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KWAN ON HOLDINGS

均安控股

KWAN ON HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1559)

PLEDGE OF SHARES BY CONTROLLING SHAREHOLDERS

This announcement is made by Kwan On Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Company has been notified by Fortune Decade Investments Limited (“**Fortune Decade**”) and Twilight Treasure Limited (together with Fortune Decade, the “**Controlling Shareholders**”), the Company’s controlling shareholder (as defined in the Listing Rules), that on 23 September 2016, Fortune Decade entered into a subscription agreement pursuant to which Fortune Decade has issued a note in an aggregate amount of HK\$215,000,000 (the “**Note**”) with an independent third party which is an entity independent of the Company and its connected persons (as defined in the Listing Rules) (the “**Subscriber**”) and the Controlling Shareholders have pledged 489,625,000 shares in the Company (the “**Charged Shares**”) as security for the Note. The Charged Shares represent approximately 51% of the issued share capital of the Company as at the date of this announcement.

The above pledge of shares does not fall within the scope of Rule 13.17 of the Listing Rules.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the securities of the Company.

By order of the Board
Kwan On Holdings Limited
Wong Yee Tung, Tony
Managing Director

Hong Kong, 23 September 2016

As at the date of this announcement, the Executive Directors are Mr. Wong Yee Tung, Tony, Mr. Kwong Wing Kie and Mr. Wong Wa; and the Independent Non-executive Directors are Professor Ho Ho Ming, Professor Lam Sing Kwong, Simon and Mr. Lum Pak Sum.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.kwanonconstruction.com.