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KWAN ON HOLDINGS

均安控股

KWAN ON HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1559)

CHANGE OF SUBSTANTIAL SHAREHOLDER

The board (the “**Board**”) of directors (the “**Directors**”) of Kwan On Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces, pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and 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).

On 19 December 2016, the Company received notices from Wisum Holdings Limited (“**WHL**”) and Guo Jing (過靜) that on 15 December 2016, WHL has acquired (the “**Transaction**”) 66,000,000 shares (the “**Relevant Shares**”) in the Company at the average consideration of HK\$1.00 per share. WHL is wholly-owned by Guo Jing. The Relevant Shares represent approximately 6.88% of the issued share capital of the Company as at the date of this announcement. WHL and Guo Jing become substantial shareholders (as defined in the Securities and Futures Ordinance) of the Company upon completion of the Transaction.

To the best of the information, knowledge and belief of the Directors after having made all reasonable enquiries, WHL and Guo Jing are not connected persons of the Company (as defined in the Listing Rules) before the Transaction.

Immediately after the Transaction, the shareholding of the Company is set out below:

	<i>Number of shares</i>	<i>Approximate %</i>
Fortune Decade Investments Limited (<i>Note 1</i>)	165,972,000	17.29
Twilight Treasure Limited (<i>Note 2</i>)	101,653,000	10.59
Sino Coronet Group Limited (“SCGL”) (<i>Note 3</i>)	108,000,000	11.25
WHL (<i>Note 4</i>)	66,000,000	6.88
Ren Jinhua (<i>Note 3</i>)	36,000,000	3.75
Public shareholders	482,375,000	50.24
	<u>960,000,000</u>	<u>100.00</u>

Notes:

1. The entire issued share capital of Fortune Decade Investments Limited is legally and beneficially owned by Mr. Wong Yee Tung Tony (“**Mr. Tony Wong**”), Managing Director and substantial shareholder (as defined in the Listing Rules) of the Company.
2. The issued share capital of Twilight Treasure Limited is legally and beneficially owned as to 87.5% by Success Ally Investments Limited (wholly owned by Mr. Tony Wong) and 12.5% by Decade Success Investments Limited (wholly owned by Mr. Kwong Wing Kie, Executive Director of the Company).
3. SCGL is wholly owned by Ren Jinhua.
4. WHL is wholly-owned by Guo Jing.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the securities of the Company.

By order of the Board
Kwan On Holdings Limited
Wong Yee Tung, Tony
Managing Director

Hong Kong, 20 December 2016

As at the date of this announcement, the Executive Directors are Mr. Wong Yee Tung, Tony, Mr. Kwong Wing Kie and Mr. Wong Wa; and the Independent Non-Executive Directors are Professor Ho Ho Ming, Professor Lam Sing Kwong, Simon and Mr. Lum Pak Sum.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.kwanonconstruction.com.