

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as those defined in the prospectus dated 20 June 2019 (the “**Prospectus**”) issued by Khoon Group Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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.

This announcement is for information purposes only and does not constitute an offer or an invitation to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby offered.

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 Shares have not been, and will not be, registered under the United States Securities Act 1933, as amended or supplemented from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The Offer Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. 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). The details of the intended stabilisation and how it will be regulated under the Securities and Futures Ordinance are set out in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilisation period which will begin on the Listing Date and is expected to expire on the 30th day after the last day for lodging of applications under the Public Offer, being Thursday 25 July 2019. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.

Potential investors of the Offer Shares should note that the Joint Bookrunners (for themselves and on behalf of the Public Offer Underwriters) have the absolute right in certain circumstances to terminate the Public Offer Underwriting Agreement upon giving notice in writing to the Company if any of the events set out in the section headed “Underwriting – Underwriting arrangements and expenses – The Public Offer – Grounds for termination” in the Prospectus occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Friday, 5 July 2019).

Unless otherwise specified, all dates and time in this announcement refer to Hong Kong dates and time.

Khoon Group Limited

坤集團有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	:	250,000,000 Shares
Number of Public Offer Shares	:	25,000,000 Shares
Number of Placing Shares	:	225,000,000 Shares
Final Offer Price	:	HK\$0.5 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%
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

KINGSWAY FINANCIAL SERVICES GROUP LIMITED



聯合證券

Head & Shoulders Securities

HEAD & SHOULDERS SECURITIES LIMITED