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KIG Real Estate Holdings Limited KFM KINGDOM HOLDINGS LIMITED

KFM金德控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 3816)

**JOINT ANNOUNCEMENT ON
(1) COMPLETION OF MAJOR AND CONNECTED TRANSACTION IN
RELATION TO THE KPST ACQUISITION;
(2) COMPLETION OF ACQUISITION OF MF SALE SHARES
BY KIG REAL ESTATE;
AND
(3) MANDATORY UNCONDITIONAL CASH OFFER BY
HEAD & SHOULDERS SECURITIES LIMITED
ON BEHALF OF KIG REAL ESTATE
TO ACQUIRE ALL THE ISSUED SHARES IN
KFM KINGDOM HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY
KIG REAL ESTATE AND THE KIG CONCERT PARTIES)**

Offer Agent to the Offeror



Financial adviser to the Offeror



**GO Independent Financial Adviser to the GO Independent Board Committee
and the Offer Shareholders**

ALTUS CAPITAL LIMITED

References are made to the (i) joint announcement of KFM Kingdom Holdings Limited (the “**Company**”) and KIG Real Estate Holdings Limited (“**KIG Real Estate**”) dated 1 December 2023 (the “**Joint Announcement**”) in relation to, among others, the KPST Acquisition and the MF Share Sale; (ii) circular of the Company dated 15 January 2024 (the “**Circular**”) in relation to, among others, the KPST Acquisition and the MF Share Sale; and (iii) announcement of the Company dated 31 January 2024 in relation to the poll results of the EGM. Capitalised terms used herein shall have the same meanings as defined in the Joint Announcement unless otherwise specified.

KPST COMPLETION

The Board is pleased to announce that all conditions precedent to the KPST SPA have been fulfilled. KPST Completion took place on 5 February 2024, being the date as agreed between the Company and KIG Real Estate in writing notwithstanding the terms of the KPST SPA.

Upon KPST Completion, the Company holds 70.0% of the entire issued share capital of the Target Company. As a result, the Target Company, KPST Hong Kong and KPST Suzhou have become non-wholly-owned subsidiaries of the Company, and shall be consolidated into the financial statements of the Company.

MF COMPLETION

The Board and the sole director of KIG Real Estate have been informed by Massive Force and KIG Real Estate that all conditions precedent to the MF SPA have been fulfilled. MF Completion took place on 5 February 2024, being the date as agreed between Massive Force and KIG Real Estate in writing notwithstanding the terms of the MF SPA. The total consideration for the MF Sale Shares of HK\$134,999,703.60 (equivalent to HK\$0.30 per MF Sale Share) has been paid by KIG Real Estate to Massive Force.

Set out below is the shareholding structure of the Company (i) immediately prior to the MF Completion; and (ii) immediately after the MF Completion and before the commencement of the Offer:

	Immediately prior to the MF Completion		Immediately after the MF Completion and before the commencement of the Offer	
	<i>Number of Shares</i>	<i>Approximate shareholding %</i>	<i>Number of Shares</i>	<i>Approximate shareholding %</i>
Massive Force ⁽¹⁾	449,999,012	75.00	—	—
KIG Real Estate ⁽²⁾	—	—	449,999,012	75.00
Public Shareholders	<u>150,000,988</u>	<u>25.00</u>	<u>150,000,988</u>	<u>25.00</u>
Total	<u><u>600,000,000</u></u>	<u><u>100.00</u></u>	<u><u>600,000,000</u></u>	<u><u>100.00</u></u>

Notes:

- (1) As at the date of this joint announcement, Massive Force was beneficially owned by Ms. Pan Tihui, Ms. Yu Hsuan-jung and Mr. Cheung Yuen Tung as to approximately 30%, 30% and 40%, respectively.
- (2) As at the date of this joint announcement, KIG Real Estate was beneficially owned by Mr. Peter Sun, Mr. Wong, Mr. Yau, Mr. Yung, Mr. Lam Kin Shun, Mr. Chan Lin On, Mr. Yeung Man Chiu, Mr. Suen Fai Chuen Alan and Sunny Nova Limited (which was beneficially wholly-owned by Mr. He Lin) as to approximately 45.4%, 12.6%, 12.6%, 9.2%, 5.4%, 6.2%, 3.2%, 1.4% and 4.0%, respectively.

MANDATORY UNCONDITIONAL CASH OFFER

Immediately after the MF Completion, KIG Real Estate and the KIG Concert Parties became interested in 449,999,012 Shares, representing approximately 75.0% of the entire issued share capital of the Company as at the date of this joint announcement. Accordingly, pursuant to Rule 26.1 of the Takeovers Code, Head & Shoulders Securities will, on behalf of KIG Real Estate, make mandatory unconditional cash offer for all the issued Shares (other than those already owned or agreed to be acquired by KIG Real Estate and the KIG Concert Parties).

DESPATCH OF THE COMPOSITE DOCUMENT

The Company and KIG Real Estate intend to despatch the Composite Document to the Shareholders setting out, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer accompanied by the acceptance and transfer forms); (ii) a letter of recommendation from the GO Independent Board Committee to the Offer Shareholders in relation to the Offer; and (iii) a letter of advice from the GO Independent Financial Adviser to the GO Independent Board Committee in relation to the Offer. The Composite Document and the form of acceptance are expected to be despatched to the Shareholders on or before 9 February 2024 in accordance with the Takeovers Code. Further announcement(s) will be made after the Composite Document has been despatched.

WARNING

The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Shareholders and potential advisers of the Company are in any doubt about their position or as to the action they should take, they should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the sole director of
KIG Real Estate Holdings Limited
Mr. Sun Kwok Wah Peter
Sole Director

By order of the Board of
KFM KINGDOM HOLDINGS LIMITED
Mr. Zhang Haifeng
Chairman

Hong Kong, 5 February 2024

As at the date of this joint announcement, the executive Directors are Mr. Sun Kwok Wah Peter, Mr. Wong Chi Kwok; the non-executive Director is Mr. Zhang Haifeng (Chairman); and the independent non-executive Directors are Mr. Wan Kam To, Ms. Zhao Yue and Mr. Shen Zheqing.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to KIG Real Estate and KIG Concert Parties) 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 KIG Real Estate in his capacity as the sole director of KIG Real Estate) 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 at the date of this joint announcement, the sole director of KIG Real Estate is Mr. Sun Kwok Wah Peter.

The sole director of KIG Real Estate accepts full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as 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.