

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase, or subscribe for the securities of the Company nor is it a solicitation of any vote or approval in any jurisdiction.*



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 RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by KVB Kunlun Financial Group Limited (“**Company**”) pursuant to Rule 3.8 of the Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the joint announcement (the “**Joint Announcement**”) made by the Company and CITIC Securities Company Limited (“**CITIC Securities**”) on 26 February 2015 in relation to, among other things, the possible unconditional mandatory cash offers by CITIC Securities Corporate Finance (HK) Limited on behalf of CITIC Securities to acquire all the issued KVB Shares (other than those already owned or agreed to be acquired by CITIC Securities and parties acting in concert with it) and to cancel all the outstanding KVB Options. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Joint Announcement.

The Board wishes to announce that an aggregate of 21,320,000 new KVB Shares (the “**New Shares**”) were allotted and issued by the Company on 1 April 2015 upon the exercise of certain KVB Options granted under the share option scheme of the Company adopted on 3 June 2013 (the “**Share Option Scheme**”) to subscribe for 21,320,000 KVB Shares at an exercise price of HK\$0.414 per KVB Share by certain holders of KVB Options.

As at the date of this announcement and immediately after the allotment and issue of the New Shares as described above, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprise (i) 2,021,320,000 Shares in issue, and (ii) 16,910,000 outstanding KVB Options granted under the Share Option Scheme.

The associates (within the meaning ascribed thereto under the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

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

Hong Kong, 1 April 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.*

*The directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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](http://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.kvblistco.com](http://www.kvblistco.com).*