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## **LEAP Holdings Group Limited**

**前進控股集團有限公司**

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

**(Stock Code: 1499)**

**(1) GRANT OF WAIVER FROM STRICT COMPLIANCE WITH  
THE MINIMUM PUBLIC FLOAT;  
(2) COMPLETION OF DISPOSALS OF SHARES  
BY SUBSTANTIAL SHAREHOLDERS;  
(3) RESTORATION OF PUBLIC FLOAT  
AND  
(4) RESUMPTION OF TRADING**

Reference is made to the announcement dated 11 April 2019 issued by the Company in relation to, among others, the suspension of trading in the Shares on the Stock Exchange pending the restoration of public float of the Company (the “**Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

### **GRANT OF WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM PUBLIC FLOAT REQUIREMENT**

As disclosed in the Announcement, immediately after the close of the Offer and subject to the due registration by the Registrar for the transfer of the Offer Shares tendered by the Independent Shareholders to the Offeror for acceptance, 593,364,999 Shares are held by the public (within the meanings under the Listing Rules) representing approximately 11.28% of the total number of issued Shares. Accordingly, following the close of the Offer, less than 25% of the issued Shares are held by the public and the Company does not satisfy the minimum public float requirement as set out under Rule 8.08(1) of the Listing Rules.

An application has been made by the Company to the Stock Exchange for a temporary waiver from the strict compliance with Rule 8.08(1)(a) of the Listing Rules (the “**Waiver**”). On 2 May 2019, the Stock Exchange has granted the Waiver for the period from 10 April 2019 to 2 May 2019 to the Company, subject to the issue of this announcement.

## COMPLETION OF DISPOSALS OF SHARES BY SUBSTANTIAL SHAREHOLDERS

As disclosed in the announcement of the Company dated 26 April 2019, the Company has been informed that, on 25 April 2019, each of Thriving Market Limited (“TML”) and Mr. Ren Yunan (“Mr. Ren”) has entered into sale and purchase agreements (the “Agreements”) with a number of purchasers (the “Purchasers”) respectively in relation to the sale of 614,900,000 Shares held by TML and 148,810,000 Shares held by Mr. Ren (collectively, the “Disposals”), representing all Shares held by TML and by Mr. Ren respectively as of 25 April 2019. TML is beneficially owned by Mr. Ren, who in turn is an executive Director, the Chairman and the Chief Executive Officer of the Company.

The Company has been informed that the completion of the Disposals under respective Agreements took place on or before 2 May 2019.

To the best information, knowledge and belief of the Company, the Purchasers and their respective ultimate beneficial owners (where applicable) are third parties independent of, and not connected with the Company, its connected persons and their respective associates pursuant to the Listing Rules, and the Shares held by them shall be counted towards the public float of the Company and none of the Purchasers has become a substantial shareholder (as defined in the Listing Rules) of the Company immediately after the completion of the Disposals.

The table below sets out the shareholding structure of the Company (i) immediately upon close of the Offer but prior to the completion of the Disposals and (ii) immediately after the completion of the Disposals.

	Immediately upon close of the Offer but prior to the completion of the Disposals		Immediately after the completion of the Disposals	
	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>	<i>Number of Shares</i>	<i>Approximate percentage of shareholding</i>
The Offeror and parties acting in concert with the Offer	3,904,925,001	74.21%	3,904,925,001	74.21%
TML and Mr. Ren	763,710,000	14.51%	–	–
Public Shareholders (including the Purchasers)	<u>593,364,999</u>	<u>11.28%</u>	<u>1,357,074,999</u>	<u>25.79%</u>
Total	<u><u>5,262,000,000</u></u>	<u><u>100.00%</u></u>	<u><u>5,262,000,000</u></u>	<u><u>100.00%</u></u>

## **RESTORATION OF PUBLIC FLOAT**

Immediately after the completion of the Disposals, the Offeror and parties acting in concert with the Offeror hold 3,904,925,001 Shares, representing approximately 74.21% of the issued Shares, whereas 1,357,074,999 Shares, representing 25.79% of the issued Shares are held by the public. Accordingly, the minimum public float of 25% of the total issued share capital of the Company has been restored and the Company is in compliance with Rule 8.08(1)(a) of the Listing Rules.

## **RESUMPTION OF TRADING**

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 11 April 2019 pending the restoration of the minimum public float of the Shares. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 3 May 2019.

By order of the Board  
**LEAP Holdings Group Limited**  
**Shi Shaoming**  
*Joint Company Secretary*

Hong Kong, 2 May 2019

*As at the date of this announcement, the non-executive Directors are Mr. Xu Mingxing and Mr. Pu Xiaojiang; the executive Directors are Mr. Ren Yunan, Mr. Luo Ting, Mr. Zhu Junkan and Mr. Cheng Yuk; and the independent non-executive Directors are Mr. Chan King Chung, Mr. Li Zhouxin, Mr. Lee Man Chiu and Mr. Jiang Guoliang.*