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**Kin Pang Holdings Limited**  
**建鵬控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1722)**

**DISCLOSEABLE TRANSACTION IN RELATION TO  
THE ACQUISITION OF 9.5% OF  
THE ENTIRE EQUITY INTEREST OF THE TARGET COMPANY**

**THE ACQUISITION**

The Board is pleased to announce that on 23 July 2018 (after trading hours), the Sale and Purchase Agreement was entered into between the Vendor and the Company, pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell the Sale Shares, representing 9.5% of the entire equity interest of the Target Company held by the Vendor, following the Increase in the Share Capital. The Consideration to be paid by the Purchaser for the Acquisition is MOP14,500,000, which shall be satisfied in full by cash. After the Completion, the Company will be interested in 9.5% of the entire equity interest of the Target Company.

**LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratio(s) as set out in the Listing Rules in respect of the Acquisition exceeds 5% but all of them are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements but is exempt from Shareholders' approval under the Listing Rules.

**As the Completion is subject to the fulfillment and/or waiver of the Conditions, the Acquisition may or may not be completed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

The Board is pleased to announce that on 23 July 2018 (after trading hours), the Sale and Purchase Agreement was entered into between the Vendor and the Purchaser pursuant to which the Purchaser conditionally agreed to acquire, and the Vendor conditionally agreed to sell the Sale Shares upon and subject to the terms and conditions of the Sale and Purchase Agreement.

## **THE SALE AND PURCHASE AGREEMENT AND THE ACQUISITION**

### **The Sale and Purchase Agreement**

#### **Date:**

23 July 2018 (after trading hours)

#### **Parties:**

Vendor : Striding Creation Limited

Purchaser : the Company

Target Company : Min Kin Holdings Limited

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, as at the date of this announcement, the Vendor and its ultimate beneficial owner are third parties independent of and not connected with the Company and its connected persons.

### **Assets to be acquired**

Pursuant to the terms and conditions of the Sale and Purchase Agreement, the Purchaser has conditionally agreed to acquire from the Vendor 9.5% of the entire equity interest of the Target Company at MOP14,500,000, following the Increase in the Share Capital.

### **Consideration**

The consideration for the Acquisition of MOP14,500,000 was determined after arm's length negotiation between the Purchaser and the Vendor after having taken into account, amongst other things (i) the historical financial performance of the Target Group; and (ii) the business development and prospects of the Target Group.

On the basis of the above factors, the Directors consider that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Consideration will be payable in cash on the Completion Date. The Consideration is to be funded by the Group's internal resources.

## **Conditions**

Completion is subject to the fulfilment and/or waiver of the following Conditions:

- (a) the completion of the Increase in the Share Capital;
- (b) the completion of the Reorganisation;
- (c) the completion of the due diligence review to the satisfaction of the Purchaser; and
- (d) the Warranties remain true and accurate in all aspects on the Completion Date.

For the avoidance of doubt, Condition (a) is not capable of being waived.

If any of the Conditions have not been fulfilled by 31 December 2018 (or such later date as may be agreed between the parties thereto in writing), the Sale and Purchase Agreement shall lapse and thereafter neither the Vendor, the Purchaser nor the Company shall have any rights and obligations towards each other thereunder save for any antecedent breaches of the terms thereof.

## **Completion**

Completion shall take place on the Completion Date, after all the Conditions have been fulfilled or such later date as may be agreed between the Vendor and the Purchaser. After the Completion, the Company will be interested in 9.5% of the entire equity interest of the Target Company.

## **INFORMATION ON THE TARGET GROUP**

The Target Company is a company incorporated in the Cayman Islands on 12 July 2018 with limited liability. As at the date of this announcement, the entire issued share capital of the Target Company was held by the Vendor.

With an operating history of over 13 years, the Target Group is engaged in providing fitting-out and A&A services in Macau. The Target Group has been offering its services mainly in private sector projects which involved new construction development or retrofitting on existing buildings in relation to hotel and casino resorts, and residential buildings.

