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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

(1) CLOSE OF 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)**

(2) RESULTS OF THE OFFER

AND

(3) PUBLIC FLOAT OF THE COMPANY

**Financial Adviser to
OKC HOLDINGS CORPORATION**

VEDA | CAPITAL
智略資本

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Wednesday, 10 April 2019 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Wednesday, 10 April 2019 (i.e. the Closing Date), the Offeror has received valid acceptances in respect of a total of 722,135,000 Offer Shares under the Offer, representing approximately 13.72% of the entire issued share capital of the Company as at the date of this joint announcement.

PUBLIC FLOAT REQUIREMENT

Immediately after the close of the Offer and subject to the due registration by the Registrar for the transfer of the Offer Shares tendered by the Independent Shareholders to the Offeror for acceptance, 593,364,999 Shares are held by the public (within the meanings under the Listing Rules), representing approximately 11.28% of the total number of issued Shares, at the close of the Offer. Accordingly, following the close of the Offer, less than 25% of the issued Shares are held by the public and the Company does not satisfy the minimum public float requirement as set out under Rule 8.08(1) of the Listing Rules.

Reference is made to the composite offer and response document dated 20 March 2019 (the “**Composite Document**”) jointly issued by the Offeror and the Company in relation to 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 it). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Wednesday, 10 April 2019 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Wednesday, 10 April 2019 (i.e. the Closing Date), the Offeror has received valid acceptances in respect of a total of 722,135,000 Offer Shares under the Offer, representing approximately 13.72% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Provided that a valid Form of Acceptance and the relevant 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) in respect of the relevant Shares as required by Note 1 to Rule 30.2 of the Takeovers Code are complete and in good order in all respects and have been received by the Registrar by 4:00 p.m. on the Closing Date, a cheque or a banker's cashier order for the amount due to each of the Independent Shareholders who accepts the Offer, less seller's ad valorem stamp duty in respect of the Offer Shares tendered by him/her/it under the Offer, will be despatched to such Independent Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event within seven (7) Business Days following the date on which the duly completed acceptances of the Offer and the relevant documents of title in respect of such acceptances are received by the Registrar to render such acceptance complete and valid.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before 3 January 2019 (being the commencement date of the Offer Period), the Offeror and the parties acting in concert with it (excluding the Vendor), did not hold, control or have direction over any Shares or voting rights of the Company or any other relevant securities of the Company.

Immediately after Completion, the Offeror and parties acting in concert with it are interested in a total of 3,182,790,001 Shares, representing approximately 60.49% of the entire issued share capital of the Company. Save for the acquisition of the 3,182,790,001 Shares from the Vendor under the Sale and Purchase Agreement (the "**Sale Shares**"), none of the Offeror, its directors and parties acting in concert with any of them had dealt for value in any relevant securities as defined in Note 4 to Rule 22 of the Takeovers Code of the Company during the Relevant Period.

Taking into account of the valid acceptances in respect of 722,135,000 Offer Shares (representing approximately 13.72% of the total number of issued Shares) under the Offer and subject to the due registration by the Registrar of the transfer of these Offer Shares, the Offeror and parties acting in concert with it would hold an aggregate of 3,904,925,001 Shares, representing approximately 74.21% of the total number of issued Shares as at the date of this joint announcement and immediately after the close of the Offer.

Save for the Sale Shares and the 722,135,000 Offer Shares acquired pursuant to the Offer, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period. Neither the Offeror nor parties acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

The table below sets out the shareholding structure of the Company (i) immediately upon the Sale and Purchase Completion and as at the Latest Practicable Date, and (ii) immediately upon close of the Offer and as at the date of this joint announcement:

	Immediately upon the Sale and Purchase Completion and as at the Latest Practicable Date		Immediately upon close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>
The Offeror and parties acting in concert with the Offeror	3,182,790,001	60.49%	3,904,925,001	74.21%
Mr. Ren Yunan and Thriving Market Limited (<i>Note</i>)	763,710,000	14.51%	763,710,000	14.51%
Public Shareholders	<u>1,315,499,999</u>	<u>25.00%</u>	<u>593,364,999</u>	<u>11.28%</u>
Total	<u><u>5,262,000,000</u></u>	<u><u>100.0%</u></u>	<u><u>5,262,000,000</u></u>	<u><u>100.0%</u></u>

Note:

Mr. Ren Yunan (“**Mr. Ren**”) personally owns 148,810,000 Shares. 614,900,000 Shares are held by Thriving Market Limited which is wholly-owned by Mr. Ren. As such, Mr. Ren is deemed to be interested in the 614,900,000 Shares owned by Thriving Market Limited by virtue of the SFO.

As at the date of this joint announcement, the Company does not have any outstanding warrants, options, derivatives or securities convertible into Shares and the Company has not entered into any agreement for the issue of such securities, options, derivatives or warrants of the Company which are convertible or exchangeable into Shares.

PUBLIC FLOAT REQUIREMENT

Immediately after the close of the Offer and subject to the due registration by the Registrar for the transfer of the Offer Shares tendered by the Independent Shareholders to the Offeror for acceptance, 593,364,999 Shares are held by the public (within the meanings under the Listing Rules), representing approximately 11.28% of the total number of issued Shares, at the close of the Offer. Accordingly, following the close of the Offer, less than 25% of the issued Shares are held by the public and the Company does not satisfy the minimum public float requirement as set out under Rule 8.08(1) of the Listing Rules.

Further announcement(s) will be made by the Company regarding restoration of public float as and when appropriate.

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, 10 April 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 (in relation 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 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 statement contained in this joint announcement misleading.