

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 only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



China Apex Group Limited
中國恒泰集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

INSIDE INFORMATION

PLACING OF SHARES BY SUBSTANTIAL SHAREHOLDER

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO. Reference is made to the announcement of the Company dated 11 October 2021 in respect of the appointment of the Receivers by the Creditor on 7 October 2021 for 82,342,606 Shares held by the Vendor. As disclosed in such announcement, the 82,342,606 Shares held by the Vendor were charged in favour of the Creditor for a loan facility.

PLACING OF SHARES BY SUBSTANTIAL SHAREHOLDER

The Board has been informed that the Placing Agreement was entered into on 6 January 2023, pursuant to which the Vendor and the Receivers have agreed to appoint the Placing Agent, and the Placing Agent has agreed, to act as the agent of the Vendor, to procure purchasers, on a best effort basis, to purchase the Placing Shares, being up to a total of 55,776,480 Shares, representing up to approximately 10% of the total number of Shares in issue as at the date of this announcement, at the Placing Price on the terms and subject to the conditions set out in the Placing Agreement. The Placing Agent has undertaken in the Placing Agreement that it will use its best endeavour to procure that the Placing Shares shall only be placed to person(s), firm(s) or company(ies) independent of the directors, chief executive, controlling shareholders, and substantial shareholders of the Company and its subsidiaries and their respective associates.

Completion of the Placing

Subject to, among other things, the Receivers having duly obtained from the Creditor the approval to dispose of the Placing Shares by way of the Placing and to appoint the Placing Agent to act as the placing agent of the Vendor and all representations, warranties and undertakings set out in the Placing Agreement are true, accurate and not misleading, completion of the Placing is expected to take place on or before 15 January 2023, or such other date as the Receivers and the Placing Agent may mutually agree in writing.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there being no other changes in the total issued share capital of the Company from the date of this announcement up to completion of the Placing, set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Placing.

	As at the date of this announcement		Immediately upon completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Shareholders:				
Central Eagle Limited (Note 1)	130,897,663	23.47	130,897,663	23.47
China Sun Corporation (Note 2)	133,706,331	23.97	133,706,331	23.97
Golden Diamond Inc. (Note 3)	82,342,606	14.76	26,566,126	4.76
Public Shareholders:				
Places	–	–	55,776,480	10.00
Others	210,818,200	37.80	210,818,200	37.80
Total	557,764,800	100	557,764,800	100

Note 1: Central Eagle Limited is wholly-owned by Mr. Wu Jingming.

Note 2: China Sun Corporation is wholly-owned by Mr. Qiu Chuanzhi. The Shares beneficially owned by China Sun are held by the Receivers.

Note 3: Golden Diamond Inc. is owned as to 60% by Ms. Lin Ping, a non-executive Director, and as to 25% by Mr. Mak Yung Pan Andrew, an executive Director. The Shares beneficially owned by Golden Diamond Inc. are held by the Receivers.

The Company will inform its Shareholders and potential investors if there is any update on the Placing by way of announcement(s) in accordance with the Listing Rules as and when appropriate.

Completion of the transactions contemplated under the Placing Agreement is subject to such agreement not being terminated in accordance with the terms thereof. In addition, completion of the Placing is subject to the satisfaction of condition precedent under the Placing Agreement. Therefore, the Placing Agreement may or may not proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and other securities of the Company.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Board”	the board of Directors
“Company”	China Apex Group Limited (中國恒泰集團有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Creditor”	Noble Wisdom Ever Limited, a subsidiary of China Huarong Asset Management Co., Ltd. (Stock code: 2799)
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placees”	any professional, institutional and other investor(s) which the Placing Agent or its agent(s) has procured to purchase any of the Placing Shares
“Placing”	the placing of up to a total of 55,776,480 Shares to be placed pursuant to the terms and subject to the conditions of the Placing Agreement
“Placing Agent”	KGI Asia Limited, a licensed corporation incorporated in Hong Kong to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities for the purpose of the SFO

“Placing Agreement”	the placing agreement dated 6 January 2023 entered into between the Vendor, the Receivers and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.90 per Placing Share
“Placing Shares”	up to a maximum of 55,776,480 Shares to be placed under the Placing and pursuant to the Placing Agreement
“Receivers”	Mr. Chan Ho Yin and Mr. Li Kin Long Kenny, the joint and several receivers of, amongst others, the Shares beneficially owned by the Vendor, details of the appointment of which are set out in the announcement of the Company dated 11 October 2021
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning given to it under the Listing Rules
“Vendor”	Golden Diamond Inc., a company incorporated in the British Virgin Islands, and as at the date of this announcement, a substantial shareholder of the Company holding approximately 14.76% of the issued share capital of the Company
“%”	per cent

By Order of the Board
China Apex Group Limited
Yip Siu Lun Dave
Chairman and executive Director

Hong Kong, 9 January 2023

As at the date of this announcement, the executive Directors are Mr. Yip Siu Lun Dave, Mr. Mak Yung Pan Andrew, Mr. Wu Cody Zhuo-xuan and Ms. Cheung Ka Yuen; the non-executive Director is Ms. Lin Ping; and the independent non-executive Directors are Mr. Leung Ka Tin, Mr. Cheng Hong Kei, Mr. Liew Fui Kiang and Mr. Ko Kwok Shu.