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KVB Kunlun
KVB Kunlun Financial Group Limited
昆侖國際金融集團有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock code: 8077)

Announcement pursuant to
Inside Information Provisions under Part XIVA of SFO
and Rule 17.10 of the GEM Listing Rules
and
update on the Possible Transaction pursuant to Rule 3.7 of the Takeovers Code

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

Reference is made to the Company’s announcements (“**Announcements**”) (i) dated 11 November 2014 and 20 November 2014 respectively regarding (among other things) the entering into of the LOI concerning a possible disposal of the Proposed Sale Interest by the Controlling Shareholder; and (ii) dated 19 December 2014 and 19 January 2015 respectively regarding monthly progress update. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Announcements.

As disclosed in the announcement of the Company dated 20 November 2014, pursuant to the LOI, the Potential Purchaser is entitled to the Exclusive Right to negotiate with the Controlling Shareholder and Mr. Li in relation to the Possible Transaction for a period of 70 days from the date of the LOI (i.e. 19 November 2014). In such connection, the last date of such Exclusivity Period was 28 January 2015 and thus the Exclusivity Period expired on 29 January 2015. The Company wishes to update its shareholders that, it was notified by the Controlling Shareholder that: (i) as at the date of this announcement, no legally binding agreement (other than the LOI) has been entered into between the Company and the Potential Purchaser in respect of the Possible Transaction; and (ii) despite the expiry of the Exclusivity Period, the Controlling Shareholder is still in discussion with the Potential Purchaser and expects to reach a conclusion as soon as practicable.

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Possible Transaction is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

There is no assurance that the Possible Transaction will materialise or eventually be consummated. Shareholders and potential investors of the Company should be aware that the terms of the Possible Transaction are subject to further negotiations between the Controlling Shareholder, Mr. Li and the Potential Purchaser, and the completion of the Possible Transaction is subject to the Definitive Agreement being entered into and the satisfaction (or, as the case may be, waiver) of such conditions precedent to completion as may be specified therein. The negotiation in relation to the Possible Transaction and the possible general offer arising from the Possible Transaction may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the Shares of the Company and if they are in doubt about their position, they should consult their professional adviser(s).

By Order of the Board
KVB Kunlun Financial Group Limited
Liu Stefan
Executive Director

Hong Kong, 29 January 2015

As at the date of this announcement, the directors of the Company are as follows:

Executive directors

Mr. Liu Stefan

Mr. Ng Chee Hung Frederick

Non-executive directors

Mr. Li Zhi Da

Mr. Stephen Gregory McCoy

Independent non-executive directors

Ms. Zhao Guixin

Mr. Cornelis Jacobus Keyser

Mr. Lin Wenhui

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquires, 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.

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

This announcement will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Listed Company Information” page for at least seven days from the day of its posting and on the website of the Company at www.kvblastco.com.