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## **Vision International Holdings Limited**

**威誠國際控股有限公司**

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

**(Stock Code: 8107)**

### **PROFIT WARNING**

This announcement is made by Vision International Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Reference is also made to the joint announcement of the Company and Mr. Lau Chi Wing James (the “**Offeror**”) dated 27 July 2023 in relation to, among others, the possible mandatory unconditional cash offer by Quam Securities Limited for and on behalf of the Offeror to acquire all of the issued shares of the Company (other than those shares already owned or agreed to be acquired by the Offeror or parties acting in concert with him) (the “**R3.5 Announcement**”). Unless the context requires otherwise, terms defined in the R3.5 Announcement shall have the same meanings when used herein.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that based on a preliminary review of the unaudited consolidated management accounts of the Group for the six months ended 30 June 2023 and the information currently available to the Board, the Group expects to record a net loss attributable to the owners of the Company in the range of HK\$18.0 million to HK\$21.0 million for the six months ended 30 June 2023 (the “**Profit Warning**”), as compared to the net loss attributable to the owners of the Company of HK\$1.1 million for the six months ended 30 June 2022.

The Board considers that the loss incurred for the six months ended 30 June 2023 is mainly attributable to the combined effect of (i) the decrease in gross profit of apparel and related products due to the decrease in sales revenue and a goods claim from an apparel client regarding the products supplied; and (ii) the increase in administrative expenses due to the distribution of bonuses as remuneration.

The Company is still in the process of finalising its results of the Group for the six months ended 30 June 2023. The information contained in this announcement is only based on the preliminary review by the Board on the unaudited consolidated management accounts of the Group for the six months ended 30 June 2023 and the information available for the time being, which have not been reviewed by the audit committee of the Company nor audited by the Company's auditor, and is subject to possible adjustments. Shareholders and potential investors are advised to read carefully the results announcement of the Group for the six months ended 30 June 2023, which is expected to be published on or around 14 August 2023.

Shareholders and potential investors of the Company should be fully aware that this profit warning announcement was published by the Company, and the Profit Warning constitutes a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company's financial adviser(s) and auditors or accountants in accordance with Rule 10 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 pursuant to Part XIVA of the SFO, 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.

The interim results announcement of the Company for the six months ended 30 June 2023 (the "**2023 Interim Results Announcement**") is expected to be published on 14 August 2023. If the 2023 Interim Results Announcement is published prior to the next document to be sent to the Shareholders and the relevant results together with the notes to the financial statements are included in such document, the Profit Warning will no longer be required to be reported on. Otherwise, the Profit Warning will be reported in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the next document to be sent to the Shareholders. Shareholders and potential investors of the Company should note that the Profit Warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required under Rule 10 of the Takeovers Code.

**Shareholders and potential investors are advised to exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Offer and when dealing in the shares of the Company.**

By order of the Board  
**Vision International Holdings Limited**  
**Mr. Ko Sin Yun**  
*Chairman and Executive Director*

Hong Kong, 3 August 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Ko Sin Yun, Mr. Ko Man Ho, Mr. Cheng Ka Wing and Ms. Ng Hoi Yung Yoyo; and the independent non-executive directors of the Company are Mr. To King Yan, Adam, Mr. Kwok Chee Kin and Mr. Chan Kim Sun.*

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors of the Company, 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.*

*All 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 Listed Company Information” page on the website of the Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for a minimum period of seven days from the date of its publication and on the Company’s website at [www.vision-holdings.com.hk](http://www.vision-holdings.com.hk).*