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**火岩控股**  
FIRE ROCK HOLDINGS

**火岩控股有限公司**  
**FIRE ROCK HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1909)

## **CLARIFICATION ANNOUNCEMENT RECLASSIFICATION OF A NOTIFIABLE TRANSACTION**

Reference is made to the discloseable transaction announcement of Fire Rock Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 7 May 2023 (the “**Announcement**”) in relation to the acquisition of the entire issued share capital of Summer Mountain Limited. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

### **LISTING RULES IMPLICATIONS**

As disclosed in the Company’s previous announcements, although the Company is making its best efforts in cooperating with the auditor of the Company in the preparation of the Group’s audited financial results for the years ended 31 December 2021 and 2022 (the “**FY2021 and FY2022 Financial Results**”), such financial results are yet to be finalised. Therefore, the Company adopted its latest available financial results, which is the Company’s audited consolidated financial results for the year ended 31 December 2020, in computing the percentage ratios of the Acquisition and accordingly classified the Acquisition as a discloseable transaction.

After discussing with the Stock Exchange and based on the latest management accounts, it is expected that one of the applicable percentage ratios in respect of the Acquisition is more than 25% but less than 100%, the Acquisition shall therefore be re-classified as a major acquisition under the Listing Rules, and hence subject to the reporting, announcement, circular and Shareholders’ approval requirements under Chapter 14 of the Listing Rules.

## **DELAY IN DESPATCH OF CIRCULAR**

Pursuant to Rule 14.60(7) of the Listing Rules, a circular containing, among other things, further details of the Sale and Purchase Agreement and the Acquisition (the “**Circular**”) is required to be despatched to the Shareholders within 15 business days after publication of this announcement.

Since the FY2021 and FY2022 Financial Results are yet to be finalised as mentioned above, the Company will not be able to satisfy some of the financial disclosure requirements in relation to the Circular as required under Chapter 14 of the Listing Rules until the FY2021 and FY2022 Financial Results are finalised. As such, the Company expects that the despatch of the Circular would have to be delayed to a date before the expiry of the Company’s resumption deadline. The Company shall nevertheless despatch the Circular at the earliest practical possibility when all necessary financial information has been finalised and made available to the Company.

Save as disclosed above, the Board confirms that all information in the Announcement remains unchanged. The Company shall continue to stay vigilant to the requirements of notifiable transactions under the Listing Rules.

## **CONTINUED SUSPENSION OF TRADING**

As disclosed in the announcement on quarterly update on resumption dated 30 June 2023, the Company and its professional advisers are in the progress of devising a resumption plan with actions that it intends to take to remedy the issues causing its trading suspension and to fulfill the Resumption Guidance.

Trading in the shares of the Company on the Stock Exchange was suspended from 9:00 a.m. on 1 April 2022 and will remain suspended until further notice.

**Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board of  
**Fire Rock Holdings Limited**  
**Chen Di**  
*Executive Director*

Hong Kong, 30 June 2023

*As at the date of this announcement, the executive Directors are Mr. Zhou Zhiwei, Mr. Gao Bo, Mr. Chen Di and Ms. Wong Yan; and the independent non-executive Directors are Ms. Chow Woon San Shirley, Mr. Tam Chik Ngai Ambrose and Mr. Lok Tze Bong.*