Primeview Holdings Limited
領視控股有限公司

(Incorporated in the Bermuda with limited liability)

(Stock Code: 789)

FULFILLMENT OF RESUMPTION CONDITIONS
AND
RESUMPTION OF TRADING

As at the date of this announcement, the Company has fulfilled the Resumption Conditions.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 3 July 2017. Since the Resumption Conditions have been fulfilled, the Company will make an application to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 5 July 2019.

The Board would like to take this opportunity to express its gratitude to the Shareholders for their support during the Trading Suspension.

BACKGROUND

This announcement is made by Primeview Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rules 13.09(2)(a) and 13.24A of the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 13 September 2017, 27 October 2017, 1 November 2017, 7 November 2017, 15 February 2018, 15 March 2018, 13 April 2018, 7 May 2018, 15 June 2018, 1 August 2018, 24 September 2018, 5 November 2018, 4 February 2019 and 3 May 2019, respectively, in relation to, among other things, the progress of fulfilment of resumption conditions.

Reference is also made to the circular of the Company dated 4 July 2019 (the “**Circular**”) in relation to, among other things, the proposed resumption of trading in the shares (the “**Shares**”) of the Company on the Stock Exchange (the “**Resumption**”). Alliance Capital, being the financial adviser to the Company in respect of the Resumption, has performed the relevant due diligence steps in accordance with Practice Note 21 of the Listing Rules in relation to the Resumption which covered the period from the date of Trading Suspension up to the Latest Practicable Date of the Circular.

Unless otherwise stated, capitalised terms have the same meanings as ascribed to them in the Circular.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 3 July 2017 due to the late publication of the Annual Results 2017 and has not been resumed as at the date of this announcement.

FULFILLMENT OF RESUMPTION CONDITIONS

At the request of the Stock Exchange, the following Resumption Conditions should be completed to the satisfaction of the Listing Division before trading in the Shares can resume:

(i) demonstration that the Company has sufficient operations or assets as required under Rule 13.24 of the Listing Rules (the “**First Resumption Condition**”);

(ii) addressing the audit qualifications of the Company’s financial statements for the year ended 31 March 2017 and the underlying causes of such qualifications (the “**Second Resumption Condition**”);

(iii) demonstration that the Company has put in place adequate financial reporting procedures and internal control systems to meet its Listing Rules obligations (the “**Third Resumption Condition**”); and

(iv) informing the market about all material information of the Company (the “**Fourth Resumption Condition**”).

Fulfillment of the First Resumption Condition

Set out below is a summary of the key financial figures of the Group for the three years ended 31 March 2019:

	For the year ended/As of 31 March		
	2019	2018	2017
	(HK$'000)	*(HK$'000)*	*(HK$'000)*
Revenue	**271,287**	59,719	14,847
Gross profit	**85,966**	21,073	5,831
Profit/(Loss) for the year	**31,043**	(145,039)	(14,390)
Total assets	**207,986**	157,852	284,713
Net assets	**158,500**	132,180	271,369

Sufficient Operations

Since the Trading Suspension in July 2017, the Group has re-evaluated its business plan, resources and commitments in various business endeavours.

Leveraged on:

(i) the substantial relevant experience of the senior management members of the Group in the fashion accessories industry;

(ii) the well-established customer base in the industry;

(iii) the reputation of the Group in the industry;

(iv) the technological capability the Group developed in recent years in e-commerce and online trading business; and

(v) the online infrastructure acquired through the Acquisition,

the Group revitalised its Fashion Accessories Businesses from the traditional CDM Sales Business and the Retail and Distribution Business to the Integrated Fashion Accessories Platform Business, which is an integrated business model comprising various retail and wholesale channels.

As the first stage of the revitalisation plan, in November 2017, the Group acquired the Online Wholesale Platforms, together with the internet infrastructure, through the Acquisition. For details about the Acquisition, please refer to the announcement of the Company dated 18 October 2017. Since then, the Group commenced the business of selling fashion accessories products focusing on B2B in the wholesale market mainly via online channels (i.e. the Online Wholesale Platforms), and this kicked start the revitalisation of the Fashion Accessories Businesses.

