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This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of King Force Group Holdings Limited.

Greatwalle Holding Limited

(Incorporated in Hong Kong with limited liability)

**KING FORCE GROUP
HOLDINGS LIMITED
冠輝集團控股有限公司**

*(Incorporated in the Cayman Islands with
limited liability)*
(Stock code: 08315)

JOINT ANNOUNCEMENT

**(1) COMPLETION OF THE SALE AND PURCHASE OF SHARES OF
KING FORCE GROUP HOLDINGS LIMITED; AND
(2) MANDATORY CONDITIONAL CASH OFFERS
BY EMPEROR SECURITIES LIMITED**



**英皇證券(香港)有限公司
Emperor Securities Limited**

**FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE
ALL THE ISSUED SHARES IN THE SHARE CAPITAL OF KING FORCE
GROUP HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN
CONCERT WITH IT) AND TO CANCEL ALL OUTSTANDING SHARE
OPTIONS OF KING FORCE GROUP HOLDINGS LIMITED**

Financial adviser to the Offeror



**GREAT WALL PAN ASIA
CORPORATE FINANCE**

Independent financial adviser to the Independent Board Committee



Crescendo Capital Limited

Reference is made to the announcement jointly issued by King Force Group Holdings Limited and Greatwalle Holding Limited dated 27 April 2018 (the “**Joint Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

COMPLETION OF THE SALE AND PURCHASE AGREEMENT

The Company has been informed by the Vendor and the Offeror that all conditions contained in the Sale and Purchase Agreement have been fulfilled and the Completion took place on 30 April 2018 in accordance with the terms and conditions of the Sale and Purchase Agreement, pursuant to which the Purchaser purchased 1,304,000,000 Shares, representing approximately 16.36% of the existing issued share capital of the Company as at the date of this joint announcement, for a total consideration of HK\$48,248,000 which is equivalent to HK\$0.037 per Share. On the same day, the Offeror further acquired 6,640,000 Shares at HK\$0.035 per Share and 53,260,000 Shares at HK\$0.036 per Share on the market.

Upon Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it became interested in, and control the voting rights in respect of, a total of 3,149,900,000 Shares, representing approximately 39.51% of the issued share capital of the Company. As at the date of this joint announcement, there are 7,972,194,432 Shares in issue.

Pursuant to Rule 26.1 and Rule 13 of the Takeovers Code, Emperor Securities Limited will, for and on behalf of the Offeror and in compliance with the Takeovers Code, make mandatory conditional cash offers for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and to cancel all outstanding Share Options on the terms to be set out in the Composite Offer Document. The Offer Price will be HK\$0.037 per Offer Share and the Option Offer Price will be HK\$0.017 per Share Option as set out in the Joint Announcement.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Offer Document containing, among other things, details of the Offers (including the expected timetable), the recommendation from the Independent Board Committee, the advice from the independent financial adviser to the Independent Board Committee in respect of the Offers and relevant form of acceptance, will be despatched by the Offeror and the Company jointly to the Shareholders in accordance with the Takeovers Code on or around 18 May 2018 or such later date as may be approved by the Executive.

By Order of the board of director of
Greatwalle Holding Limited
Song Xiaoming
Director

By Order of the Board of
King Force Group Holdings Limited
Chen Yunchuo
Chairman and Executive Director

Hong Kong, 30 April 2018

As at the date of this joint announcement, the executive Directors are Mr. Li Mingming, Mr. Cheng Rui, Ms. Li Liping and Mr. Chen Yunchuo; and the independent non-executive Directors are Mr. Xiong Hong, Mr. Wan Tat Wai David and Mr. Ho Yuk Ming Hugo.

The Directors 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, associates 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 the information relating to the Offeror, associates and parties acting in concert with it) 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 statements in this joint announcement misleading.

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

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 Group and the Vendor) 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 Group and the Vendor) 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 statements in this joint announcement misleading.

This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at www.kingforce.com.hk.