

*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.*



## **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)**

### **INSIDE INFORMATION PROFIT WARNING**

This announcement is made by SFund International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors of the Company that, based on the preliminary assessment of the unaudited consolidated management accounts of the Group for the year ended 31 December 2021 and information currently available to the Board, the Group is expected to record a loss attributable to owners of the Company for the year ended 31 December 2021 of not less than HK\$41 million as compared to that for the year ended 31 December 2020 of approximately HK\$77 million (the “**Profit Warning**”). The decrease in loss was mainly because there were approximately HK\$24 million decrease in administrative expenses due to cost control; and approximately HK\$24 million increase in other income and gains due to gain on disposal of subsidiaries from the apparel supply chain management services business and such item is non-cash in nature and does not affect the Group’s cash flow condition.

The Company is still in the process of finalizing the Group’s annual results for the year ended 31 December 2021. The information contained in this announcement is only based on the preliminary assessment by the Board on the unaudited consolidated management accounts of the Group for the year ended 31 December 2021, which have not been audited by the auditors of the Company, nor reviewed by the audit committee of the Company and may be subject to adjustments where necessary. The annual results of the Group for the year ended 31 December 2021, which is expected to be published by the end of March 2022 (the “**2021 Annual Results Announcement**”).

Reference is also made to the announcements of the Company dated 29 June 2021 (the “**Rule 3.7 Announcement**”) and the announcements of the Company dated 29 July 2021, 30 August 2021, 30 September 2021, 29 October 2021, 29 November 2021, 29 December 2021, 28 January 2022 and 28 February 2022 (the “**Other Rule 3.7 Announcements**”) each pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and in relation to the Receivership (as defined in the Other Rule 3.7 Announcements).

Following the publication of the Rule 3.7 Announcement, the Company is required to comply with the relevant requirements under the Takeovers Code. Pursuant to Rule 10 of the Takeovers Code, the

Profit Warning constitutes a profit forecast and should be reported on by the Company's financial adviser and auditors or reporting 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 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under 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 requirements set out in Rule 10.4 of the Takeovers Code.

Pursuant to Rule 10.4 of the Takeovers Code and Practice Note 2 of the Takeovers Code, the reports from the Company's financial adviser and auditors on the Profit Warning are required to be included in the next document to be sent to the Shareholders (the "**Shareholders' Document**"). It is expected that the 2021 Annual Results Announcement will be published prior to the despatch of the next Shareholders' Document. If this is the case, the requirement under Rule 10 of the Takeovers Code to report on the Profit Warning will be superseded by the publication of the 2021 Annual Results Announcement and the relevant results together with the notes to the financial statements are included in the next Shareholders' Document. Otherwise, the Profit Warning shall be reported on in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the next Shareholders' Document.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 8 February 2021, and will remain suspended until further notice.

**Shareholders and potential investors 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, and therefore they are advised to exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the possible sale of shares of the Company (as detailed in the Rule 3.7 Announcement).**

**There is no assurance that the Receivership will result in a change of controlling shareholder and will it lead to general offer under Rule 26.1 of the Takeovers Code for the securities of the Company. Shareholders and potential investors should exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

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

Hong Kong, 25 March 2022

*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.*