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LEAP Holdings Group Limited

前進控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09(2) OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE AND RESUMPTION OF TRADING

This announcement is made by LEAP Holdings Group Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has noted an increase in the price and trading volume of the shares of the Company (the “**Shares**”) on 2 January 2019. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board confirms that, save as disclosed in this announcement, the Board is not aware of any other information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

POSSIBLE GENERAL OFFER

On 2 January 2019, the Board was informed that Right Star Investment Development Limited (“**Right Star**”), which is wholly-owned by Mr. Anthony Wong, the controlling shareholder (as defined under the Listing Rules) of the Company, is in a discussion with an independent third party (the “**Third Party**”) about a potential transaction (the “**Potential Transaction**”) involving the sale and purchase of all or partial Shares currently held by Right Star. If the Potential Transaction materialises, it may or may not result in a general offer for the issued securities of the Company being made under Rule 26.1 of the Takeovers Code. The discussion is still on-going and no agreement nor any memorandum has been made in respect of the Potential Transaction. There is no certainty that the Potential Transaction will be agreed or completed, nor as to its terms or timing. Accordingly, there can be no certainty that any offer for the securities of the Company will be made, nor as to the terms of any such offer. Further announcement(s) will be made, as appropriate, in due course.

DEALING DISCLOSURES

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company comprise 5,262,000,000 issued Shares as at the date of this announcement and Right Star was interested in a total of 3,182,790,001 Shares, representing approximately 60.49% of the entire issued share capital of the Company under Part XIV of the SFO.

The respective associates (as defined in the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

MONTHLY UPDATES

In compliance with Rule 3.7 of the Takeovers Code, the Company will publish monthly announcement(s) to update the progress of the possible general offer for Shares, until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with such a transaction. Further announcement(s) will be made by the Company in due course or pursuant to the Listing Rules and/or the Takeovers Code (as the case may be).

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 3:29 p.m. on 2 January 2019 pending the release of this announcement. The Company has applied to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 4 January 2019.

WARNINGS

There is no assurance that the Potential Transaction will materialise or eventually be consummated. The discussion with the Third Party is still on-going and may or may not lead to a general offer being made under Rule 26.1 of the Takeovers Code eventually. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By order of the Board
LEAP Holdings Group Limited
Ren Yunan

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 3 January 2019

As at the date of this announcement, the executive Directors are Mr. Ren Yunan, Mr. Cheng Yuk, Mr. Luo Ting and Mr. Zhu Junkan; and the independent non-executive Directors are Mr. Chan King Chung, Mr. Li Zhouxin, Mr. Lee Man Chiu and Mr. Jiang Guoliang.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.