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**Kin Shing Holdings Limited**  
**建成控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1630)**

**DISCLOSEABLE TRANSACTIONS**  
**ACQUISITIONS OF LISTED SECURITIES**  
**DISPOSALS OF LISTED SECURITIES**

The Board announces that the Company through a wholly owned subsidiary via on-market trades on the Stock Exchange dealt in CNQC shares involving acquisitions made on 24 July 2018 and disposals made on 31 July 2018 for respective aggregate cash consideration of approximately HK\$15.1 million and HK\$14.0 million (excluding transaction cost).

As one or more of the applicable percentage ratios in respect of each of the Acquisitions under Rule 14.07 of the Listing Rules was greater than 5% and all the applicable percentage ratios were less than 25%, the Acquisitions constituted discloseable transactions of the Company under Chapter 14 of the Listing Rules and was subject to the applicable reporting and announcement requirements.

As one or more of the applicable percentage ratios in respect of each of the Disposals under Rule 14.07 of the Listing Rules was greater than 5% and all the applicable percentage ratios were less than 25%, the Disposals constituted discloseable transactions of the Company under Chapter 14 of the Listing Rules and was subject to the applicable reporting and announcement requirements.

**THE ACQUISITIONS**

The aggregate consideration of the acquisitions was approximately HK\$15.1 million in cash (excluding transaction cost) and the average purchase price was approximately HK\$2.259 per CNQC Share (excluding transaction cost).

The acquisitions on 24 July 2018 were all conducted via on-market trades on the Stock Exchange, therefore the identities of the counterparties could not be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the CNQC Shares were Independent Third Parties.

The acquisitions caused one or more of the applicable ratios under Rule 14.07 of the Listing Rules to become greater than 5% while all the applicable ratios were less than 25%. The acquisitions (when aggregated) constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and was subject to the reporting and announcement requirements.

### **Consideration**

The aggregate consideration of the acquisitions was approximately HK\$15.1 million (excluding transaction costs), was settled in cash and financed by the Group's internal resources. The consideration of the acquisitions represented the market price of the CNQC Shares at the time of the acquisitions.

### **THE DISPOSALS**

The aggregate consideration of the disposals was approximately HK\$14.0 million in cash (excluding transaction cost) and the average price was approximately HK\$2.111 per CNQC Share (excluding transaction cost).

The disposals on 31 July 2018 were all conducted via on-market trades on the Stock Exchange, therefore the identities of the counterparties could not be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the CNQC Shares were Independent Third Parties.

The disposals caused one or more of the applicable ratios under Rule 14.07 of the Listing Rules to become greater than 5% while all the applicable ratios were less than 25%. The disposals (when aggregated) constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and was subject to the reporting and announcement requirements.

### **Consideration**

The aggregate consideration of the disposals was approximately HK\$14.0 million (excluding transaction costs). The consideration of the disposals represented the market price of the CNQC Shares at the time of the disposals.

### **REASONS FOR AND BENEFITS OF THE ACQUISITIONS AND THE DISPOSALS**

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of formwork works services and mainly operates through two business segments. The formwork works segment is mainly engaged in the provision of formwork works services. The building construction works segment is mainly engaged in the provision of building construction works services. The Group mainly operates its businesses in Hong Kong.

The Company noted that equities market in Hong Kong had been buoyant for some time and believed that rather than leaving the surplus cash of the Company idle, it could be invested in the equities market. As CNQC is also engaged in construction business, the Directors are of the view that the acquisitions in CNQC Shares at the prevailing price would enable the Company to achieve its investment objective.

Shortly after the acquisitions in CNQC Shares, the equities market became more volatile and the market price of CNQC Shares started to drop. The Directors are of the view that it was an opportune time to dispose of the CNQC Shares in order to minimise loss. The Company suffered a net loss of HK\$1.1 million after the Disposals.

The acquisitions and the disposals of CNQC Shares were made at prevailing market prices and the Board is of the view that the acquisitions and the disposals were fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

### **Information of CNQC**

CNQC is a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange. CNQC and its subsidiaries are principally engaged in the foundation and superstructure construction business in Hong Kong and Macau, and construction business in Singapore and Southeast Asia and property development businesses in Singapore.

The following financial information is extracted from the latest financial reports of CNQC:

	<b>For the six months ended</b>	
	<b>30 June</b>	
	<b>2018</b>	<b>2017</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Revenue	5,138,744	7,711,221
Gross Profit	661,570	1,089,707
Profit before tax	363,754	756,981
Profit after tax	282,750	625,194

### **LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios in respect of the acquisitions (when aggregated) under Rule 14.07 of the Listing Rules was greater than 5% and all the applicable percentage ratios were less than 25%, the acquisitions (when aggregated) constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and was subject to the applicable reporting and announcement requirements.

As one or more of the applicable percentage ratios in respect of the disposals (when aggregated) under Rule 14.07 of the Listing Rules was greater than 5% and all the applicable percentage ratios were less than 25%, the disposals (when aggregated) constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules and was subject to the applicable reporting and announcement requirements.

The Company failed to meet the applicable respective reporting and announcement requirements promptly after the acquisitions (when aggregated) and the disposals (when aggregated) and each such failure is a breach of Listing Rules 14.33 and 14.34.

The Company should have promptly reported and announced the Acquisitions and the Disposals at the material time in compliance with the Listing Rules. The Company only became aware of the Listing Rules implications of the acquisitions and disposals of CNQC Shares when preparing the management reporting in November 2018. The Board has investigated into the matter and is given to understand that the acquisition and disposals were carried out under the supervision and monitoring of a designated executive Director who had left the Group. The Board believes that the failure to comply with the reporting and announcement requirements was due to oversight of the relevant personnel at the time.

The Directors have caused a review of all securities transactions of the Group carried out since July 2018 up to the date of this announcement to be carried out. The Directors confirm that other than as disclosed, there are no non-compliance under Chapter 14 and 14A of the Listing Rules with respect to all securities transactions of the Group carried out since July 2018.

The Company has strengthened its internal control procedures on compliance with notifiable transactions requirements and has adopted a written guideline on notifiable transactions. The said guideline has been circulated to all directors and senior management to ensure observance by all relevant staff. The securities portfolio of the Group, in particular, is closely monitored on a daily basis by (i) a designated executive Director in charge of the securities trading business; and (ii) the finance department of the Group. Each securities trading transaction is reviewed and approved by the designated executive Director and the finance department. A monthly report is generated by the finance department on a monthly basis in relation the stock price of the securities portfolio for review and adjustment of investment strategy if and when appropriate. In addition, the Company will arrange all Directors and relevant staff members to attend training, which, in particular, includes identification of notifiable transactions, corporate governance matters and compliance with the Listing Rules, to be provided by the Company's professional advisors by the end of November 2018.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases have the following meanings:

“Board”	the board of Directors
“CNQC”	CNQC International Holdings Limited, a company incorporated in the Cayman Islands with liability, the shares of which are listed on the Stock Exchange (stock code: 1240)
“CNQC Shares”	6,652,500 ordinary shares of CNQC
“Company”	Kin Shing Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 1630)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) and their ultimate beneficial owner(s) (if applicable) which are independent of the Company and its connected persons as defined under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**Kin Shing Holdings Limited**  
**Leung Chi Kit**  
*Chairman and Executive Director*

Hong Kong, 16 November 2018

*As at the date of this announcement, Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau are the Executive Directors; and Mr. Chang Chun Pong, Mr. Tsui Leung Cho and Mr. Lam Kai Yeung are the Independent Non-executive Directors.*