

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.

WARDERLY INTERNATIONAL HOLDINGS LIMITED

匯多利國際控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

PROFIT WARNING

This announcement is made by the Company pursuant to Inside Information Provisions under Part XIVA of the SFO and Rule 13.09(2)(a) of the Listing Rules.

After preliminary review of the consolidated management accounts of the Group for the year ended 31 December 2013, the Board wishes to inform the Shareholders and potential investors that the Group is expected to record a significant amount of net loss for the year ended 31 December 2013, primarily attributable to the non-cash accounting treatment in relation to the adjusted fair values of the Convertible Bonds in compliance with the HKFRSs.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Warderly International Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) pursuant to Inside Information Provisions (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”) and Rule 13.09(2)(a) of the Listing Rules.

After preliminary review of the consolidated management accounts of the Group for the year ended 31 December 2013, the board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Group is expected to record a significant amount of net loss for the year ended 31 December 2013.

The Board considers that the expected significant amount of net loss for the year ended 31 December 2013 is, among other things, primarily attributable to the non-cash accounting treatment in relation to the adjusted fair values of the convertible bonds (the “**Convertible Bonds**”) between 12 December 2013 (i.e. the date of issuance of the Convertible Bonds) and 31 December 2013 in compliance with the Hong Kong Financial Reporting Standards (“**HKFRSs**”). Details of the Convertible Bonds were disclosed in the announcements of the Company dated 21 March 2013, 28 June 2013, 13 September 2013, 23 October 2013, 25 October 2013, 28 October 2013, 13 November 2013, 5 December 2013 and 12 December 2013 and the circular of the Company dated 28 October 2013.

The Board is of the view that the non-cash accounting treatment in relation to the adjusted fair values of the Convertible Bonds in compliance with the HKFRSs will not adversely affect the Group's operating financial positions and the Board remains positive on the prospects of the Group. Shareholders and potential investors are reminded that the fair values of the Convertible Bonds will be adjusted from time to time, subject to, among other things, the share price movement of the Company and therefore are fluctuating in nature. The adjusted fair values of the Convertible Bonds as at 31 December 2013 are subject to, among other things, the closing price for each share of the Company of HK\$0.26 as at 31 December 2013. Assuming other things remain constant, should the closing price for each share of the Company at subsequent valuation dates be higher than HK\$0.26, the adjusted fair values of the Convertible Bonds will further increase, which will result in further non-cash accounting loss to the Company.

The Company is still in the process of finalizing the annual results for the year ended 31 December 2013. As such, the information contained in this announcement is only a preliminary assessment by the Board based on the consolidated management accounts of the Group for the year ended 31 December 2013. The annual results of the Group for the year ended 31 December 2013 is expected to be published before end of March 2014.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Warderly International Holdings Limited
Ji Changqun
Chairman

Hong Kong, 29 January 2014

As at the date of this announcement, the executive directors of the Company are Mr. Ji Changqun, Mr. Shi Zhiqiang, Mr. Zhou Yanwei and Mr. Eddie Hurip and the independent non-executive directors of the Company are Mr. Chi-keung Lau, Mr. Chow Siu Lui and Mr. Tsang Sai Chung.

* *for identification purposes only*