During the year ended 31 March 2018, the Integrated Fashion Accessories Platform Business, which comprised mainly the Online Wholesale Platforms for wholesale market and offline wholesale channels at that time, generated revenue of approximately HK$51,320,000, representing approximately 85.9% of the total revenue of the Group.

Since then, the business keeps growing. The Company is ambitious to develop the Integrated Fashion Accessories Platform Business into an all-rounded business model reaching out to the widest range of customers, both in the PRC and internationally, and providing comprehensive products to them. In the third quarter of 2018, the Group reintroduced the retail business through various retail and distribution channels including third-party retail online platforms and distributorship/consignment by third-party retailers. In addition to selling third-party products, it also revitalised its proprietary brands "ARTINI" and "ASBENY" through its sales channels. Under this multi-channels, multi-products strategy, the Group further introduced elements of customisation and design and created a coherent business model which satisfies different purchase habits of different customers at different locations.

During the year ended 31 March 2019, revenue from the Integrated Fashion Accessories Platform Business increased to approximately HK$271,287,000, representing an increase of approximately 429% as compared with the previous year.

In the Circular, the Company has set out the details of the business model of the Integrated Fashion Accessories Platform Business. Based on the analysis as set out in the section headed "Management discussion and analysis of the Group's financial performance before and after Trading Suspension" in the Circular, the Directors consider the Group's business is viable and solid. In addition, the Directors believed in the future prospects of the Integrated Fashion Accessories Business and consider its business model sustainable.

In order to substantiate the sustainability of the business of the Group, the Company has prepared a profit forecast (the "**Profit Forecast**") of the Group for the year ending 31 March 2020 which is prepared on the bases and assumptions as detailed in the Circular.

According to the Profit Forecast, the forecast consolidated net profit after tax for the year ending 31 March 2020 is approximately HK$17.2 million, while the forecast consolidated operating profit (excluding certain one-off event such as professional fee in relation to resumption proposal) for the year ending 31 March 2020 is approximately HK$24.0 million.

BDO, the reporting auditor of the Company, has reviewed the arithmetical accuracy of the calculations of the Profit Forecast, which is presented on a basis consistent in all material respects with the accounting policies normally adopted by the Group. Alliance Capital, as the financial adviser of the Company in relation to the Resumption, has reviewed the Profit Forecast per requirements under Rules 14.62(3) of the Listing Rules. Letters from BDO and Alliance Capital are enclosed in the Circular.

Sufficient assets

The total assets and net assets of the Group decreased from approximately HK$284,713,000 and HK$271,369,000 respectively as at 31 March 2017 (prior to the Trading Suspension) to approximately HK$207,986,000 and HK$158,500,000 respectively as at 31 March 2019. This is mainly due to the asset-light nature of the revitalised Integrated Fashion Accessories Platform Business. The Directors are of the view that the assets of the Group are sufficient and appropriate for the purposes of sustainable development of the Group's Integrated Fashion Accessories Platform Business.

In light of the business update and business plans, the Directors are of the view that (i) the Group's assets are sufficient to meet the requirements under Rule 13.24 of the Listing Rules; (ii) the operations of the Group's assets could enable the Group to substantially improve its operations and financial resources; and (iii) the Company has demonstrate that it has assets of sufficient value to warrant the continued listing of its Shares and addressed the concerns mentioned in the 1st Letter dated 27 October 2017 and 2nd Letter dated 4 May 2018 from the Stock Exchange.

Fulfillment of the Second Resumption Condition

Set out below is a summary of (i) the underlying causes of the audit qualifications, (ii) remedial actions taken by the Company and (iii) BDO's opinion on the consolidated financial statements for the year ended 31 March 2018 and 31 March 2019. For details, please refer to the sections headed "D. Fulfilment of the Second Resumption Condition" in the Circular.

Qualification A

According to the Annual Report 2017, one of the reasons for the occurrence of Qualification A was that most of the communications between the staff of Primeview Technology Limited (the "**PVT**") and the customers were conducted verbally, the Company did not maintain the supporting documents. Accordingly, the Directors were unable to provide the predecessor auditor of the Company (the "**Predecessor Auditor**") with the relevant supporting documents for the revenue of E-commerce Business for the year ended 31 March 2017. Therefore, the Predecessor Auditor was unable to obtain sufficient appropriate audit evidence relating to the Revenue of E-commerce Business included in the profit or loss of the Group. Specifically, the Predecessor Auditor was unable to carry out satisfactory audit procedures to obtain reasonable assurance regarding the occurrence of the Revenue of E-commerce Business recognised as revenue by the Group.

