

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

ANNOUNCEMENT IN RELATION TO THE PERFORMANCE OF THE DEED OF NON-COMPETITION

Reference is made to the prospectus (the “Prospectus”) of King Force Group Holdings Limited (the “Company”, together with the subsidiaries, the “Group”) dated 13 August 2014 relating to the placing of the Company’s shares for the listing (“Listing”) on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the annual report of the Company for the year ended 31 March 2015.

DEED OF NON-COMPETITION

As disclosed in the Prospectus, Mr. Fu Yik Lung and Optimistic King Limited (together as the “Then Controlling Shareholders”) had entered into a deed of non-competition (the “Deed of Non-Competition”) with the Company (for itself and for the benefit of each other member of the Group) on 6 August 2014, pursuant to which, each of the Then Controlling Shareholders irrevocably and unconditionally undertaken to the Company that, among others, during the period that the Deed of Non-competition remain effective:

- (i) he/it shall not, and shall procure that his/its associates (other than any member of the Group) not to, develop, acquire, participate in, hold any right or interest or invest in or engage in, render any services for or otherwise be involved in, whether directly or indirectly, any business in competition with or likely to be in competition with the existing business activity of any member of the Group; and
- (ii) if he/it or his/its associates other than any member of the Group is offered or becomes aware of any business opportunity which may compete with the business of the Group, he/it shall (and he/it shall procure his/its associates to) notify the Company in writing and the Company shall have a right of first refusal to take up such business opportunity.

Details of the Deed of Non-Competition are set out in the section headed “Relationship with Controlling Shareholders – Non-Competition Undertakings” of the Prospectus.

The Company confirms that each of the Then Controlling Shareholders have complied with the Deed of Non-Competition during the period from the date of Listing up until 31 March 2015. In order to ensure the Then Controlling Shareholders have complied with the Deed of Non-Competition, each of the Then

Controlling Shareholders have provided to the Company a written confirmation that during the period from the date of Listing (i.e. 19 August 2014) to the date when the Then Controlling Shareholders ceased to be the controlling shareholders of the Company (i.e. 21 April 2016) (the “Effective Period”):

- (i) he/it had complied with the Deed of Non-Competition; and
- (ii) he/it had not been offered or become aware of any business opportunity which may compete with the business of the Group.

The independent non-executive directors of the Company have also reviewed the status of the compliance by each of the Then Controlling Shareholders with the undertakings in the Deed of Non-Competition and have confirmed that, as far as they can ascertain, there is no breach by any of the Then Controlling Shareholders of the undertakings in the Deed of Non-Competition given by them.

As of the date of this announcement, the Company is not aware of any other matters regarding the compliance of the undertakings in the Deed of Non-Competition and there have not been any changes in terms of the Deed of Non-Competition during the Effective Period.

By order of the Board
King Force Group Holdings Limited
Fu Yik Lung
Chairman

Hong Kong, 13 May 2016

As at the date of this announcement, the executive directors of the Company are Mr. Fu Yik Lung, Ms. Liu Lai Ying, Ms. Chung Pui Yee Shirley, Mr. Li Mingming and Mr. Chen Yunchuo; and the independent non-executive directors of the Company are Ms. Au Man Yi, Professor Lam Sing Kwong, Simon and Mr. Ong Chi King.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company, 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 Stock Exchange’s website 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.kingforce.com.hk.