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SFUND INTERNATIONAL HOLDINGS LIMITED

廣州基金國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1367)

**CLARIFICATION ANNOUNCEMENT
ON PROFIT WARNING ANNOUNCEMENT**

Reference is made to (i) the announcements of SFund International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 29 June 2021 and 29 July 2021 (collectively, the “**3.7 Announcements**”) pursuant to Rule 3.7 of the Code on Takeovers and Mergers (the “**Takeovers Code**”); and (ii) the announcement of the Company dated 24 August 2021, in relation to, amongst other things, profit warning of the Company (the “**Profit Warning**”) based on the preliminary review of the unaudited consolidated management accounts of the Group. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the 3.7 Announcements. This clarification announcement is published in accordance with Practice Note 2 of the Takeovers Code.

The Directors would like to provide a clarification to the Shareholders and potential investors of the Company that the Profit Warning constitutes a profit forecast under Rule 10 of the Takeovers Code and is required to be reported on by the financial advisers and the accountants or auditors in compliance with Note 1(c) to Rules 10.1 and 10.2 and Rule 10.4 of the Takeovers Code. As the Profit Warning was made pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), which require the Company to disclose any inside information as soon as practicable and given the time constraints, the Company has encountered practical difficulties in meeting the requirements of Rule 10.4 of the Takeovers Code. Accordingly, the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code. The Company acknowledges the inadvertent mistake aforementioned and will carefully observe and comply with all relevant requirements under the Takeovers Code and Practice Notes through making timely consultation with professional parties in the future.

Pursuant to Practice Note 2 of the Takeovers Code, the reports from the Company's financial adviser and auditors or consultant accountants on the profit forecasts are required to be included in the next document to be sent to the Shareholders (the "**Profit Forecast Reports**"). The unaudited interim results announcement of the Company for the six months ended 30 June 2021 (the "**Interim Results**") is expected to be published in 30 August 2021. It is expected that the Interim Results will be published prior to the despatch of any offer or response documents that may be sent to the Shareholders in connection to the appointment of the Receivers and potential disposal of the Charged Shares as contemplated in the 3.7 Announcements. Accordingly, the requirement to include the Profit Forecast Reports in the next document sent to the Shareholders pursuant to Rule 10 of the Takeovers Code is expected to be superseded by the publication of the Interim Results.

Save for the clarification stated in this announcement, all information in the announcement with the Profit Warning remains unchanged.

Shareholders and potential investors of the Company should note that the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning.

Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position should consult their professional advisers.

By order of the Board
SFund International Holdings Limited
Li Qing
Chairman

Hong Kong, 27 August 2021

As at the date of this announcement, the executive Directors are Mr. Li Qing, Mr. Lam Kwan Sing, Mr. Yu Wenhao, Ms. Wang Mengsu, Mr. Lin Qiansheng and Mr. Hon Ming Sang and the independent non-executive Directors are Mr. Fok Ho Yin, Thomas, Mr. Chan Wai Cheung, Admiral and Mr. Lam Ho Pong.

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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.