

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the Prospectus.

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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Prospective investors should read the prospectus dated 20 June 2019 (the “**Prospectus**”) issued by Khoon Group Limited (the “**Company**”) for detailed information about the Placing and the Public Offer (collectively, the “**Share Offer**”) described below before deciding whether or not to invest in the Offer Shares.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (“the **US Securities Act**”) and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of, US persons, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act.*

*In connection with the Share Offer, Head & Shoulders Securities Limited, as the stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate Shares and/or effect transactions with a view to stabilising and maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and may be discontinued at any time. Any such stabilising activity is required to be brought to an end within 30 days of the last day for the lodging of applications under the Public Offer, being Thursday, 25 July 2019. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising action cannot be taken to maintain the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the last business day falling within 30 days after the last day for the lodging of applications under the Share Offer, being Thursday, 25 July 2019. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

Khoon Group Limited

坤集團有限公司

(incorporated in the Cayman Islands with limited liability)

LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	:	250,000,000 Shares (subject to the Over-allotment Option)
Number of Public Offer Shares	:	25,000,000 Shares (subject to re-allocation)
Number of Placing Shares	:	225,000,000 Shares (subject to re-allocation and the Over-allotment Option)
Offer Price	:	Not more than HK\$0.60 per Offer Share and expected to be not less than HK\$0.50 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	924

Sole Sponsor

SUNWAH KINGSWAY
新華滙富

KINGSWAY CAPITAL LIMITED

Joint Bookrunners and Joint Lead Managers

SUNWAH KINGSWAY
新華滙富

 **聯合證券**
Head & Shoulders Securities

KINGSWAY FINANCIAL SERVICES GROUP LIMITED

HEAD & SHOULDERS SECURITIES LIMITED

Application has been made by the Company through the Sole Sponsor, Kingsway Capital Limited which is located at 7/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong, to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued on the Main Board of the Stock Exchange as described in the Prospectus pursuant to the Capitalisation Issue, the Share Offer and any new Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme.

The Share Offer comprises the Public Offer of initially 25,000,000 Shares (subject to re-allocation), representing 10.0% of the total number of Offer Shares being offered under the Share Offer and the Placing of initially 225,000,000 Shares (subject to re-allocation and the Over-allotment Option), representing 90.0% of the total number of Offer Shares being offered under the Share Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus. In particular, the Joint Bookrunners may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 50,000,000 Offer Shares); and the final Offer Price shall be fixed at the low end of the indicated Offer Price range stated in the Prospectus (i.e. HK\$0.50 per Offer Share).

If the Stock Exchange grants the approval for the listing of, and permission to deal in, the Shares and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The final Offer Price is expected to be determined by agreement between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or around Tuesday, 25 June 2019 or such later date as may be agreed between our Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters). If, for any reason, the Offer Price is not agreed on or before Tuesday, 25 June 2019, the Share Offer will not proceed and will lapse. In such event, the Company will issue an announcement on the Stock Exchange website at www.hkexnews.hk and the Company’s website at khoongroup.com. The Offer Price will be not more than HK\$0.60 per Offer Share and is expected to be not less than HK\$0.50 per Offer Share. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.60 per Offer Share together with a brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$0.60. If the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.60 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and the Stock Exchange trading fee attributable to the excess application monies) will be made to successful applicants, without interests.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who would like to be allotted the Public Offer Shares issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 20 June 2019 until 12:00 noon on Tuesday, 25 June 2019 from:

(i) the following office of the Public Offer Underwriters:

Kingsway Financial Services Group Limited	7/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong
Head & Shoulders Securities Limited	Room 2511, 25/F, Cosco Tower, 183 Queen's Road Central, Hong Kong

(ii) or any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, the receiving bank for the Public Offer:

District	Branch name	Address
Hong Kong Island	Queen's Road Central Branch	Basement, Ground Floor and First Floor of 122 QRC, Nos. 122-126 Queen's Road Central, Hong Kong
Kowloon	Tsim Sha Tsui Branch	Shop 1&2, G/F, No. 35-37 Hankow Road, Tsimshatsui, Kowloon
New Territories	Sha Tsui Road Branch	Shop 4, G/F Chung On Building, 297-313 Sha Tsui Road, Tsuen Wan, New Territories

(iii) or the following office of the Sole Sponsor:

- **Kingsway Capital Limited** at 7/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 20 June 2019 until 12:00 noon on Tuesday, 25 June 2019 from:

- (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (ii) your stockbrokers who may also have **YELLOW** Application Forms and the Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders made payable to "**ICBC (ASIA) NOMINEE LIMITED – KHOON GROUP PUBLIC OFFER**" should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above at the following times:

Thursday, 20 June 2019 – 9:00 a.m. to 5:00 p.m.

Friday, 21 June 2019 – 9:00 a.m. to 5:00 p.m.

Saturday, 22 June 2019 – 9:00 a.m. to 1:00 p.m.

Monday, 24 June 2019 – 9:00 a.m. to 5:00 p.m.

Tuesday, 25 June 2019 – 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Tuesday, 25 June 2019, the last application day or such later time as described in the paragraph headed "9. Effect of bad weather on the opening of the application lists" under the section headed "How to apply for Public Offer Shares" of the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 20 June 2019 until 12:00 noon, Tuesday, 25 June 2019. The application lists will open from 11:45 a.m. to 12:00 noon on Tuesday, 25 June 2019 (or such later date as may apply in case of certain bad weather conditions as described in the paragraph headed "9. Effect of bad weather on the opening of the application lists" under the section headed "How to apply for Public Offer Shares" of the Prospectus).

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Bookrunners and the Hong Kong Branch Share Registrar.

Please refer to the sections headed "Structure and conditions of the Share Offer" and "How to apply for Public Offer Shares" in the Prospectus for details of the conditions and application procedures of the Share Offer.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the Placing, the level of applications under the Public Offer and the basis of allocation of the Public Offer Shares on or before Thursday, 4 July 2019 in the website of the Company at khoongroup.com and the website of the Stock Exchange at www.hkexnews.hk.

Results of allocation of the Public Offer Shares, the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants and the number of the Public Offer Shares successfully applied for under the Public Offer, will be made available in the manner as described in the paragraph headed “10. Publication of results” under the section headed “How to apply for Public Offer Shares” in the Prospectus on Thursday, 4 July 2019.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for application monies received. Share certificates will only become valid certificates of title provided that the Share Offer has become unconditional in all aspects and the right of termination described in the paragraph headed “Grounds for termination” under the section headed “Underwriting” in the Prospectus has not been exercised, which is expected to be at 8:00 a.m. on Friday, 5 July 2019.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 5 July 2019, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 5 July 2019. The Shares will be traded in board lots of 8,000 Shares each. The stock code of the Shares is 924.

By Order of the Board
Khoon Group Limited
Ang Jui Khoon
Chairman and Executive Director

Hong Kong, 20 June 2019

As at the date of this announcement, the Board comprises Mr. Ang Jui Khoon, Mr. Ang Kok Kwang (Hong Guoguang) and Mr. Ang Yong Kwang (Hong Yongquan) as the executive Directors, and Ms. Tan Pei Fung, Mr. Yeo Kwang Maccann and Mr. Hon Chin Kheong (Han Zhenqiang) as the independent non-executive Directors.