According to the unaudited management accounts of the Target Group as provided by the Vendor, for the financial year of 31 December 2017, it recorded a net profit of not less than MOP20 million.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Group is an integrated construction contractor which provides (i) building and ancillary services; and (ii) emergency repair services in Macau. The Group has been mainly engaged in undertaking foundation associated works, road works, water pipe works and emergency repairs works in relation to electricity and water supply networks.

The Group has been exploring possible strategies to identify and acquire suitable investment or business projects related to the Macau construction industry in order to broaden income source of the Group and eventually to maximise the return to the Shareholders. The Board sees an increasing demand and substantial business opportunities for the construction industry in Macau in light of redevelopment of gambling and tourism industry and supportive policies in new construction works. The Target Group is a contractor specialising in providing fitting-out and A&A services in Macau. The Directors are of the view that it is a good opportunity for the Group to invest in a fellow Macau contractor with different expertise and know-how, and the Acquisition will bring in opportunities for business cooperation with the Group which may provide direct synergy to the Group.

The Directors also consider that the terms of the Sale and Purchase Agreement are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As one or more of the applicable percentage ratio(s) in respect of the Acquisition exceeds 5% but all of them are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“A&A”	alterations and additions
“Acquisition”	the acquisition of 9.5% of the entire equity interest of the Target Company as at the date of this announcement
“Board”	the board of Directors

“Business Day”	a day (excluding Saturday, Sunday and public holiday and any day on which a tropical cyclone warning signal no.8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Company”	Kin Pang Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement
“Completion Date”	the 5th Business Day following the date on which all the Conditions have been satisfied or waived by the Company (as the case may be) in accordance with the terms of the Sale and Purchase Agreement or such other date as may be agreed by the Purchaser and the Vendor in writing
“Condition(s)”	the conditions precedents to Completion pursuant to the Sale and Purchase Agreement, a summary of which is set forth under the paragraph headed “Conditions” in this announcement
“connected person(s)”	has the meaning ascribed to it by the Listing Rules
“Consideration”	the consideration of MOP14,500,000 for the Acquisition
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Increase in the Share Capital”	the issue and allotment of shares by the Target Company to the Vendor in order to increase its share capital

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Man Kin”	閩建建築工程有限公司, a company incorporated in Macau with limited liability, being an indirect wholly-owned subsidiary of the Target Company upon completion of the Reorganisation
“MOP”	Macau Pataca, the lawful currency of Macau
“PRC”	the People’s Republic of China which, for the purposes of this announcement excludes Hong Kong, Macau and the Taiwan Region
“Reorganisation”	the group reorganisation proposed to be implemented, pursuant to which the Target Company will become the holding company of the Target Group
“Sale and Purchase Agreement”	the sale and purchase agreement dated 23 July 2018 entered into between the Vendor, the Purchaser and the Company
“Sale Shares”	being 9.5% of the entire equity interest of the Target Company held by the Vendor
“San Man Kin”	新閩建工程有限公司, a company incorporated in Macau with limited liability, being an indirect wholly-owned subsidiary of the Target Company upon completion of the Reorganisation
“Shareholders”	shareholders of the Company
“Speedy Propitious”	Speedy Propitious Limited (馳瑞有限公司), a company incorporated in the BVI with limited liability, being a direct wholly-owned subsidiary of the Target Company upon completion of the Reorganisation
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Striding Creation”	Striding Creation Limited (邁創有限公司), a company incorporated in the BVI with limited liability, the entire equity interest of which is held by 黃天松先生

“Target Company”	Min Kin Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the entire equity interest of which is held by the Vendor
“Target Group”	the Target Company, together with its major wholly-owned subsidiaries, namely Speedy Propitious, Man Kin and San Man Kin
“Vendor”	being Striding Creation, holding the entire equity interest in the Target Company as at the date of this announcement

By Order of the Board  
**Kin Pang Holdings Limited**  
**Kong Kin I**  
*Chairman*

Macau, 23 July 2018

*As at the date of this announcement, the Board comprises (i) Mr. Kong Kin I (Chairman and Chief Executive Officer) and Ms. Choi Fong Lan as executive directors of the Company; and (ii) Mr. Cheung Wai Lun Jacky, Mr. Cheung Kin Wing and Mr. Zhao Zhipeng as independent non-executive directors of the Company.*