

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.



FLYKE INTERNATIONAL HOLDINGS LTD.

飛克國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01998)

SECOND DELISTING STAGE AND RESUMPTION CONDITIONS

This announcement is made by Flyke International Holdings Limited (the “**Company**”) pursuant to Rule 13.09 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 under the Listing Rules) under Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to (a) the announcement of the Company dated 29 November 2016 in relation to the Company being placed in the First Delisting Stage by the Stock Exchange, (b) the announcement of the Company dated 20 March 2017 in respect of, among other things, (i) the Proposed Restructuring; (ii) proposed adoption of new memorandum and articles; (iii) proposed appointment of proposed directors; and (iv) proposed termination of existing share option scheme and adoption of new share option scheme, (c) the announcements of the Company dated 23 March 2017, 6 October 2017 and 8 June 2018 in relation to, among other things, the New Listing Application, the Second New Listing Application and the Third New Listing Application, (d) the announcements of the Company dated 10 April 2017, 31 May 2017, 30 June 2017, 28 July 2017, 28 August 2017, 28 September 2017, 30 October 2017, 30 November 2017, 29 December 2017, 29 January 2018, 28 February 2018, 28 March 2018, 16 April 2018, 30 April 2018, 30 May 2018, 29 June 2018, 27 July 2018, 27 August 2018, 27 September 2018 and 26 October 2018 in relation to the delay in despatch of the circular, (e) the announcement of the Company dated 24 September 2018 in relation to, among other things, the decision of the listing division and request for review by the listing committee, and (f) the announcement dated 9 November 2018 in relation to the withdrawal of request for review by the listing committee (collectively, the “**Announcements**”). Unless otherwise specified herein, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

SECOND DELISTING STAGE AND RESUMPTION CONDITIONS

On 14 November 2018, the Stock Exchange issued a letter to the Company that the Stock Exchange has placed the Company in the second delisting stage (the “**Second Delisting Stage**”) under Practice Note 17 to the Listing Rules. The Second Delisting Stage will expire on 14 May 2019 and the Company should submit a viable resumption proposal to the Stock Exchange at least 10 business days before the Second Delisting Stage expires (i.e. 25 April 2019) to address the following resumption conditions:

- (a) demonstrate that the Company has a sufficient level of operations or assets of sufficient value as required under Rule 13.24;
- (b) address the audit issues stated in the letter from the Stock Exchange of 23 September 2014 and the bank discrepancies mentioned in the Company’s announcements of 2 April and 21 May 2015, take all necessary remedial actions and inform the market of all material information;
- (c) publish all outstanding financial results and address any audit qualifications; and
- (d) demonstrate that the Company has in place adequate and effective financial reporting procedures and internal control systems to meet its obligations under the Listing Rules.

The Stock Exchange may modify any of the above conditions and/or impose further resumption conditions if necessary.

The Stock Exchange will determine whether to place the Company in the third delisting stage at the end of the Second Delisting Stage.

In order to submit a viable resumption proposal to the Stock Exchange and comply with the aforesaid resumption conditions, the Company still endeavors to discuss with the Investors as to the terms and conditions of the supplemental agreement(s) in relation to the modified restructuring as revised and restated with the principal terms of the Proposed Restructuring (the “**Modified Restructuring**”).

As at the date of this announcement, the terms of the Modified Restructuring are still subject to further discussions and negotiations between the Company and the Investors. Further announcement(s) in relation to the Modified Restructuring, including but not limited to the entering into of the supplemental agreement(s), will be made by the Company as and when appropriate.

SUSPENSION OF TRADING OF THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:00 a.m. on 31 March 2014. Trading in the Shares will continue to suspend until further notice and full satisfaction of the Resumption Conditions and such other further conditions that may be imposed by the Stock Exchange.

By order of the Board
Flyke International Holdings Limited
FONG Sai Mo
Executive Director

Hong Kong, 16 November 2018

As of the date of this announcement, the executive Directors are Mr. FONG Sai Mo and Mr. CHIN Chang Keng Raymond and the independent non-executive Directors are Mr. CHU Kin Wang, Peleus and Mr. ZHU Guohe.

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 statements in this announcement misleading.