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**IWS Group Holdings Limited**  
**國際永勝集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8441)**

**INSIDE INFORMATION**  
**PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER**

**Placing Agents**



This announcement is made by IWS Group Holdings Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

**PLACING OF EXISTING SHARES**

On 12 November 2021, the board of directors of the Company (“**Board**”) has been informed by the controlling shareholder (as defined in the GEM Listing Rules) of the Company, IWS Group Holdings Limited (“**Vendor**”), that the Vendor has entered into an agreement (the “**Placing Agreement**”) with TD King Capital Limited and DL Securities (HK) Limited (the “**Placing Agents**”), pursuant to which the Vendor has agreed to sell and the Placing Agents have agreed, on a best efforts basis, to procure not less than six places (the “**Places**”) to purchase 40,000,000 existing shares (the “**Placing Shares**”) of the Company, representing 5.0% of the total issued share capital of the Company as at the date of this announcement, held by the Vendor to the Places who are independent of and not connected with the Company or the Vendor (“**Placing**”).

If the Placing Agents are unable to procure sufficient number of Placees to purchase all of the Placing Shares on the terms and conditions set out in the Placing Agreement by 19 November 2021 (or such later date as the Vendor and the Placing Agents may agree in writing), the Placing Agreement will lapse and the Placing will not proceed.

## **SHAREHOLDING CHANGE IN THE COMPANY**

Immediately before completion of the Placing (assuming the issued share capital of the Company as at the date of this announcement remains unchanged up to then), the Vendor, which is ultimately owned as to 33.33% by Mr. Ma Kiu Sang (“**Mr. KS Ma**”) through Morewood Asset Holdings Limited (“**Morewood**”), 33.33% by Mr. Ma Kiu Mo (“**Mr. KM Ma**”) through Mandarin Asset Holdings Limited (“**Mandarin**”) and 33.33% by Mr. Ma Kiu Man Vince (“**Mr. Vince Ma**”) through Cambridge Investment (BVI) Limited (“**Cambridge**”), each of whom is an executive director of the Company, is interested in 600,000,000 shares of the Company, representing 75.0% of the total issued share capital of the Company. Pursuant to the Deed of AIC Confirmation dated 28 May 2018 executed by Mr. Ma Ah Muk, Mr. KS Ma, Mr. KM Ma and Mr. Vince Ma, Mr. Ma Ah Muk is deemed to be interested in all the shares of the Company held by Mr. KS Ma, Mr. KM Ma and Mr. Vince Ma through Morewood, Mandarin and Cambridge, respectively.

Immediately after completion of the Placing, the Vendor will own 560,000,000 shares of the Company, representing 70.0% of the total issued share capital of the Company as at the date of this announcement, and the Vendor, Mr. Ma Ah Muk, Mr. KS Ma, Mr. KM Ma, Mr. Vince Ma, Morewood, Mandarin and Cambridge will remain as the controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**As the Placing may or may not proceed, shareholders of the Company and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By Order of the Board  
**IWS Group Holdings Limited**  
**Ma Ah Muk**  
*Executive Director and Chairman*

Hong Kong, 12 November 2021

*As at the date of this announcement, the executive directors of the Company are Mr. Ma Ah Muk, Mr. Ma Kiu Sang, Mr. Ma Kiu Mo, Mr. Ma Kiu Man, Vince and Mr. Ma Yung King, Leo; and the independent non-executive directors of the Company are Dr. Ng Ka Sing, David, Ms. Chang Wai Ha and Mr. Yau Siu Yeung.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company’s website at <http://www.iws.com.hk>.*