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Keyne 金奧国际

HK00009

KEYNE LTD

金奧國際股份有限公司\*

*(formerly known as Nine Express Limited)*

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 00009)**

## **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by the board (the “**Board**”) of directors (“**Directors**”) of Keyne Ltd. (the “**Company**”) pursuant to Rule 3.7 of The Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”).

Reference is made to the announcement of the Company dated 12 January 2021 (the “**Announcement**”) relating to the appointment (the “**Appointment**”) of joint and several receivers (the “**Receivers**”) over all the issued shares of Keyne Holdings Limited (the “**Keyne Holdings Shares**”), the controlling shareholder of the Company which holds approximately 58.10% of the issued shares in the Company (the “**Relevant Shares**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

In accordance with the Takeovers Bulletin No. 52 issued by the Securities and Futures Commission, an announcement under Rule 3.7 of the Takeovers Code is expected to be published when an independent receiver or liquidator is appointed, which may or may not ultimately lead to a change of control of the relevant offeree company and give rise to a possible offer. As disclosed in the Announcement, at this stage, the Receivers do not have instructions to (a) exercise their shareholder rights; and (b) take action to change the Board, intervene with the operation of the Company or dispose of any Keyne Holdings Shares and/or the Relevant Shares.

## **SECURITIES OF THE COMPANY**

As at the date of this announcement, the relevant securities of the Company comprise 3,568,790,629 shares of the Company and 24,711,625 share options of the Company. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Takeovers Code (as the case may be).

## **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, the offer period is deemed to commence from the date of the Announcement, being 12 January 2021. In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company (as defined in the Takeovers Code, including among others, shareholders of the Company having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) and any potential purchaser of the Keyne Holdings Shares and the Relevant Shares are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **WARNING**

**There is no assurance that the Appointment will result in a change of control and lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

By order of the Board

**KEYNE LTD**

**ZHANG LI**

*Executive Director and Chief Executive Officer*

Hong Kong, 18 January 2021

*As at the date of this announcement, the Board comprises six Directors. The executive Directors are Ms. Qian Ling Ling (Chairman), Mr. Zhang Li (Chief Executive Officer) and Mr. Xiang Junjie; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum and Mr. Chiu Sin Nang, Kenny.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement, and confirm, having made all reasonable inquiries, 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 statement in this announcement misleading.*

\* *for identification purpose only*