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Zhaobangji Properties Holdings Limited

兆邦基地產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1660)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange in respect of the concentration in respect of the shareholding of the Company in the hands of a limited number of Shareholders as at 26 September 2018.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the shares of the Company (the “Shares”) could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

This announcement is made by Zhaobangji Properties Holdings Limited (the “**Company**”) at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of the concentration of the shareholding of the Company in the hands of a limited number of shareholders of the Company (the “**Shareholders**”) as at 26 September 2018.

HIGH CONCENTRATION OF SHAREHOLDING

The Company noted that an announcement has been published by the Securities and Futures Commission (the “**SFC**”) on 11 October 2018 (the “**SFC Announcement**”).

As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. The SFC’s findings suggested that as at 26 September 2018, a group of 19 shareholders held an aggregate of 424,264,000 Shares, representing 34.24% of the issued Shares. Such shareholding, together with deemed interests in 700,528,000 Shares (representing 56.54% of the issued Shares) held by the Chairman of the Company, represented 90.78% of the issued Shares as at 26 September 2018. Therefore, only 114,208,000 Shares (representing 9.22% of the issued Shares) were held by other shareholders.

As set out in the SFC Announcement, as at 26 September 2018, the shareholding structure of the Company was as follows:

	Number of Shares held <i>(Shares)</i>	% of total number of issued Shares <i>(%)</i>
Mr. Xu Chujia (<i>Note 1</i>)	700,528,000	56.54
A group of 19 shareholders	424,264,000	34.24
Other shareholders	114,208,000	9.22
Total	1,239,000,000	100.00

Note:

- (1) Mr. Xu Chujia (the Chairman and an Executive Director of the Company) owned 76% of the issued share capital of Boardwin Resources Limited, which beneficially owned 640,000,000 Shares, representing 51.65% of the issued Shares. In addition, his spouse, Ms. Zhang Meijuan, beneficially owned 60,528,000 Shares, representing 4.89% of the issued Shares. Therefore, Mr. Xu Chujia is deemed to be interested in the Shares in which Boardwin Resources Limited and Ms. Zhang Meijuan were interested, which was 700,528,000 Shares in total (representing 56.54% of the issued Shares).

As stated in the SFC Announcement:

- A. The Shares were listed on the Main Board of the Stock Exchange of Hong Kong Limited by way of public offer and placing of a total of 360,000,000 Shares, comprising 300,000,000 new Shares and 60,000,000 sale Shares, at \$0.4 per Share on 10 February 2017.
- B. On 1 March 2018, the Company announced that Boardwin Resources Limited agreed to acquire 640,000,000 Shares from the then controlling shareholder Lion Spring Enterprises Limited at \$0.4843 per Share, triggering an unconditional mandatory cash offer at the same price.
- C. From 2 March 2018 to 26 September 2018, the closing price of the Shares increased by over 24 times, from \$0.48 on 23 February 2018 to \$12.2 on 26 September 2018.
- D. As at 10 October 2018, price of the Shares closed at \$11.78, which was over 23 times higher than the offer price of \$0.4843 under the unconditional mandatory cash offer in March 2018.

The board of directors of the Company (the “**Board**”) wishes to clarify that the above information is extracted from the SFC Announcement and the Board has not independently verified such information. Accordingly, the Board is not in a position to comment on the accuracy of the information above except for (i) the shareholding held by Mr. Xu Chujia; and (ii) the information set out in paragraphs (A) to (D) above. Please refer to the SFC Announcement for more information.

PUBLIC FLOAT

Based on the information available and to the best knowledge of the Board, after making reasonable enquiries, the Company confirms that not less than 25% of the Company’s issued Shares were/are in the hands of the public as at 26 September 2018 and as at the date of this announcement and the Company is able to comply with the public float requirement under the Rules Governing the Listing of Securities on the Stock Exchange.

Shareholders and the public are advised to exercise extreme caution when dealing in the Shares.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

By order of the Board
Zhaobangji Properties Holdings Limited
Xu Chujia
Chairman and executive Director

Hong Kong, 11 October 2018

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Xu Chujia, Mr. Wu Hanyu, Mr. Xu Weizhen and Mr. Kwan Kin Man Keith; one non-executive Director, namely, Ms. Zhan Meiqing; and five independent non-executive Directors, namely, Mr. Hui Chin Tong Godfrey, Mr. Sze-to Kin Keung, Mr. Wong Chun Man, Mr. Ye Longfei and Mr. Cheng Yiu Tong, G.B.M., G.B.S., J.P..