

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.



新火科技
SINOHOPE

SINOHOPE TECHNOLOGY HOLDINGS LIMITED

新火科技控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

COMPLETION OF MAJOR AND CONNECTED TRANSACTIONS

Reference is made to the announcements of Sinohope Technology Holdings Limited (the “**Company**”) dated 25 August 2023, 15 September 2023 and 16 October 2023, the circular of the Company dated 17 November 2023 (the “**Circular**”) and the poll results announcement of the Company dated 7 December 2023, in relation to the major and connected transaction in respect of the proposed disposal of the equity interests in the Target Companies. Capitalised terms used herein shall have the same meaning as those defined in the Circular unless the context requires otherwise.

As disclosed in the Circular, the Long Stop Date for completion of the Disposal was 31 December 2023. Although all the conditions precedent to the Sale and Purchase Agreements were fulfilled on or before the Long Stop Date, additional time was required by the Vendors and the Purchaser to finalize and perform all the completion obligations and procedures thereunder, the Vendors and the Purchaser agreed on 30 December 2023 to extend the Long Stop Date to 31 March 2024, while all other terms of the Sale and Purchase Agreements remained unchanged and continued to be in full force and effect.

The Board is pleased to announce that completion of the disposal of HBTPower (BVI) took place on 11 January 2024, the disposal of New Huo Solutions took place on 9 February 2024, and the disposal of HBTPower (US) took place on 12 March 2024. Upon completion of the Disposal, (i) the Group is expected to recognise an unaudited gain of approximately HK\$4.5 million, representing the difference between the Aggregate Consideration of approximately HK\$257.7 million and the net asset value of the Target Companies attributable to the Group of approximately HK\$6.9 million and assignment of the Sale Debts in the aggregate amount of approximately HK\$245.7 million as at 31 March 2023 after deducting all estimated costs and expenses relating to the Disposal in the amount of approximately HK\$650,000. The actual gain or loss in connection with the Disposal will be assessed after completion and is subject to the review and audit by the auditors of the Company; and (ii) based on the financial position of the Company as at 30 September 2023, the total assets of the Group will be reduced by approximately HK\$270.4 million, from HK\$748.6 million to HK\$478.3 million, taking into account the Share Subscription which was completed on 10 October 2023, and the total liabilities will be reduced by approximately HK\$310.0 million, from HK\$534.9 million to HK\$224.9 million.

Upon completion of the Disposal, the Target Companies will cease to be subsidiaries of the Company. Accordingly, the financial results of each of the Target Companies will no longer be consolidated into the consolidated financial statements of the Company. Net proceeds from the Disposal, after deducting the administrative and external expenses, are estimated to be approximately HK\$257.1 million. The Company intends to use the net proceeds from the Disposal to settle liabilities of the Group due and owing to the Purchaser by set-off and no cash proceeds will be generated upon completion of the Disposal.

By Order of the Board
SINOHOPE TECHNOLOGY HOLDINGS LIMITED
Du Jun
Executive Director

Hong Kong, 12 March 2024

As at the date of this announcement, the Board comprises (1) Mr. Li Lin as a non-executive Director; (2) Mr. Du Jun and Ms. Zhang Li as executive Directors; and (3) Mr. Yu Chun Kit, Mr. Yip Wai Ming and Dr. LAM, Lee G., BBS, JP as independent non-executive Directors.