

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.



Sinic Holdings (Group) Company Limited

新力控股（集團）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2103)

WINDING UP PETITION; DELAY IN PUBLICATION OF INTERIM RESULTS AND DESPATCH OF INTERIM REPORT; AND CONTINUED SUSPENSION OF TRADING

This announcement is made by Sinic Holdings (Group) Company Limited (the “**Company**” together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09, 13.25(1)(b), 37.47A, 37.47B and 37.47E of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 30 September 2021, 11 October 2021, 16 and 19 December 2021, 18 and 31 March 2022, 6 April 2022 and 17 June 2022 in relation to, among others, the financial status of the Group, quarterly update on status of resumption, the delay in publication of the audited annual results of the Group for the year ended 31 December 2021 and the resumption guidance issued by the Stock Exchange (the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

WINDING UP PETITION

On 23 August 2022, a winding-up petition (the “**Petition**”) was filed against the Company at the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) in relation to a private bond, which is one of the Other Offshore Financing Arrangements.

The Company has been advised by its legal advisers that under section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies Winding Up Ordinance**”), any disposition of the property of the Company, including things in action, and any transfer of shares, or alteration in the status of the members of the Company, after the commencement date of the winding up, namely the date of the presentation of the Petition

(that is, 23 August 2022) (the “**Commencement Date**”), will be void as a matter of Hong Kong law unless a validation order is obtained from the High Court. Any disposition made on or after the Commencement Date will not be affected if the Petition is subsequently withdrawn, struck out, dismissed or permanently stayed.

The Company will oppose the Petition vigorously. However, given the effect of section 182 of the Companies Winding Up Ordinance, the board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to remind the shareholders and potential investors of the Company that the transfer of the shares in the Company made on or after the Commencement Date would be void without a validation order from the High Court. Pursuant to the circular dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of the shares of listed issuers after a winding-up petition has been presented, in view of these restrictions and the uncertainties that may arise in relation to the transfer of shares of the Company, for participant(s) who conduct share transfers through HKSCC (the “**Participant(s)**”), HKSCC may, at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (“**CCASS**”) to temporarily suspend any of its services in respect of shares of the Company. This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominee Limited’s name will be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account. These measures would generally cease to apply from the date when the winding-up petition has been dismissed or permanently stayed, or the Company has obtained the necessary validation order from the High Court.

The Company will seek legal advice and take all necessary actions to protect its legal rights. Furthermore, the Company will seek legal measures to resolutely oppose the Petition, as the Board is of the view that the Petition does not represent the interests of other stakeholders and may impair the value of the Company.

The Company will make further announcement(s) to keep its shareholders and investors informed of any significant developments in relation to the Petition as appropriate or as required under the Listing Rules.

DELAY IN PUBLICATION OF INTERIM RESULTS AND DESPATCH OF INTERIM REPORT

Pursuant to Rules 13.49(6) and 13.48(1) of the Listing Rules, the Company is required to publish its preliminary results for the six months ended 30 June 2022 (the “**Interim Results**”) not later than 31 August 2022 and despatch its interim report for the same financial period (the “**Interim Report**”) to its shareholders on or before 30 September 2022.

As disclosed in the Announcements, due to staff shortages in the financial reporting unit of the Group, the Group has not been able to function properly and effectively and the situation remains as at the date of this announcement. As a result of the current situation of the Group, the Interim Results

remains unavailable. Accordingly, publication of the Interim Results and despatch of the Interim Report have been delayed. Such delay constitutes breaches of Rules 13.49(6) and 13.48(1) of the Listing Rules.

Further announcement(s) will be made by the Company to inform its shareholders of the date of release of the Interim Results and despatch of the Interim Report, as and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading of the Shares and the debt securities of the Company on the Stock Exchange has been suspended with effect from 3:38 p.m. on 20 September 2021. Trading of the Shares and the debt securities of the Company on the Stock Exchange will remain suspended until further notice.

Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

By order of the Board
Sinic Holdings (Group) Company Limited
ZHANG Yuanlin
Chairman

Hong Kong, 29 August 2022

As at the date of this announcement, the Board comprises Mr. ZHANG Yuanlin and Ms. TU Jing as executive Directors, and Mr. TAM Chi Choi, Mr. AU YEUNG Po Fung and Mr. LIU Xin as independent non-executive Directors.