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OKC HOLDINGS CORPORATION

(Incorporated in the Cayman Islands with limited liability)

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)

JOINT ANNOUNCEMENT

DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO MANDATORY UNCONDITIONAL CASH OFFER BY



**FOR AND ON BEHALF OF
OKC HOLDINGS CORPORATION
TO ACQUIRE ALL THE ISSUED SHARES OF
LEAP HOLDINGS GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED
TO BE ACQUIRED BY
OKC HOLDINGS CORPORATION
AND PARTIES ACTING IN CONCERT WITH IT)**

**Financial Adviser to
OKC HOLDINGS CORPORATION**

VEDA | CAPITAL
智略資本

Independent Financial Adviser to the Independent Board Committee



References are made to (i) the joint announcement issued by OKC Holdings Corporation (the “**Offeror**”) and LEAP Holdings Group Limited (the “**Company**”) dated 23 January 2019 in relation to, among other things, the mandatory unconditional cash offer by Get Nice Securities Limited for and on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with the Offeror) (the “**Joint Announcement**”); and (ii) the Composite Document jointly issued by the Offeror and the Company in relation to the Offer dated 20 March 2019. Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement, unless the context requires otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) information relating to the Group, the Offeror and the Offer (including the expected timetable); (ii) the letter from Get Nice Securities containing, among other things, details of the Offer; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the terms of the Offer and as to the acceptance of the Offer; (v) the letter from Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in respect of the terms of the Offer and as to the acceptance of the Offer; and (vi) the Form of Acceptance, has been despatched to the Independent Shareholders on 20 March 2019 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable of the Offer set out below is indicative only and may be subject to change. Further announcement(s) will be made in the event of any change to the timetable as and when appropriate.

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

Event**Times & Dates
2019**

Despatch date of the Composite Document and the accompanying Form of Acceptance (<i>Note 1</i>)	20 March
Offer opens for acceptance (<i>Note 1</i>)	20 March
Latest time and date for acceptance of the Offer (<i>Note 2</i>)	by 4:00 p.m. on 10 April
Closing date (<i>Note 2</i>)	10 April
Announcement of the results of the Offer (or its revision or extension, if any) on the website of the Stock Exchange (<i>Note 2</i>)	by 7:00 p.m. on 10 April
Latest date for posting of remittances in respect of valid acceptances received under the Offer (<i>Notes 2 and 3</i>)	23 April

Notes:

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror revises the Offer in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “6. RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document.

2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on 10 April 2019 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be jointly issued by the Company and the Offeror on the website of the Stock Exchange by 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been revised or extended or has expired. In the event that the Offeror decides to revise the Offer, all Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms. The revised Offer must be kept open for at least 14 days following the date on which the revised offer document(s) are posted and shall not close earlier than the Closing Date.

Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force on the Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer 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) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer will remain on the same day, i.e. 4:00 p.m. on the Closing Date.

3. Remittances in respect of the cash consideration (after deducting the seller’s Hong Kong ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of the duly completed and signed Form of Acceptance and of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

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

WARNING

THE OFFER IS UNCONDITIONAL IN ALL RESPECTS. THE DIRECTORS MAKE NO RECOMMENDATION AS TO THE FAIRNESS OR REASONABLENESS OF THE OFFER OR AS TO THE ACCEPTANCE OF THE OFFER IN THIS JOINT ANNOUNCEMENT, AND STRONGLY RECOMMEND THE INDEPENDENT SHAREHOLDERS NOT TO FORM A VIEW ON THE OFFER UNLESS AND UNTIL THEY HAVE RECEIVED AND READ THE COMPOSITE DOCUMENT, INCLUDING THE RECOMMENDATION OF THE INDEPENDENT BOARD COMMITTEE IN RESPECT OF THE OFFER AND THE LETTER OF ADVICE FROM THE INDEPENDENT FINANCIAL ADVISER.

SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES AND IF THEY ARE IN ANY DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.

By order of the board of director of
OKC Holdings Corporation
Xu Mingxing
Chief Executive Officer and Director

By order of the Board
LEAP Holdings Group Limited
Ren Yunan
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 20 March 2019

As at the date of this joint 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and parties acting in concert with the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with 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, Mr. Xu Mingxing, Mr. Mai Gang, Mr. Feng Bo, Mr. Tang Yue and Ms. Fang Hong are the directors of the Offeror.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those in relation to the Group, the Vendor and parties acting in concert with each of them and the Directors) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Vendor and parties acting in concert with each of them and 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 statement contained in this joint announcement misleading.

As at the date of this joint announcement, Mr. Gu Chunbin is the sole director of the Vendor.

The sole director of the Vendor and Mr. Wong jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (only those relating to the Vendor, Mr. Wong and parties acting in concert with each of them) and confirm, having made all reasonable enquiries, that to the best of its knowledge, opinions expressed in this joint announcement (only those expressed by the Vendor, Mr. Wong and parties acting in concert with each of them) 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.

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