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This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Kwan On Holdings Limited.

Sino Coronet Group Limited
華冠集團有限公司
(Incorporated in the British Virgin Islands with limited liability)

 **均安控股**
Kwan On Holdings
KWAN ON HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1559)

JOINT ANNOUNCEMENT

**DESPATCH OF THE COMPOSITE DOCUMENT RELATING
TO MANDATORY CONDITIONAL CASH OFFER
BY VMS SECURITIES LIMITED FOR AND ON BEHALF
OF SINO CORONET GROUP LIMITED TO ACQUIRE ALL
OF THE ISSUED SHARES OF
KWAN ON HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR AGREED
TO BE ACQUIRED BY SINO CORONET GROUP LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

Financial Adviser to the Offeror



Independent Financial Adviser to the IBC



Reference is made to (i) the joint announcement dated 10 September 2020 (the “**Joint Announcement**”) issued by Sino Coronet Group Limited (the “**Offeror**”) and Kwan On Holdings Limited (the “**Company**”) in relation to, among other things, the mandatory conditional cash offer by VMS Securities Limited (“**VMS Securities**”) for and on behalf of the Offeror to acquire all of the issued shares of the Company (other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it); and (ii) the composite offer and response document dated 30 September 2020 jointly issued by the Offeror and the Company (the “**Composite Document**”). Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) expected timetable in respect of the Offer, (ii) a letter from VMS Securities; (iii) a letter from the Board; (iv) a letter from the IBC; and (v) a letter from the Independent Financial Adviser, together with the related form of acceptance and transfer (the “**Form of Acceptance**”), has been despatched to the Independent Shareholders on 30 September 2020.

EXPECTED TIMETABLE

The timetable set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Company. Unless otherwise expressly stated, all references to the times and dates set out below refer to Hong Kong times and dates.

Despatch date of the Composite Document and the Form of Acceptance	Wednesday, 30 September 2020
Commencement date of the Offer (<i>Note 1</i>)	Wednesday, 30 September 2020
First Closing Date (<i>Notes 2 and 5</i>)	Wednesday, 21 October 2020
Latest time for acceptance of the Offer on the First Closing Date (<i>Notes 2 and 5</i>)	4:00 p.m. on Wednesday, 21 October 2020
Announcement of the results of the Offer as at the First Closing Date, to be posted on the websites of the Stock Exchange and the Company (<i>Notes 2 and 5</i>)	No later than 7:00 p.m. on Wednesday, 21 October 2020
Latest date for posting of remittances in respect of valid acceptances received under the Offer on or before the First Closing Date assuming the Offer becomes or is declared unconditional on the First Closing Date (<i>Notes 3 and 5</i>)	Monday, 2 November 2020

Final Closing Date assuming the Offer becomes or is declared unconditional on the First Closing Date
(Notes 4 and 5) Wednesday, 4 November 2020

Latest time for acceptance of the Offer on the Final Closing Date assuming the Offer becomes or is declared unconditional on the First Closing Date (Notes 4 and 5) 4:00 p.m. on Wednesday, 4 November 2020

Announcement of the results of the Offer as at the Final Closing Date assuming the Offer becomes or is declared unconditional on the First Closing Date, to be posted on the websites of the Stock Exchange and the Company (Note 5) No later than 7:00 p.m. on Wednesday, 4 November 2020

Latest date for posting of remittances for the amount due in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the Final Closing Date, being the latest date on which the Offer remains open for acceptances assuming the Offer becomes or is declared unconditional on the First Closing Date
(Notes 3 and 5) Friday, 13 November 2020

Latest time and date by which the Offer can become or be declared unconditional as to acceptances (Note 6). 7:00 p.m. on Monday, 30 November 2020

Notes:

1. The Offer, which is conditional, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Final Closing Date.
2. The First Closing Date is Wednesday, 21 October 2020, being 21 days from the date of posting of the Composite Document, unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Wednesday, 21 October 2020 stating whether the Offer has been revised or extended. In the event that the Offeror decides to revise or extend the Offer, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

3. Subject to the Offer becoming unconditional, remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date on which the Offer becomes or is declared unconditional and the date of receipt by the Registrar of all relevant documents which render such acceptance complete and valid, whichever is later. A Shareholder who has accepted the Offer shall be entitled to withdraw his acceptance after 21 days from the First Closing Date if the Offer has not by then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as the Offer becomes or is declared unconditional as to acceptances. Please refer to the paragraph headed "Right of withdrawal" in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.
4. In accordance with the Takeovers Code, where the Offer becomes or is declared unconditional in all respects, the Offer should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offer is closed. The Offeror has the right, subject to the Takeovers Code, to extend the Offer until such date as the Offeror may determine or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue an announcement in relation to any extension of the Offer, which will state the Final Closing Date or, if the Offer has become or is unconditional at that time, that the Offer will remain open until further notice.
5. The latest time and date for acceptance of the Offer and/or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will not take effect if there (i) is a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal in force; or (ii) exist any "extreme conditions" caused by super typhoons in Hong Kong at any time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and/or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances. Instead, the latest time for acceptance of the Offer and/or the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.
6. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the day on which the Composite Document was posted. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Offer has previously become or is declared unconditional as to acceptance, the Offer will lapse after 7:00 p.m. on Monday, 30 November 2020, unless extended with the consent of the Executive.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

THE OFFER MAY OR MAY NOT BECOME UNCONDITIONAL. INDEPENDENT SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. IF THEY ARE IN ANY DOUBT OF THEIR POSITION, THEY SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.

INDEPENDENT SHAREHOLDERS ARE STRONGLY ADVISED TO READ THE COMPOSITE DOCUMENT AND THE FORM OF ACCEPTANCE CAREFULLY, INCLUDING THE RECOMMENDATION FROM THE IBC AND THE ADVICE FROM THE INDEPENDENT FINANCIAL ADVISER, BEFORE DECIDING WHETHER OR NOT TO ACCEPT THE OFFER.

By order of the board of directors of
Sino Coronet Group Limited
Chen Zhenghua
Director

By order of the Board
Kwan On Holdings Limited
Zhang Fangbing
Director

Hong Kong, 30 September 2020

As at the date of this joint announcement, the executive Directors are Mr. Chen Zhenghua, Mr. Zhang Fangbing and Mr. Cao Lei, and the independent non-executive Directors are Professor Lam Sing Kwong, Simon, Mr. Lum Pak Sum and Mr. Gong Zhenzhi.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The sole director of the Offeror is Mr. Chen Zhenghua. The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group and the Directors) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The directors of Jiangsu Construction comprise Mr. Chen Zhenghua, Mr. Qiu Tianqing, Mr. Huang Jiancan, Mr. Wu Weidong and Ms. Zhang Jian. The directors of Jiangsu Construction jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group and the Directors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.