In addition, the Group has recognised certain advertising expenses amounting to approximately HK$21,426,000 and subsequently reversed the same during the year ended 31 March 2017. Due to the inconsistencies in the representation from the management in relation to the above advertising expenses, the Predecessor Auditor was unable to satisfy itself regarding the occurrence and completeness of the advertising expenses.

In light of the above underlying causes of such audit qualification, the Company has engaged KLC Transactions Limited ("**KLC**") to perform a review of the procedures, systems and controls for the Group in order to improve the internal control systems and financial reporting procedures of the Group. The Company had implemented the said suggestions provided by KLC in 2018 and nothing came to KLC's attention to indicate that there was any material irregularity or error on the financial reporting procedures and the internal control systems of the Group.

The Directors believed that the issue in relation to the revenue of the E-commerce Business would not recur as no such related income was generated in the year ended 31 March 2018. As regards the issue in relation to the expenses of the E-commerce Business, the expenses were paid to advertisers for the expansion of the E-commence Business in the year ended 31 March 2017. However, the advertisers did not deliver satisfactory performance and therefore the service contracts were terminated prior to the year ended 31 March 2017.

BDO has performed the relevant audit procedures to address the issue.

Notwithstanding that, as any adjustments that might have been found to be necessary in respect of the Qualification A would have a consequential significant effect on the Group's financial performance for the year ended 31 March 2017 and the related elements making up the consolidated financial position as at 31 March 2017, BDO considered this qualification remain unresolved in their audit of the consolidated financial statements for the year ended 31 March 2018. BDO's opinion on the consolidated financial statements for the year ended 31 March 2018 was also modified because of the possible effects of these matters on the comparability of the current year's figures and the corresponding figures. BDO had removed the qualification in relation to Qualification A in their opinion on the consolidated financial statements for the year ended 31 March 2019.

Qualification B

According to the Annual Report 2017, one of the reasons for the occurrence of Qualification B was that the Predecessor Auditor was unable to satisfy itself about the assessment of impairment of the Group's goodwill of arising from the acquisition of PVT, including (a) reasonableness of the assumption and the feasibility of the business plan applied in the cash flow projection and (b) the purchase price allocation process in arriving at the goodwill arising. In addition, the Predecessor Auditor was unable to perform appropriate audit procedures to satisfy itself as to whether the contingent liabilities should have been provided for in the consolidated financial statements of the Group as at the date of acquisition and as at 31 March 2017 given the PVT has not registered in the PRC local authority for its E-commerce Business.

Assumption for the reasonableness of the assumption and the feasibility of the business plan applied in the cash flow projection

During the year ended 31 March 2017, the Group has acquired the E-commerce Business. The goodwill arising from the acquisition of PVT, amounting to approximately HK$149,647,000, has been allocated to the E-commerce Business cash-generating unit ("**E-commerce Business CGU**"). In accordance with Hong Kong Accounting Standard 36 Impairment of Assets, the management carried out assessment of impairment of the Group's goodwill and the Company's interests in subsidiaries as at the reporting date. The impairment assessment has been performed by comparing the carrying amount and the recoverable amount of the E-commerce Business CGU. The recoverable amount of the E-commerce Business CGU has been determined based on a value in use calculation with reference to a professional valuation performed by an independent firm of professionally qualified valuers. The calculation uses cash flow projections based on financial budgets approved by the management (the "**Cash Flow Projection**"), the historical data and the management experience.

The management carried out assessment of impairment of the Group's goodwill and the Company's interests in subsidiaries as at 31 March 2017, impairment loss was recognised by the Group to write down the goodwill to its recoverable amount of HK$141,000,000. However, as i) the E-commerce Business only commenced in 2014; ii) the management still experiences certain difficulties in executing the business plan, as budgeted, to achieve their targeted performance; and iii) under the circumstances of limited supporting information and documents to provide the Predecessor Auditor with sufficient appropriate audit evidence regarding the occurrence of the Revenue of E-commerce Business recognised as revenue by the Group, Predecessor Auditor was unable to satisfy itself about the reasonableness of the assumptions and the feasibility of the business plan applied in the Cash Flow Projection.

