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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

**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)**

- (1) THE OFFER HAS BECOME UNCONDITIONAL
IN ALL RESPECTS; AND
(2) THE OFFER WILL REMAIN OPEN
FOR ACCEPTANCE**

Financial Adviser to the Offeror



Independent Financial Adviser to the IBC



THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

The Offeror and the Company jointly announce that as at 4:00 p.m. on 21 October 2020, 5 valid acceptances have been received in respect of 231,175,000 Offer Shares under the Offer, representing approximately 14.59% of the issued Shares as at the date of this joint announcement.

As mentioned in the Composite Document, the Offer is conditional upon valid acceptances of the Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the First Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of Shares which, together with Shares already owned by the Offeror and parties acting in concert with it and acquired before or during the Offer, will result in the Offeror and parties acting in concert with it holding more than 50.00% of the voting rights of the Company.

As at 4:00 p.m. on 21 October 2020, taking into account the Acceptance Shares, the Offeror and parties acting in concert with it are interested in an aggregate of 831,175,000 Shares, representing approximately 52.47% of the issued Shares as at the date of this joint announcement. As the aforementioned condition of the Offer has been satisfied, the Offer has become unconditional in all respects on 21 October 2020.

THE OFFER WILL REMAIN OPEN FOR ACCEPTANCE

In the circumstances, pursuant to Rule 15.3 of the Takeovers Code, the Offer must remain open for acceptance for at least 14 days after the Offer becomes or is declared unconditional in all respects. Accordingly, the Offer will remain open for acceptance until 4:00 p.m. on 4 November 2020.

All other terms of the Offer as set out in the Composite Document and the Form of Acceptance remain unchanged.

Further announcement on the result of the Offer will be made on 4 November 2020 in accordance with Rule 19.1 of the Takeovers Code.

Reference is made to (i) the joint announcement dated 10 September 2020 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 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); (ii) the composite offer and response document dated 30 September 2020 jointly issued by the Offeror and the Company (the “**Composite Document**”); and (iii) the joint announcement dated 30 September 2020 issued by the Offeror and the Company in relation to the despatch of the Composite Document. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As at 4:00 p.m. on 21 October 2020, the Offeror has received 5 valid acceptances in respect of an aggregate of 231,175,000 Offer Shares under the Offer (the “**Acceptance Shares**”), representing approximately 14.59% of the entire issued share capital of the Company as at the date of this joint announcement. Taking into account the Acceptance Shares, the Offeror and parties acting in concert with it are interested in an aggregate of 831,175,000 Shares, representing approximately 52.47% of the entire issued share capital of the Company as at the date of this joint announcement.

Save for the 600,000,000 Shares (representing approximately 37.88% of the entire issued share capital of the Company as at 10 September 2020) held by the Offeror and parties acting in concert with it, neither the Offeror nor any party acting in concert with it (i) held, controlled or directed any Shares or rights over Shares immediately before the commencement date of the Offer Period; (ii) save for the Acceptance Shares, has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period up to and including the date of this joint announcement; or (iii) has 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 up to and including the date of this joint announcement.

As mentioned in the Composite Document, the Offer is conditional upon valid acceptances of the Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the First Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of Shares which, together with Shares already owned by the Offeror and parties acting in concert with it and acquired before or during the Offer, will result in the Offeror and parties acting in concert with it holding more than 50.00% of the voting rights of the Company (the “**Acceptance Condition**”).

As the Acceptance Condition has been satisfied, the Offer has become unconditional in all respects on 21 October 2020.

THE OFFER WILL REMAIN OPEN FOR ACCEPTANCE

In the circumstances, pursuant to Rule 15.3 of the Takeovers Code, the Offer must remain open for acceptance for at least 14 days after the Offer becomes or is declared unconditional in all respects. Accordingly, the Offer will remain open for acceptance until 4:00 p.m. on 4 November 2020.

All other terms of the Offer as set out in the Composite Document and the Form of Acceptance remain unchanged.

Further announcement on the result of the Offer will be made on 4 November 2020 (being the Final Closing Date) in accordance with Rule 19.1 of the Takeovers Code.

SETTLEMENT OF THE OFFER

A cheque for the amount (rounding up to the nearest cent) due to each Independent Shareholder who accepts the Offer after the Offer becomes unconditional less seller's ad valorem stamp duty in respect of the Offer Shares tendered under the Offer will be despatched to such Independent Shareholder by ordinary post at his own risk as soon as possible but in any event within 7 Business Days after the receipt of all the relevant documents by the Registrar to render such acceptance complete and valid.

GENERAL

The Independent Shareholders are strongly advised to read the Composite Document and the Form of Acceptance carefully, including the recommendation in respect of the Offer from the IBC and the Independent Financial Adviser, and other information of the Group, before deciding whether or not to accept the Offer.

All references to times and dates contained in this joint announcement refer to Hong Kong times and dates.

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, 21 October 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.