

*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.*

## **KNK Holdings Limited**

### **中國卓銀國際控股有限公司**

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

**(Stock Code: 8039)**

## **POSITIVE PROFIT ALERT**

This announcement is made by KNK Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors of the Company (“**Directors**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the information currently available to the Company and the preliminary review of the latest unaudited consolidated management accounts of the Group for the year ended 31 March 2022, the Group is expected to record a profit of approximately HK\$0.6 million as compared to a loss of approximately HK\$13.1 million for the year ended 31 March 2021. The turnaround from loss to profit was mainly attributed from (i) increase of gross profit; (ii) reduce administrative expenses; and (iii) absence of shared loss of associates incurred in the same period last year.

The information contained in this announcement is only a preliminary assessment by the Group based on the latest unaudited consolidated management accounts of the Group for the year ended 31 March 2022, which have not been reviewed or audited by the independent external auditor of the Company and may be subject to necessary adjustments. The actual results of the Group for the year ended 31 March 2022 may differ from the information contained in this announcement. Shareholders and potential investors are advised to refer to the results announcement of the Company for the year ended 31 March 2022, which is expected to be published on 19 August 2022.

Reference is made to the joint announcements issued by the Company and New Energy Business Cluster Company Limited (the “**Offeror**”) dated 9 June 2022, 30 June 2022, 20 July 2022 and 4 August 2022 in relation to, among other things, the mandatory unconditional cash offer (the “**Offer**”) to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). The positive profit alert included in this announcement (the “**Positive Profit Alert**”) constitutes a profit forecast under Rule 10 of The Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”) and should be reported on by the Company’s financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code. In view of the requirements of timely disclosures of the inside information under Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions, the Company is required to issue this announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code.

Under Rule 10.4 of the Takeovers Code, if the Positive Profit Alert is published first in an announcement, it must be repeated in full, together with the reports from the Company’s financial advisers and auditors or accountants on the said profit forecast, in the next document to be sent to the shareholders of the Company (the “**Shareholders’ Document**”). However, if the final results announcement of the Company for the year ended 31 March 2022 has been published by the time of release of the next Shareholders’ Document and the relevant results together with the notes to the financial statements are included in the next Shareholders’ Document, the requirements to report on the Positive Profit Alert under Rule 10.4 of the Takeovers Code will be superseded.

## **CONTINUE SUSPENSION OF TRADING**

As a result of the further delay in publication of the Audited Results and the Annual Report and according to the requirements of Rule 17.49A of the GEM Listing Rules, trading in the shares of the Company on The Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on 4 July 2022 and will continue to suspend pending the publication of the Audited Results, the Annual Report, the First Quarterly Results and the First Quarterly Report.

**Shareholders and potential investors of the Company should note that the Positive Profit Alert has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code.**

**Shareholders and potential investors are advised to exercise caution when placing reliance on the Positive Profit Alert in assessing the merit and demerit of the offer and dealing in the shares of the Company.**

By order of the Board  
**KNK Holdings Limited**  
**Chung Yuk Lun**  
*Executive Director & Company Secretary*

Hong Kong, 12 August 2022

*As at the date of this announcement, the executive Directors are Mr. Chung Yuk Lun and Mr. Cao Dayong; and the independent non-executive Directors are Ms. Lai Pik Chi, Peggy, Ms. Chan Yuk Chun and Ms. Mabel Lee.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for a minimum period of 7 days from the date of its publication and on the Company’s website at [www.knk.com.hk](http://www.knk.com.hk).*