

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Lee Hing Development Limited or Lee Hing (2021) Limited (formerly known as Classic Prestige Limited), nor is it a solicitation of any vote or approval in any jurisdiction. This joint announcement is not for release, publication or distribution into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

LEE HING (2021) LIMITED
(formerly known as Classic Prestige Limited)

*(Incorporated in the British Virgin Islands
with limited liability)*

**LEE HING DEVELOPMENT
LIMITED**

(Incorporated in Hong Kong with limited liability)
(Stock Code: 68)

JOINT ANNOUNCEMENT

CLOSE OF OFFER RESULTS OF OFFER COMPULSORY ACQUISITION PUBLIC FLOAT

**(I) VOLUNTARY CONDITIONAL CASH OFFER,
WITH AN ALTERNATIVE TO RECEIVE SHARES IN LEE HING (2021)
LIMITED (FORMERLY KNOWN AS CLASSIC PRESTIGE LIMITED),
BY KINGKEY SECURITIES GROUP LIMITED ON BEHALF OF
LEE HING (2021) LIMITED (FORMERLY KNOWN AS CLASSIC
PRESTIGE LIMITED) TO ACQUIRE ALL THE ISSUED SHARES IN
LEE HING DEVELOPMENT LIMITED;
AND
(II) POSSIBLE PRIVATISATION**

Agent making the Offer on behalf of the Offeror



Financial adviser to the Offeror



INCU Corporate Finance Limited

Independent financial adviser to the Independent Board Committee



Octal Capital Limited

Reference is made to (i) the joint announcement of Lee Hing (2021) Limited (formerly known as Classic Prestige Limited) (the “**Offeror**”) and Lee Hing Development Limited (the “**Company**”) dated 27 August 2021 (the “**Joint Announcement**”) in relation to, among others, the Offer (as defined in the Joint Announcement); (ii) the joint announcement of the Offeror and the Company dated 10 November 2021 in relation to, among others, the despatch of the composite offer and response document dated 10 November 2021 jointly issued by the Offeror and the Company (the “**Composite Document**”); (iii) the Composite Document; and (iv) the joint announcement of the Offeror and the Company dated 1 December 2021 (the “**Unconditional Announcement**”) in relation to, among others, the Offer having become unconditional in all respects. Unless otherwise defined, capitalised terms defined in the Composite Document shall have the same meaning when used in this joint announcement.

All references to dates and times contained in this joint announcement refer to Hong Kong dates and times.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Thursday, 10 March 2022 and was not revised or extended.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 10 March 2022, being the extended latest time and date for acceptance of the Offer as set out in the Unconditional Announcement, the Offeror had received valid acceptances in respect of 129,977,184 Lee Hing Shares under the Offer, representing approximately 88.55% of all the Lee Hing Shares in issue as at the date of this joint announcement, of which valid acceptances in respect of 41,661,184 Lee Hing Shares were received from the Disinterested Shareholders, representing approximately 71.26% of all the Lee Hing Shares held by the Disinterested Shareholders as at the date of this joint announcement. Of these 129,977,184 Lee Hing Shares, cash payment was elected in respect of 37,339,184 Lee Hing Shares, representing approximately 28.73% of all the Lee Hing Shares validly tendered for acceptance of the Offer, and the Share Alternative was elected in respect of 92,638,000 Lee Hing Shares, representing approximately 71.27% of all the Lee Hing Shares validly tendered for acceptance of the Offer.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to the commencement of the Offer Period on 27 August 2021 and the making of the Offer on 10 November 2021, the Offeror and parties acting in concert with it was interested in 88,316,000 Lee Hing Shares, representing approximately 60.17% of all the Lee Hing Shares then in issue. Immediately after the close of the Offer, taking into account the valid acceptances in respect of 41,661,184 Lee Hing Shares validly tendered by the Disinterested Shareholders for acceptance under the Offer, representing approximately 28.38% of all the Lee Hing Shares in issue as at the date of this joint announcement, the Offeror and parties acting in concert with it are interested in an aggregate of 129,977,184 Lee Hing Shares, representing approximately 88.55% of all the Lee Hing Shares in issue as at the date of this joint announcement. Save as aforesaid, none of the Offeror or any of the parties acting in concert with it (i) held, controlled or directed any Lee Hing Shares or rights

over Shares immediately before the commencement of the Offer Period; or (ii) acquired or agreed to acquire any Lee Hing Shares or other securities of the Company or rights over Lee Hing Shares during the Offer Period. The Offeror and parties acting in concert with it had not borrowed or lent any Lee Hing Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

The following table sets out the shareholding structure of the Company (i) immediately prior to the making of the Offer; and (ii) immediately after completion of the Offer and as at the date of this joint announcement:

