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## **COMBEST HOLDINGS LIMITED**

**康佰控股有限公司\***

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

**(Stock code: 8190)**

### **FULFILLMENT OF PROFIT GUARANTEE AND PROFIT WARNING**

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance.

The Board is pleased to announce that according to the audited report of the Target Group for the Guaranteed Period received on 5 February 2018, the Guaranteed Profit has been fulfilled under the Sale and Purchase Agreement.

The Board of the Company wishes to inform the shareholders of the Company and potential investors that it is expected that the results of the Group for the six months period ended 31 December 2017 may record a significant decrease in its unaudited consolidated net profit and record a loss attributable to owners of the Company as compared to the profit of the corresponding period of 2016.

**Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

\* *For identification purposes only*

Reference is made to the announcement dated 1 April 2017 (the “**Announcement**”) of Combest Holdings Limited (the “**Company**”) in relation to the acquisition of 51% of the entire issued share capital of the Ultra Rich Global Limited. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, pursuant to the Sale and Purchase Agreement, the Vendor have guaranteed to the Company that for the guaranteed period from 1 January 2017 to 31 December 2017, the actual audited profit before tax received by the Target Group shall not be less than HK\$30 million.

The board of directors of the Company (the “**Board**”) is pleased to announce that, according to the audited report of the Target Group for the Guaranteed Period, the audited consolidated profit before tax of the Target Group for the Guaranteed Period exceeded HK\$30 million and therefore the Profit Guarantee has been fulfilled under the Sale and Purchase Agreement. Further details of the Profit Guarantee will be set out in the interim result announcement for the six months ended 31 December 2017.

In addition, the Board wish to inform the shareholders of the Company and potential investors that, it is expected that the result of the Group for the six months period ended 31 December 2017 will record a decrease in its unaudited consolidated net profit and record a loss attributable to owners of the Company as compared to the profit of the corresponding period of 2016. Based on the information currently available, the Board believes that such decrease in net profit would be mainly attributable to:

- (i) absence of the gain on disposal of discontinued operations compared to corresponding period of 2016;
- (ii) decrease in turnover of the money lending business and the advisory services business; and
- (iii) increase in finance cost.

As the Company is still in the process of finalizing its consolidated results for the period ended 31 December 2017, the information contained in this announcement is only based on a preliminary assessment by the management of the Company of the information available to them. Investors are advised to read carefully the results announcement of the Company for the period ended 31 December 2017 which is expected to be announced on or before 13 February 2018.

**Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

By order of the Board  
**Combest Holdings Limited**  
**Lee Man To**  
*Director*

Hong Kong, 5 February 2018

*As at the date of this announcement, the Board is composed of Mr. Liu Tin Lap and Mr. Lee Man To as executive Directors, Mr. Chan Ngai Sang, Kenny, Mr. Nguyen Van Tu, Peter and Dr. Cheng Chak Ho as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcement" pages for 7 days from the date of this posting and the website of the Company at <http://www.irasia.com/listco/hk/combestholdings/index.htm>.*