokerage fee of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%). The net proceeds from the Placing to be received by the Company, after deducting the underwriting commission and related expenses, are estimated to be approximately HK\$42.4 million. The Directors intend to apply the net proceeds from the Placing for the following purposes:

- approximately HK\$19.0 million, representing approximately 44.8% of the estimated net proceeds, for expanding the scope of the Group's services to cover cold chain logistics services;
- approximately HK\$3.2 million, representing approximately 7.5% of the estimated net proceeds, for enhancing the Group's sales and marketing effort;
- approximately HK\$2.1 million, representing approximately 5.0% of the estimated net proceeds, for further strengthening the Group's information technology systems;
- approximately HK\$2.1 million, representing approximately 5.0% of the estimated net proceeds, for attracting and retaining talented and experienced personnel;
- approximately HK\$12.0 million, representing approximately 28.3% of the estimated net proceeds, for the repayment of parts of the bank loan to be drawn down from a financial institution in December 2015. The bank loan was used to settle the Group's amounts due to directors of approximately HK\$18.0 million as at 31 October 2015, which represented the dividends paid to the shareholders, and to strengthen the Group's general working capital. The reason for using bank loan, notwithstanding that interest will be payable, is mainly to provide flexibility on the cash flow of the Group. The interest rates of the loan are 2.25% plus 3 months HIBOR per annum and will mature in June 2017; and
- approximately HK\$4.0 million, representing approximately 9.4% of the estimated net proceeds, for general working capital.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING AND THE LAPSE OF OFFER SIZE ADJUSTMENT OPTION

The 120,000,000 Shares offered by the Company under the Placing have been slightly over-subscribed.

As at the date of this announcement, the Offer Size Adjustment Option has not been exercised by the Joint Lead Managers and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 120,000,000 Placing Shares have been conditionally allocated to a total of 183 selected professional, institutional and other investors. The distribution of the Placing Shares is set out below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing
Top placee	17,400,000	14.5%	3.6%
Top 5 placees	53,520,000	44.6%	11.2%
Top 10 placees	83,096,000	69.2%	17.3%
Top 25 placees	111,896,000	93.2%	23.3%

Number of Placing Shares allocated	Number of places
8,000 to 100,000	142
100,001 to 1,000,000	19
1,000,001 to 5,000,000	12
5,000,001 and above	10
Total	183

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, and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the placees has been financed directly or indirectly by a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them, and none of the placees is accustomed to taking instructions from a Director, chief executive, Controlling Shareholder or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing within the meaning of the GEM Listing Rules.

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 at least 25% of its total issued share capital at the time of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be beneficially owned by the three largest public Shareholders. The Directors confirm that immediately after completion of the Capitalisation Issue and the Placing, the Company will comply with the public float requirements under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules that 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 beneficially 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 by the Company 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, which is expected to be on Tuesday, 29 December 2015, or such 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 any application monies paid. The Company will not issue any temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on or about Monday, 28 December 2015 and Tuesday, 29 December 2015 for credit to the relevant CCASS Participants' stock accounts designated by the Joint Bookrunners (also in its capacity as the Underwriter), the placees or their respective agents (as the case may be). Prospective investors of the Placing Shares should note that the Joint Bookrunners (also in its capacity as the Underwriter) are entitled to terminate their obligations under the Underwriting Agreement by giving written notice to the Company upon the occurrence of any of the events set forth under the section headed "Underwriting — Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be on Tuesday, 29 December 2015. Such events include, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, terrorism, strike or lock-out, natural disaster or outbreak of infectious diseases. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms and conditions, the Placing shall lapse and thereafter, all money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.world-linkasia.com immediately following such lapse. All share certificates 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 prior to 8:00 a.m. on the Listing Date, which is expected to be on Tuesday, 29 December 2015.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Tuesday, 29 December 2015.

If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.world-linkasia.com. Shares will be traded in board lots of 8,000 Shares each. The stock code for the Shares is 8012.

By order of the Board of
World-Link Logistics (Asia) Holding Limited
Yeung Kwong Fat
Chairman

Hong Kong, 28 December 2015

As at the date of this announcement, the executive Directors are Mr. Yeung Kwong Fat, Mr. Lee Kam Hung and Mr. Luk Yau Chi Desmond; and the independent non-executive Directors are Mr. Poon Ka Lee Barry, Ms. Yam Ka Yue and Mr. How Sze Ming.

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.world-linkasia.com.