	Immediately prior to the making of the Offer		Immediately after completion of the Offer and as at the date of this joint announcement	
	<i>Number of Lee Hing Shares</i>	<i>Approximate %</i>	<i>Number of Lee Hing Shares</i>	<i>Approximate %</i>
<i>Offeror Concert Group:</i>				
Offeror	–	–	129,977,184	88.55
Mr. Tan	1,479,000	1.00	–	–
Wah Seong Enterprises Sdn. Bhd. (Note 1)	2,100,000	1.43	–	–
Zali International Limited (Note 2)	14,386,000	9.80	–	–
Zali Capital Limited (Note 2)	35,854,000	24.43	–	–
Ms. Connie Cheng Wai Ka (Note 3)	10,000	0.01	–	–
Ms. Tan Mei Sian (Note 4)	1,490,500	1.02	–	–
Mr. Tan Yee Seng (Note 4)	1,490,500	1.02	–	–
Petaling Garden (Note 5)	29,006,000	19.76	–	–
TKY Sdn. Bhd.(Note 6)	2,500,000	1.70	–	–
sub-total:	88,316,000	60.17	129,977,184	88.55
Public Shareholders	58,465,285	39.83	16,804,101	11.45
	<u>146,781,285</u>	<u>100.00</u>	<u>146,781,285</u>	<u>100.00</u>

Notes:

1. Each of Tan Chin Nam Sdn. Bhd. and TKY Sdn. Bhd. is an ultimate controlling shareholder of Wah Seong Enterprises Sdn. Bhd., ultimately holding approximately 34.56% and 42.51% of all the shares of Wah Seong Enterprises Sdn. Bhd. in issue respectively. Tan Chin Nam Sdn. Bhd. is controlled by the children of the late Mr. Tan Chin Nam, who was the father of Mr. Tan, whereas TKY Sdn. Bhd. is held by the family members of the late Mr. Tan Kim Yeow, who was an uncle of Mr. Tan. The remaining approximately 22.93% of all the shares of Wah Seong Enterprises Sdn. Bhd. in issue are ultimately held as to approximately 0.20% by Mr. Tan, as to approximately 1.20% by the wife of the late Mr. Tan Kim Yeow and as to approximately 21.53% by a number of independent investors, none of whom ultimately holds more than approximately 2%.
2. Each of Zali International Limited and Zali Capital Limited is ultimately beneficially 100% owned by Mr. Tan.
3. Ms. Connie Cheng Wai Ka is the wife of Mr. Tan.
4. Ms. Tan Mei Sian and Mr. Tan Yee Seng are children of Mr. Tan.
5. To the best knowledge, belief and information of the Company having made all reasonable enquiries, Petaling Garden is ultimately controlled by the late Mr. Ang Guan Seng's immediate family members and their respective associates (as defined in the Listing Rules) and parties acting in concert with any of them. Save and except that (a) the late Mr. Ang Guan Seng and the late Mr. Tan Chin Nam, who was the father of Mr. Tan, were business partners and (b) Petaling Garden is holding Lee Hing Shares as at the date of this joint announcement, the late Mr. Ang Guan Seng's immediate family members have no relationship with the Offeror.
6. TKY Sdn. Bhd. is held by the family members of the late Mr. Tan Kim Yeow, who was an uncle of Mr. Tan.

SHAREHOLDING STRUCTURE OF THE OFFEROR

Immediately prior to the commencement of the Offer Period on 27 August 2021 and the making of the Offer on 10 November 2021, the Offeror Concert Group (excluding the Offeror) was interested in 100 Offeror Shares, representing 100% of all the Offeror Shares then in issue. On the basis of 92,638,000 Lee Hing Shares validly tendered for acceptance under the Offer and for which the Share Alternative was elected, representing approximately 63.11% of all the Lee Hing Shares in issue as at the date of this joint announcement, a total of 92,637,900 Offeror Shares were allotted and issued under the Share Alternative. Among these Offeror Shares, a total of 88,315,900 Offeror Shares, representing approximately 95.33% of all the Offeror Shares in issue as at the date of this joint announcement, were allotted and issued to the Offeror Concert Group (excluding the Offeror), while a total of 4,322,000 Offeror Shares, representing approximately 4.67% of all the Offeror Shares in issue as at the date of this joint announcement, were allotted and issued to the Disinterested Shareholders. As a result, immediately after the close of the Offer and as at the date of this joint announcement, there are a total of 92,638,000 Offeror Shares in issue.

Save for a total of 88,316,000 Offeror Shares, representing approximately 95.33% of all the Offeror Shares in issue as at the date of this joint announcement, held by the Offeror Concert Group (excluding the Offeror) as mentioned above, none of the Offeror or any of the parties acting in concert with it (i) held, controlled or directed any Offeror Shares or rights over Offeror Shares immediately before the commencement of the Offer Period; or (ii) save as provided under the Shareholders' Agreement, acquired or agreed to acquire any Offeror Shares or other securities of the Offeror or rights over Offeror Shares during the Offer Period. The Offeror and parties acting in concert with it had not borrowed or lent any Offeror Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Offeror during the Offer Period.

