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Water OASIS Group

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## **WATER OASIS GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1161)

**CONDITIONAL CASH OFFER BY  
YU MING INVESTMENT MANAGEMENT LIMITED ON BEHALF OF  
WATER OASIS GROUP LIMITED  
TO BUY BACK UP TO 88,000,000 SHARES  
AT HK\$0.80 PER SHARE**

**DESPATCH OF OFFER DOCUMENT  
AND  
EXPECTED TIMETABLE OF THE OFFER**

**Financial Adviser**



YU MING INVESTMENT MANAGEMENT LIMITED  
禹銘投資管理有限公司

The Offer Document, containing, amongst others, details of the Offer, the recommendation from the Independent Board Committee to the Shareholders, the advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders and a notice of the EGM, together with the accompanying form of proxy and the Acceptance Form have been despatched to the Shareholders on 4 May 2018.

Shareholders are advised to read the Offer Document carefully, including the recommendation from the Independent Board Committee to the Shareholders and the advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders in respect of the Offer, before deciding whether or not to accept the Offer and/or to approve the ordinary resolution in connection with the Offer to be proposed at the EGM.

**As the Offer is subject to the fulfillment of all of the Conditions, it may or may not become unconditional and the Offer may or may not proceed.**

**It should be noted that dealings in the Shares will continue during the period when the Conditions remain unfulfilled. Those Shareholders selling their Shares and persons purchasing the Shares during such period will accordingly bear the risk that the Offer may not become unconditional. If any Shareholder or other person contemplating selling or purchasing any of the Shares during this period is in any doubt about his or her position, it is recommended that he or she should consult his or her professional adviser.**

References are made to the announcement of Water Oasis Group Limited (the “**Company**”) dated 13 April 2018 and the offer document of the Company dated 4 May 2018 (the “**Offer Document**”) in relation to the Offer. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Offer Document.

#### **DESPATCH OF OFFER DOCUMENT**

The Offer Document, containing, amongst others, details of the Offer, the recommendation from the Independent Board Committee to the Shareholders, the advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders and a notice of the EGM, together with the accompanying form of proxy and the Acceptance Form have been despatched to the Shareholders on 4 May 2018.

Shareholders are advised to read the Offer Document carefully, including the recommendation from the Independent Board Committee to the Shareholders and the advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders in respect of the Offer, before deciding whether or not to accept the Offer and/or to approve the ordinary resolution in connection with the Offer to be proposed at the EGM.

#### **EXPECTED TIMETABLE**

The EGM will be convened at Marina Room 1, 2/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on 25 May 2018 at 10:30 a.m. to consider and, if thought fit, approve the ordinary resolution in connection with the Offer.

The expected timetable of the Offer set out below is indicative only and may be subject to change. Any changes to the timetable will be announced by the Company:

**2018**

Despatch of the Offer Document, notice of EGM and Acceptance Form. . . . .	Friday, 4 May
Commencement date of the Offer ( <i>Note 1</i> ) . . . . .	Friday, 4 May
Latest time for lodging transfers of Shares to qualify for attendance at the EGM. . . . .	4:30 p.m. on Friday, 18 May
Latest time for lodging proxy for the EGM . . . . .	10:30 a.m. on Wednesday, 23 May
Register of Member closes (both dates inclusive) . . . . .	Monday, 21 May to Friday, 25 May
EGM . . . . .	10:30 a.m. on Friday, 25 May
First Closing Date ( <i>Note 2</i> ) . . . . .	Friday, 25 May
Latest time and date for submitting Acceptance Forms ( <i>Note 2</i> ) . . . . .	4:00 p.m. on Friday, 25 May
Announcement of results of the EGM and the results of the Offer on the First Closing Date. . . . .	not later than 7:00 p.m. on Friday, 25 May
Latest date by which the Offer can be declared unconditional to acceptance ( <i>Note 3</i> ). . . . .	Tuesday, 3 July

*Notes:*

1. The Offer is conditional on the condition set out in the paragraph headed “Conditions to the Offer” in the Offer Document. Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in Rule 17 and Rule 19.2 of the Takeovers Code.
2. The Offer must remain open for acceptance for at least 21 days following the date on which the Offer Document is posted. The latest time for acceptance will be at 4:00 p.m. on the First Closing Date unless the Offeror revises or extends the Offer in accordance with the Codes. An announcement will be issued by the Company through the website of the Stock Exchange no later than 7:00 p.m. on the First Closing Date stating the results of the Offer and whether the Offer has been revised or extended or has expired. In the event that the Offeror decides that the Offer will remain open, the announcement will state the next closing date of the Offer or that the Offer will remain open until further notice. In the latter case, at least 14 days’ notice in writing will be given, before the Offer is closed, to those Shareholders who have not accepted the Offer.

3. Pursuant to the Takeovers Code, unless with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptance after 7:00 p.m. on the 60th day after the date of the posting of the initial Offer Document.
4. Remittance for the total amounts due to Accepting Shareholders under the Offer (subject to deduction of seller's ad valorem stamp duty payable on the Shares bought back from such Accepting Shareholders) will be made by the Company within 7 Business Days after the close of the Offer.
5. All references to date and time contained in this announcement refer to Hong Kong time and dates.

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**It should be noted that dealings in the Shares will continue during the period when the Conditions remain unfulfilled. Those Shareholders selling their Shares and persons purchasing the Shares during such period will accordingly bear the risk that the Offer may not become unconditional. If any Shareholder or other person contemplating selling or purchasing any of the Shares during this period is in any doubt about his or her position, it is recommended that he or she should consult his or her professional adviser.**

By Order of the Board  
**Water Oasis Group Limited**  
**Yu Kam Shui, Erastus**  
*Executive Director*

Hong Kong, 4 May 2018

*As at the date of this announcement, the executive directors of the Company are Mr. Yu Kam Shui, Erastus, Mr. Tam Chie Sang, Ms. Yu Lai Chu, Eileen and Ms. Lai Yin Ping. The independent non-executive directors of the Company are Prof. Wong Lung Tak, Patrick, B.B.S., J.P., Mr. Wong Chun Nam, Duffy, B.B.S., J.P. and Dr. Wong Chi Keung.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.*