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嘉文世紀投資有限公司

CARMEN CENTURY INVESTMENT LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00612)**

## **RESUMPTION GUIDANCE AND CONTINUED SUSPENSION OF TRADING**

This announcement is made by Carmen Century Investment Limited (“**Company**”, together with its subsidiaries, “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (“**SFO**”).

References are made to the announcements of the Company dated 21 May 2025, 23 June 2025 and 30 June 2025 (collectively, the “**Announcements**”) in relation to, among other things, the executive director situation of the Company and the suspension of trading in the securities of the Company on the Stock Exchange. Unless otherwise specified, capitalized terms used in this announcement shall have the same meaning as those defined in the Announcements.

### **RESUMPTION GUIDANCE**

The Company has received a letter dated 4 September 2025 from the Stock Exchange setting out the guidance for the resumption of trading in the shares of the Company (“**Shares**”) on the Stock Exchange (“**Resumption Guidance**”).

### **Background**

1. The Company is an investment company listed under Chapter 21 of the Listing Rules since January 2002.
2. Investment companies are subject to additional listing obligations set out in Chapter 21 of the Listing Rules. In particular, Rule 21.04(1) provides that, among others, the executive management committee must have had satisfactory experience in the professional management of investments on behalf of third-party investors (“**Relevant Experience**”).

3. At the conclusion of the Company's annual general meeting held on 27 June 2025, the only two executive directors of the Company retired from their offices of executive director and resigned from all other positions held with the Group (including the role as an authorised representative required under the Rule 3.05) ("**Departure**").
4. Following the Departure, the Company has no executive directors on the Board and no longer has an executive management committee with the Relevant Experience under Rule 21.04(1). The Company does not have any management company or investment adviser. The Company considered it is not able to continue to carry on its principal activities of investing in listed and unlisted activities as a result. Trading of the Shares has been suspended with effect from 30 June 2025 pending the resolution of the executive director issue ("**Executive Director issue**").
5. As at the date hereof, the Executive Director issue has yet to be resolved.
6. Following (a) the Departure and (b) the resignation with effect from 29 July 2025 of the then Company Secretary (who also acted as an authorised representative of the Company under Rule 3.05), the Company does not have any authorised representative and is not in compliance with the requirement of having two authorised representatives under Rule 3.05.

### **Resumption Guidance**

7. The Resumption Guidance in the Stock Exchange letter dated 4 September 2025 requires the Company to:
  - (i) re-comply with Rule 21.04(1);
  - (ii) re-comply with Rule 3.05; and
  - (iii) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position.
8. The Resumption Guidance set out above may be modified or supplemented by the Stock Exchange if the Company's situation changes. The Company must meet all Resumption Guidance, remedy the issues causing its trading suspension and fully comply with the Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption.

### **Further guidance**

9. Under Rule 6.01A(1), the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 29 December 2026. If the Company fails to remedy the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the Rules to the Stock Exchange's satisfaction and resume trading in its shares by 29 December 2026, the Listing Division will recommend the Listing Committee

to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10, the Stock Exchange also has the right to impose a shorter specific remedial period or to cancel the listing of the Company immediately, where appropriate.

10. The Company must also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption.
11. While trading is suspended, the Company's obligations under the Listing Rules including but not limited to those set out below continue:
  - (a) keep the duration of any trading suspension to the shortest possible period as required under Rule 6.05;
  - (b) comply with its continuing obligations under the Listing Rules at all times, for example, those applying to notifiable and/or connected transactions under Chapters 14 and 14A of the Listing Rules and publication of periodic financial results and reports and, if they are not available, management accounts under Rules 13.46 to 13.49;
  - (c) announce inside information required to be disclosed under Part XIVA of the SFO; and
  - (d) announce quarterly updates on its developments under Rule 13.24A including, among other relevant matters:
    - its business operations;
    - its resumption plan with details of actions that it has taken and intends to take to remedy the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the Listing Rules and resume trading. The resumption plan should be accompanied with a clear timeframe in respect of each stage of work under the plan with a view that the resumption guidance can be fulfilled and trading can resume as soon as practicable and, in any event before the 18-month period expires;
    - the progress of implementing its resumption plan; and
    - details of any material change to the resumption plan and, in the case of delay, the reasons and impact of such delay.

The Company expects to announce its first quarterly update on 30 September 2025 and every 3 months from that date until resumption or cancellation of listing (whichever is earlier).

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 30 June 2025 and will remain suspended until the Company fulfils the Resumption Guidance. The Company will make further announcement(s) as appropriate or as required under the Listing Rules and the SFO.

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

By order of the Board  
**Carmen Century Investment Limited**  
**Leung Wai Tai**  
*Company Secretary*

Hong Kong, 5 September 2025

*As at the date of this announcement, the independent non-executive Directors are Ms. Jing Siyuan, Mr. Zhang Aimin and Mr. Zhang Qiang.*