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China Apex Group Limited
中國恒泰集團有限公司

(formerly known as KEE Holdings Company Limited 開易控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

**PROPOSED DECLARATION AND PAYMENT OF
SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT**

**PROPOSED DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND OUT
OF THE SHARE PREMIUM ACCOUNT**

The Board is pleased to announce that, the Board has recommended the declaration and payment of a Special Dividend of HK\$0.075 per Share out of the Share Premium Account.

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the conditions set out in the section headed “CONDITIONS OF THE PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT” in this announcement.

The conditions cannot be waived. If the conditions are not satisfied, the Special Dividend will not be paid.

EGM

The EGM will be convened on Tuesday, 11 February 2020 to consider and, if thought fit, to approve the declaration and payment of the Special Dividend out of the Share Premium Account. No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the declaration and payment of the Special Dividend out of the Share Premium Account.

A circular containing further information about the Special Dividend and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

PROPOSED DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The Board is pleased to announce that at a meeting of the Board held on 15 January 2020, the Board has recommended the declaration and payment of a Special Dividend of HK\$0.075 per Share out of the Share Premium Account.

As at the date of this announcement, the Company has 464,804,000 Shares in issue. Based on the number of issued Shares as at the date of this announcement, the Special Dividend, if declared and paid, will amount to HK\$34,860,300. Subject to the fulfilment of the conditions set out in the section headed “Conditions of the payment of the Special Dividend out of the Share Premium Account” below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to Article 137 of the Articles of Association.

CONDITIONS OF THE PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Dividend out of the Share Premium Account pursuant to Article 137 of the Articles of Association at the EGM; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Special Dividend will be paid in cash no later than Tuesday, 3 March 2020 to those Shareholders whose names appear on the register of members of the Company at close of business on Tuesday, 18 February 2020, being the record date for determination of entitlements to the Special Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Special Dividend will not be paid.

REASONS FOR AND EFFECT OF THE PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

To reward the Shareholders, the Board considers it appropriate to distribute the Special Dividend in recognition of Shareholders’ support.

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

After taking into consideration of the existing cash flows of the Group, the Board considers that the Company has sufficient cash flows to pay the Special Dividend. The payment of the Special Dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group.

The Directors consider that the declaration and proposed payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 6 February 2020 to Tuesday, 11 February 2020 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 February 2020.

If the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the EGM, for the purpose of determining the entitlement to the Special Dividend, the register of members of the Company will be closed from Monday, 17 February 2020 to Tuesday, 18 February 2020 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed Special Dividend (subject to the approval by Shareholders at the forthcoming EGM), all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 February 2020.

EGM

The EGM will be convened on Tuesday, 11 February 2020 to consider and, if thought fit, to approve the declaration and payment of the Special Dividend out of the Share Premium Account. No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the declaration and payment of the Special Dividend out of the Share Premium Account.

A circular containing further information about the Special Dividend and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless otherwise defined or the context requires otherwise, the following terms shall have the meanings set out below:

“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	China Apex Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 2011)
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened on Tuesday, 11 February 2020 for the purpose of considering the declaration and payment of the Special Dividend
“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
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately HK\$180,690,000 as at 30 June 2019 based on the unaudited condensed consolidated financial statement of the Company as at that date
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Special Dividend”	the proposed special dividend of HK\$0.075 per Share as recommended by the Board

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

By Order of the Board
China Apex Group Limited
Zhuang Weidong
Chairman

Hong Kong, 15 January 2020

As at the date of this announcement, the executive directors of the Company are Mr. Zhuang Weidong, Mr. Qiu Chuanzhi, Mr. Wu David Hang and Mr. Mak Yung Pan Andrew; the non-executive director of the Company is Ms. Lin Ping; and the independent non-executive directors of the Company are Mr. Leung Ka Tin, Mr. Cheng Hong Kei and Mr. Liew Fui Kiang.