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CHONG KIN GROUP HOLDINGS LIMITED

創建集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1609)

**DESPATCH OF OFFER DOCUMENT
RELATING TO
(1) CONDITIONAL SHARE BUY-BACK BY
RED SUN CAPITAL LIMITED
FOR AND ON BEHALF OF
CHONG KIN GROUP HOLDINGS LIMITED
TO BUY-BACK UP TO 120,000,000 SHARES FOR CANCELLATION
IN EXCHANGE FOR THE ADJUSTED KINGDOM SHARES
AND
(2) POSSIBLE MAJOR TRANSACTION IN RESPECT OF
THE DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF
KINGDOM HONOUR HOLDINGS LIMITED**

Financial Adviser to the Company



Independent Financial Adviser to the Independent Board Committee



References are made to (i) the announcements issued by the Company dated 28 April 2023, 3 May 2023, 2 June 2023, 26 June 2023, 21 July 2023 and 18 August 2023 in relation to the Buy-back Offer; and (ii) the Offer Document, form of proxy and Form of Acceptance issued by the Company dated 24 August 2023. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those ascribed to them in the Offer Document.

DESPATCH OF THE OFFER DOCUMENT

The Offer Document, together with the accompanying form of proxy and Form of Acceptance, containing, among others, (i) the terms and conditions of the Buy-back Offer; (ii) the expected timetable of the Buy-back Offer; (iii) information of the Group and the Kingdom Group; (iv) the recommendation from the Independent Board Committee with respect to the Buy-back Offer; (v) the advice of the Independent Financial Adviser to the Independent Board Committee with respect to the Buy-back Offer; (vi) a notice convening the EGM; and (vii) other information as required by the Takeovers Code, the Buy-back Code and the Listing Rules have been despatched to the Shareholders on 24 August 2023 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and is subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. All references to date and time contained in this announcement, the Offer Document and the Form of Acceptance refer to Hong Kong date and time.

Event	Time and Date
Despatch date of the Offer Document and the accompanying Form of Acceptance and commencement of the Offer Period (<i>Note 1</i>)	Thursday, 24 August 2023
Latest time for lodging transfer of Shares to qualify for attendance at the EGM.	4:30 p.m. on Friday, 8 September 2023
Closure of Register (both days inclusive)	Monday, 11 September 2023 to Friday, 15 September 2023
Latest time for lodging form of proxy for the EGM.	10:00 a.m. on Wednesday, 13 September 2023
Date of EGM (<i>Note 2</i>).	Friday, 15 September 2023
The Buy-back Offer becomes unconditional (<i>Note 3</i>)	Friday, 15 September 2023

Event**Time and Date**

Latest time and date for acceptance of the Buy-back

Offer on the Closing Date (*Notes 3 and 4*) 4:00 p.m. on
Friday, 29 September 2023

Announcement of the results of the Buy-back Offer

as at the Closing Date to be posted on the website
of the Stock Exchange and the Company (*Note 4*) no later than 7:00 p.m. on
Friday, 29 September 2023

Latest date for posting of share certificates

of the Adjusted Kingdom Shares in respect
of valid acceptances received under the
Buy-back Offer (*Notes 5 and 6*) Wednesday, 11 October 2023

Notes:

1. The Buy-back Offer is capable of acceptance on and from the date of despatch of this Offer Document until the Closing Date. The Buy-back Offer is conditional upon the obtaining of the approval by a majority of the votes cast by Independent Shareholders in attendance in person or by proxy at the EGM.
2. The register of members of the Company will be closed from Monday, 11 September 2023 to Friday, 15 September 2023, both days inclusive, during which period no transfer of Shares will be registered. To be entitled to attend and vote at the EGM, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 8 September 2023 for registration.
3. In accordance with Rule 15.3 of the Takeovers Code, the Company must publish an announcement when the Buy-back Offer becomes or is declared unconditional in all respects. The Buy-back Offer must also remain open for acceptance for at least fourteen (14) days after the Buy-back Offer becoming unconditional. Acceptances of the Buy-back Offer shall be irrevocable and shall not be capable of being withdrawn, except as permitted under the Takeovers Code.
4. An announcement will be issued on the website of the Stock Exchange and the Company by 7:00 p.m. on the Closing Date, stating whether the Buy-back Offer has been extended, revised or expired. In the event that the Company decide to extend the Buy-back Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Buy-back Offer are closed in accordance with the Takeovers Code.
5. If there is a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal in force on the Closing Date or the date for posting of share certificates of the Adjusted Kingdom Share(s) and it has (i) not been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Buy-back Offer or the posting of share certificates of the Adjusted Kingdom Share(s) will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Buy-back Offer or the posting of share certificates of the Adjusted Kingdom Share(s) will remain at 4:00 p.m. on the same Business Day.

6. Share certificates of the Adjusted Kingdom Share(s) payable for the Share(s) tendered under the Buy-back Offer will be despatched to the accepting Shareholder(s) by ordinary post at their own risk as soon as possible but in any event within seven (7) Business Days (as defined in the Takeovers Code) following the close of the Buy-back Offer.

Save as mentioned above, if the latest time for the acceptance of the Buy-back Offer and the posting of share certificates of the Adjusted Kingdom Share(s) do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

The Shareholders are encouraged to read the Offer Document and the accompanying form of proxy and Form of Acceptance carefully, including the recommendation of the Independent Board Committee and the letter from the Independent Financial Adviser in respect of the Buy-back Offer before deciding (i) whether or not to vote in favour of the resolutions to approve the Buy-back Offer at the EGM; and (ii) whether or not to accept the Buy-back Offer.

The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Shareholders and potential investors of the Company are in any doubt about their position or as to the action they should take, they should consult their stockbroker, bank manager, solicitor or other professional advisers.

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 13 May 2022 and will remain suspended until further notice.

By order of the Board
Chong Kin Group Holdings Limited
Zhang Jinbing
Chairman

Hong Kong, 24 August 2023

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Zhang Jinbing and Mr. Leung Chi Kwong Joe; and three independent non-executive Directors, namely Mr. Tam Ping Kuen Daniel, Ms. Chen Weijie and Mr. Zhao Hangen.

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