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Kin Pang Holdings Limited
建鵬控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1722)

**TERMINATION OF DISCLOSEABLE TRANSACTION
IN RELATION TO ACQUISITION OF EQUIPMENT
AND
DISCLOSEABLE TRANSACTION
IN RELATION TO ACQUISITION OF EQUIPMENT**

INTRODUCTION

Termination of the Original Purchase Order

Reference is made to the announcement of the Company dated 8 July 2024 (the “**Announcement**”) in relation to the Original Purchase Order. As disclosed in the Announcement, on 8 July 2024, the Purchaser, an indirect wholly-owned subsidiary of the Company, placed the Original Purchase Order with the Vendor in relation to the acquisition of a unit of hydraulic casing oscillator (Type no. VRM3000T1350), specifications of which as detailed in the Original Purchase Order, at the consideration of approximately EUR524,810 (equivalent to approximately MOP4,524,000). On 26 July 2024 (after trading hours), the Purchaser and the Vendor mutually agreed to terminate the Original Purchase Order owing to a proposed change in the model of hydraulic casing oscillator to be supplied and purchased based on further negotiation between the Purchaser and the Vendor.

The Second Purchase Order

On 26 July 2024 (after trading hours), the Purchaser placed the Second Purchase Order with the Vendor in relation to the acquisition of the Second Acquisition Equipment at the Second Purchase Order Consideration of approximately EUR776,377 (equivalent to approximately MOP6,751,000).

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in relation to the Second Purchase Order are more than 5% but less than 25%, the entering into the Second Purchase Order and the transactions contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

TERMINATION OF THE ORIGINAL PURCHASE ORDER

On 26 July 2024 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, and the Vendor mutually agreed to terminate the Original Purchase Order owing to a proposed change in the model of hydraulic casing oscillator to be supplied and purchased based on further negotiation between the Purchaser and the Vendor. As such, the Purchaser and the Vendor terminated the Original Purchase Order and the Purchaser placed the Second Purchase Order with the Vendor on the same date. The Purchaser has yet to pay any consideration to the Vendor under the Original Purchase Order. The Board considers that the termination of the Original Purchase Order will not have any material adverse impact on the financial position and operation of the Group.

THE SECOND PURCHASE ORDER

On 26 July 2024 (after trading hours), the Purchaser placed the Second Purchase Order with the Vendor in relation to the acquisition of the Second Acquisition Equipment at the Second Purchase Order Consideration of approximately EUR776,377 (equivalent to approximately MOP6,751,000).

The principal terms of the Second Purchase Order are set out below:

Date: 26 July 2024 (after trading hours)

Parties: (i) the Purchaser; and
(ii) the Vendor

The Vendor is a company incorporated in Hong Kong with limited liability and is principally engaged in the sales of machinery and equipment for pile foundation engineering, especially when large foundation depths and/or large drilling diameters are required. The Vendor is ultimately owned by Ms. Leung Yuk Hing and Mr. Wee Chuan Aik Arthur. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Vendor and its ultimate beneficial owners, Ms. Leung Yuk Hing and Mr. Wee Chuan Aik Arthur are Independent Third Parties.

Equipment to be acquired: The Second Acquisition Equipment (a unit of hydraulic casing oscillator (Type no. VRM3300T2300), specifications of which as detailed in the Second Purchase Order).

Consideration: The Second Purchase Order Consideration for the acquisition of the Second Acquisition Equipment shall be approximately EUR776,377 (equivalent to approximately MOP6,751,000) and shall be satisfied in full by cash, which was arrived at after arm's length negotiations between the Purchaser and the Vendor with reference to the prevailing market price of other comparable equipment.

The Purchaser shall pay 30% of the Second Purchase Order Consideration to the Vendor upon order confirmation.

The Purchaser shall pay the remaining 70% of the Second Purchase Order Consideration against bill of lading.

The settlement of the Second Purchase Order Consideration will be financed by way of the Group's internal resources.

Delivery: The Vendor shall be responsible for the delivery of the Second Acquisition Equipment within six (6) months ex-factory against the Second Purchase Order.

REASONS AND BENEFITS FOR THE ENTERING INTO OF THE SECOND PURCHASE ORDER

The principal business activity of the Company is investment holding. The Group is an integrated construction contractor which provides building and ancillary services and emergency repair services for various building and construction projects in relation to hotel and casino resorts, infrastructures of electricity and water supply, and public amenities and utilities (such as carriageways, footpaths, drains and sewers). The Group was engaged in projects in both private and public sectors. The Purchaser, an indirect wholly-owned subsidiary of the Company, is principally engaged in the provision of building and ancillary services and emergency repair services in Macau.

The Group considered that the Second Acquisition Equipment would be more suitable to support the Company's ongoing development, as the model features more advanced specifications and superior performance capabilities. The Second Acquisition Equipment is intended for deployment in construction projects undertaken by the Group, with the aim of enhancing the Group's construction capacity and efficiency. The acquisition of the Second Acquisition Equipment is expected to assist the Company in meeting the growing demand for its construction work and enable it to undertake a greater number of large-scale projects.

Having considered the aforementioned reasons and taking into account the market price of the comparable equipment, the Directors consider that the terms of the Second Purchase Order are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms and are in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in relation to the Second Purchase Order are more than 5% but less than 25%, the entering into the Second Purchase Order and the transactions contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Kin Pang Holdings Limited (建鹏控股有限公司), a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on the main board of the Stock Exchange (stock code: 1722)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EUR”	the Euro, the currency of the European Union
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC

“MOP”	Macau Pataca, the lawful currency of Macau
“Original Purchase Order”	the purchase order dated 8 July 2024 in relation to the acquisition of a unit of hydraulic casing oscillator (Type no. VRM3000T1350)
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
“Purchaser”	Kin Pang Construction and Engineering Company Limited (建鵬建築工程有限公司), a company incorporated in the Macau with limited liability, which is an indirect wholly-owned subsidiary of the Company
“Second Acquisition Equipment”	a unit of hydraulic casing oscillator (Type no. VRM3300T2300), specifications of which as detailed in the Second Purchase Order
“Second Purchase Order”	the second purchase order dated 26 July 2024 in relation to the acquisition of the Second Acquisition Equipment
“Second Purchase Order Consideration”	the consideration for the sale and purchase of the Second Acquisition Equipment, being approximately EUR776,377 (equivalent to approximately MOP6,751,000)
“Share(s)”	ordinary shares(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Vendor”	Leffer GMBH Limited, a company incorporated in Hong Kong with limited liability
“%”	per cent

For the purpose of this announcement, unless otherwise indicated, conversion of EUR into MOP is calculated at the approximate exchange rate of EUR0.115 to MOP1.00. This exchange rate is adopted for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rates at all.

By Order of the Board
Kin Pang Holdings Limited
Kong Kin I
Chairman

Hong Kong, 26 July 2024

As at the date of this announcement, the Board comprises (i) Mr. Kong Kin I (Chairman and Chief Executive Officer) and Ms. Choi Fong Lan as executive directors of the Company; and (ii) Mr. Cheung Wai Lun Jacky, Mr. Cheung Kin Wing and Mr. Zhao Zhipeng as independent non-executive directors of the Company.