KINGWELL GROUP LIMITED
京 維 集 團 有 限 公 司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1195)

REVISED THE SUBSCRIPTION OF ISSUING OF UNLISED WARRANTS UNDER GENERAL MANDATE

ISSUING OF UNLISED WARRANTS UNDER GENERAL MANDATE

Refer to the announcement of Kingwell Group Limited ("the Company") on 9 May 2014 (after trading hours), the Company and six Subscribers entered into the Warrant Subscription Agreements pursuant to which the Subscribers conditionally agreed with the Company to subsbribe up to 430,000,000 Warrants. On 12 May 2014, the Company and six Subscribers agreed to reduce the subscription to 370,000,000 Warrants to fullfil the requirement of the Listing Rules 15.02.

Upon the exercise of the subscription rights attaching to the Warrants in full, a maximum of New Shares will be reduced from 430,000,000 to 370,000,000. The 370,000,000 New Share will be issued and allotted, representing approximately 16.64% of the existing issued share capital of the Company and approximately 14.27% of the issued share capital of the Company as enlarged by the issue and allotment of the New Shares.

As the Warrant Subscription Agreements may or may not complete, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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The terms and conditions are same as the announcement on 9 May 2014

Revised number of New Shares to be subscribed under the Warants

Upon the exercise of the subscription right attaching to the Warrants in full, a maximum of New Shares will be reduced from 430,000,000 to 370,000,000. The 370,000,000 New Share will be issued and allotted, representing approximately 16.64% of the existing issued share capital of the Company and approximately 14.27% of the issued share capital of the Company as enlarged by the issue and allotment of the New Shares.

Issuer

The Company

Subscribers	General Description	Revised no. of Warrants
Mr. Wang Bin	Businessman	90,000,000
Mr. Tse Tai Wing	Businessman	90,000,000
Ms. Zhou Jing	Investor	70,000,000
Ms. Fang Dan	Investor	50,000,000
Ms. Liu Huan	Investor	40,000,000
Mr. Sun Jian Fu	Investor	30,000,000

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) upon full exercise of subscription rights attaching to the Warrants.

	As at the date of this announcement		**Upon full exercise of subscription rights attaching to the Warrants**	
	Number of Shares	*%*	*Number of Shares*	*%*
Union Day Group Limited *(Notes 1 & 2)*	345,778,539	15.55	345.778,539	13.33
Mr. Hui Lung Hing *(Note 2)*	250,000,000	11.25	250,000,000	9.64
Mr. Yin Jia Tang (*Note 3*)	162,000,000	7.29	162,000,000	6.25
Six subscribers (*Note 4*)	0	0	370,000,000	14.27
Other public Shareholders	1,465,269,358	65.91	1,465,269,358	56.51
Total	2,223,047,897	100.00	2,593,047,897	100.00

Notes:

1. As at the date of this announcement, 345,778,539 Shares are held by Union Day Group Limited, a company incorporated in the British Virgin Islands with limited liability and is beneficially owned as to 72% by Mr. Sze Ming Yee. Mr. Sze Ming Yee is also interested in 2,000,000 share options which, upon exercise in full, will be convertible into 2,000,000 Shares.

2. Mr.Sze Ming Yee and Mr. Hui Lung Hing are Directors. As at the date of this announcement, Mr. Hui Lung Hing is also interested in 21,000,000 share options which, upon exercise in full, will be convertible into 21,000,000.

3. As at the date of this announcement, Mr. Yin Jia Tang is interested in 8,000,000 non-redeemable convertible preferred shares which are convertible into 26.666.667 conversion shares at HK$0.30 per conversion share, and also interested in 5,000,000 share options which, upon exercise in full, will be convertible into 5,000,000 Shares.

4. To the best of the Directors' knowledge, the Subscribers are the third parties independent of the Company and not connected with the Company and its connected person. Therefore, the Subscribers are treated as public Shareholders.

By Order of the Board
KINGWELL GROUP LIMITED
Hui Lung Hing
Executive Director

Hong Kong, 12 May 2014

As at the date of this announcement, the Board comprises Mr. Hui Lung Hing, Mr. Xiang Song, Mr. Sze Ming Yee, Mr. Lin Wan Xin, Ms. Xu Yue Yue and Mr. Yang Xue Jun as executive Directors, and Mr. Huang Jian Zi, Mr. Cheung Chuen and Ms. Wong Lai Wing as independent non-executive Directors.