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Fujincheng Investment Holdings Co., Ltd

(Incorporated in the British Virgin Islands with limited liability)

LKS HOLDING GROUP LIMITED

樂嘉思控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1867)

JOINT ANNOUNCEMENT

- (1) CLOSE OF THE MANDATORY CASH OFFER BY
CHINA EVERBRIGHT CAPITAL LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL ISSUED SHARES OF
LKS HOLDING GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT);
(2) RESULTS OF THE OFFER;
(3) SETTLEMENT OF THE OFFER;
(4) PUBLIC FLOAT; AND
(5) RESIGNATION OF EXECUTIVE DIRECTORS AND
AUTHORISED REPRESENTATIVE UNDER THE LISTING RULES AND
COMPANIES ORDINANCE**

Financial Adviser to the Offeror



光大证券
EVERBRIGHT SECURITIES

China Everbright Capital Limited

Independent Financial Adviser to the Independent Board Committee



Asian Capital Limited

References are made to the announcements dated 27 April 2021, 17 May 2021 and 20 May 2021, and the composite offer and response document dated 18 May 2021 (the “**Composite Document**”), each jointly issued by Fujincheng Investment Holdings Co., Ltd and LKS Holding Group Limited in relation to, among other things, the Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 8 June 2021 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Tuesday, 8 June 2021, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror has received 1 valid acceptance in respect of a total of 50,000 Offer Shares under the Offer, representing approximately 0.004% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the 1 valid acceptance in respect of 50,000 Offer Shares and the Offer Price of HK\$0.22 per Offer Share, the total consideration of the Offer is HK\$11,000.

Remittances in respect of the cash consideration (after deducting the seller’s Hong Kong ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholder(s) accepting the Offer by ordinary post at their/ its own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of the duly completed Form of Acceptance and Transfer and all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date for posting of remittances in respect of the valid acceptance received under the Offer will be on Friday, 18 June 2021.

SHAREHOLDING STRUCTURE OF THE COMPANY

Prior to the commencement of the Offer Period (which commenced on 27 April 2021), the Offeror and parties acting in concert with it did not hold, own, have control or direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately following the Completion and before the commencement of the Offer, the Offeror was interested in a total of 807,000,000 Shares, representing 72.054% of the total issued share capital of the Company.

Immediately following the close of the Offer, taking into account the 1 valid acceptance in respect of a total of 50,000 Offer Shares under the Offer, representing approximately 0.004% of the entire issued share capital of the Company as at the date of this joint announcement, and subject to the due registration by the Registrar of the transfer of the Offer Shares, the Offeror is interested in an aggregate of 807,050,000 Shares, representing approximately 72.058% of the entire issued share capital of the Company as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately following the Completion and before the commencement of the Offer; and (ii) immediately following the close of the Offer (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

| Shareholders | Immediately following the Completion and before the commencement of the Offer | | Immediately following the close of the Offer (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement | |
|--|---|------------------------|---|------------------------|
| | <i>Percentage of</i> | | <i>Percentage of</i> | |
| | <i>Numbers of</i> | <i>approximate</i> | <i>Numbers of</i> | <i>approximate</i> |
| | <i>Shares held</i> | <i>shareholding</i> | <i>Shares held</i> | <i>shareholding</i> |
| Offeror and Offeror Concert Parties | | | | |
| Offeror | 807,000,000 | 72.054% | 807,050,000 | 72.058% |
| Public Shareholders | 313,000,000 | 27.946% | 312,950,000 | 27.942% |
| Total: | <u>1,120,000,000</u> | <u>100.000%</u> | <u>1,120,000,000</u> | <u>100.000%</u> |

Save as disclosed above, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any Shares or rights over Shares before the commencement of the Offer Period; nor (ii) had acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; nor (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

PUBLIC FLOAT OF THE COMPANY

Immediately upon the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer to the Offeror of the Offer Shares in respect of which the valid acceptance was received, 312,950,000 Shares, representing approximately 27.942% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company satisfies the minimum public float requirement set out under Rule 8.08(1)(a) of the Listing Rules.

RESIGNATION OF DIRECTORS

Reference is made to the paragraph headed “Letter from China Everbright Capital-Changes to the Composition of the Board and Management of the Group-Changes to the Composition of the Board – Resignation” in the Composite Document.

The resignations of Ms. Wong and Mr. Lam as executive Directors (in respect of Ms. Wong, also including her resignation as the chairman of the Board, the chairman of the nomination committee of the Board, a member of the remuneration committee of the Board, an authorised representative of the Company under Rule 3.05 of the Listing Rules and the authorised representative of the Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Companies Ordinance**”)) have taken effect after the close of the Offer on 8 June 2021. Each of Ms. Wong and Mr. Lam has confirmed that she/he has no disagreement with the Board and there is no matter relating to her/his resignation that needs to be brought to the attention of the Shareholders.

Following the resignations of Ms. Wong and Mr. Lam from their respective positions in the Board and the relevant Board committees, Mr. Liu, an executive Director, has been re-designated as the chairman of the Board and the chief executive officer of the Company, and appointed as the chairman of the nomination committee of the Board, a member of the remuneration committee of the Board and an authorised representative of the Company under Rule 3.05 of the Listing Rules. The company secretary of the Company, Ms. Yim Sau Ping, will continue to be the authorised representative of the Company under Part 16 of the Companies Ordinance.

For and on behalf of
Fujincheng Investment Holdings Co., Ltd
Liu Zhancheng
Sole director

By order of the Board
LKS Holding Group Limited
Liu Zhancheng
Chairman and Executive Director

Hong Kong, 8 June 2021

As at the date of this joint announcement, the Board comprises Mr. Liu Zhancheng, Ms. Qin Mingyue, Ms. Wong Wan Sze and Mr. Lam Shui Wah* as executive Directors; and Mr. Ng Man Wai, Mr. Wu Wai Ki and Ms. Tsang Ngo Yin as independent non-executive Directors.*

The Directors (including Ms. Wong and Mr. Lam) jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the 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 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.

* *As disclosed in the section headed “Resignation of Directors” in this joint announcement, the respective resignations of Ms. Wong and Mr. Lam as executive Directors have taken effect after the close of the Offer on 8 June 2021.*

As at the date of this joint announcement, the sole director of the Offeror is Mr. Liu.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Company), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those 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.