The following table sets out the shareholding structure of the Offeror (i) immediately prior to the making of the Offer; and (ii) immediately after completion of the Offer and as at the date of this joint announcement:

	Immediately prior to the making of the Offer		Immediately after completion of the Offer and as at the date of this joint announcement	
	<i>Number of Offeror Shares</i>	<i>Approximate %</i>	<i>Number of Offeror Shares</i>	<i>Approximate %</i>
<i>Offeror Concert Group (excluding the Offeror):</i>				
Mr. Tan	100	100.00	1,479,000	1.60
Wah Seong Enterprises Sdn. Bhd.	–	–	2,100,000	2.26
Zali International Limited	–	–	14,386,000	15.53
Zali Capital Limited	–	–	35,854,000	38.70
Ms. Connie Cheng Wai Ka	–	–	10,000	0.01
Ms. Tan Mei Sian	–	–	1,490,500	1.61
Mr. Tan Yee Seng	–	–	1,490,500	1.61
Petaling Garden	–	–	29,006,000	31.31
TKY Sdn. Bhd.	–	–	2,500,000	2.70
sub-total:	100	100.00	88,316,000	95.33
Public Shareholders	–	–	4,322,000	4.67
	100	100.00	92,638,000	100.00

SETTLEMENT OF THE OFFER

Provided that the Form of Acceptance, together with the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and/or the applicable KYC Documents, are valid, complete and in good order and have been received by the Registrar no later than 4:00 p.m. on 10 March 2022, being the Closing Date, a cheque for the amount due to each of the accepting Shareholders in respect of the Lee Hing Shares tendered under the Offer or (where the Share Alternative is opted for) a share certificate for the Offeror Share(s) in respect of the Lee Hing Shares tendered under the Offer by each of the accepting Shareholders, will be despatched to the accepting Shareholders by ordinary post at his/her/its own risk as soon as possible but in any event within seven Business Days following the date on which the Form of Acceptance is received by the Registrar.

No fraction of a cent will be payable and the amount of cash consideration payable to a Disinterested Shareholder who opt to receive cash payment under the Offer will be rounded up to the nearest cent.

COMPULSORY ACQUISITION

Within the period of 4 months after the posting of the Composite Document, the Offeror acquired (i) a total of 129,977,184 Lee Hing Shares from all the Shareholders by virtue of the acceptances of the Offer, representing approximately 88.55% of all the Lee Hing Shares in issue as at the date of this joint announcement, which is less than 90% of all the Lee Hing Shares and (ii) a total of 41,661,184 Lee Hing Shares from the Disinterested Shareholders by virtue of the acceptances of the Offer, representing approximately 71.26% of all the Lee Hing Shares held by the Disinterested Shareholders as at the date of this joint announcement, which is less than 90% of all the Lee Hing Shares held by the Disinterested Shareholders. Accordingly, the Offeror is not entitled to exercise the compulsory acquisition rights under Rule 2.11 of the Takeovers Code and Subdivision 2 of Division 4 of Part 13 of the Companies Ordinance to acquire the remaining Lee Hing Shares held by the Disinterested Shareholders for the purposes of privatising the Company.

As a result, the Lee Hing Shares will remain listed on the Main Board of the Stock Exchange. In any event, the trading in the Lee Hing Shares will remain suspended and the listing of the Lee Hing Shares will eventually be cancelled by the Stock Exchange if the Company cannot re-comply with Rule 13.24 of the Listing Rules on or before the expiration of the 18-month period, i.e. by 16 September 2022.

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Lee Hing Shares in respect of which valid acceptances were received, 16,804,101 Lee Hing Shares, representing approximately 11.45% of all the Lee Hing Shares in issue as at the date of this joint announcement, are held by the public (as defined in the Listing Rules). Accordingly, the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules is not satisfied.

Considering that the trading of the Lee Hing Shares will remain suspended and the listing of the Lee Hing Shares will most likely be cancelled by the Stock Exchange as mentioned in the paragraph headed “Compulsory acquisition” above given that no progress has been made in identifying a feasible solution to re-comply with Rule 13.24 of the Listing Rules by the Company as at the date of this joint announcement, the Company and the Offeror do not intend to take any actions to restore the minimum public float of the Lee Hing Shares for the Company to re-comply with Rule 8.08(1)(a) of the Listing Rules.

CONTINUED SUSPENSION OF TRADING

Trading in the Lee Hing Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 17 March 2021 pending re-compliance with Rule 13.24 of the Listing Rules by the Company and will remain suspended.

By order of the board of directors of
Lee Hing (2021) Limited
(formerly known as Classic Prestige Limited)
Tan Boon Seng
Sole Director

By order of the Board
Lee Hing Development Limited
Tan Boon Seng
Chairman and Managing Director

Hong Kong, 10 March 2022

As at the date of this joint announcement, the Board comprises Mr. Tan Boon Seng and Mr. Lam Man Kit, both of whom are executive Directors; Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Lim Lay Leng, all of whom are independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Tan Boon Seng.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group), and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.