The purchase price allocation process in arriving at the goodwill arising

As no identifiable intangible assets, other assets or liabilities were identified during the purchase price allocation process, other than those already recognised as assets and liabilities by PVT prior to the Acquisition date, the Predecessor Auditor was unable to satisfy itself about the reasonableness of the assumptions made by the management of the Group during the purchase price allocation process in arriving at the goodwill arising from the acquisition of PVT.

In light of above, the Predecessor Auditor was unable to satisfy itself as to whether the carrying amount of the Group's goodwill of approximately HK$141,000,000 and of the Company's interests in subsidiaries, which included the cost of investment in PVT amounting to approximately HK$160,000,000, as at 31 March 2017 and whether the impairment of goodwill of HK$8,647,000 recognised in the Group's profit or loss for the year ended 31 March 2017, were free from material misstatements. In addition, the Predecessor Auditor was unable to satisfy itself as to whether the carrying amounts of the Group's other assets and liabilities were free from material misstatements due to non-recognition of identifiable assets and liabilities of PVT during the purchase price allocation process.

PVT has not registered at the People's Republic of China local authority for its E-commerce Business

PVT has not registered at the PRC local authority for its E-commerce Business (the "**PRC Operating Registration Breach**"). In this regard, the Group has disclosed the PRC Operating Registration Breach as contingent liabilities. However, the management of the Group is unable to provide the Predecessor Auditor with appropriate evidence as to whether the contingent liabilities were properly assessed and accounted for. Therefore, the Predecessor Auditor was unable to perform appropriate audit procedures to satisfy itself as to whether the contingent liabilities should have been provided for in the consolidated financial statements of the Group as at the date of acquisition and as at 31 March 2017.

The management of the Group observed the facts that (i) the Predecessor Auditor was unable to satisfy itself about the reasonableness of the assumption made by the management on (a) the Cash Flow Projection; and (b) the purchase price allocation process in arriving at the goodwill so arising; and (ii) the feasibility of the business plan applied in the Cash Flow Projection. As such, the Group appointed an independent professional valuer to conduct and opine on the valuation on the E-commerce Business to reconfirm the values of the goodwill as well as other identifiable assets and liabilities, if any. As regards the non-compliance resulted from the non-registration with the PRC local authority for its E-commerce Business, based on the advice by the PRC legal advisers engaged by the Group before, the management of the Group is of the view that penalty is remote. The Group obtained further PRC legal opinion to address the issue as well as the related penalty.

BDO has performed the relevant audit procedures to address the issue.

Given the development and current status of the E-commerce Business, the Group expects full impairment should be made in respect of the E-commerce Business as the date hereof. However, having taken into account the Qualification B, BDO considers the qualification on the valuation and recoverability of goodwill and interests in subsidiaries relating to the E-commerce Business remain unresolved in their audit of the consolidated financial statements for the year ended 31 March 2018. Any adjustments to the carrying amount of the E-commerce Business goodwill as at 31 march 2017 would affect the amount of write off recognised in consolidated profit or loss for the year ended 31 March 2018. As a result, BDO was unable to satisfy themselves as to whether the impairment loss of the E-commerce Business goodwill of HK$141,000,000 recognised in the Group's profit or loss for the year ended 31 March 2018 was free from material misstatements and the carrying amounts of E-commerce Business goodwill as at 31 March 2018 and 31 March 2017 may not be comparable. BDO's opinion on the consolidated financial statements for the year ended 31 March 2018 was modified accordingly. BDO had removed the qualification in relation to Qualification B in their opinion on the consolidated financial statements for the year ended 31 March 2019.

Qualification C

According to the Annual Report 2017, the Group has made some sales of fashion accessories and considered that in substance the Group has been acting as an agent in these sales transactions ("**Agency Fee Income**") during the year ended 31 March 2017. As the Directors considered that the Group fulfilled its responsibilities as an agent upon lining up the customers and suppliers, the management did not maintain any relevant supporting documents relating to the delivery and receipt of the goods. Accordingly, the Directors were unable to locate the supporting documents for the Agency Fee Income for the year ended 31 March 2017.

Due to lack of supporting documents of the above, the Predecessor Auditor was unable to obtain sufficient appropriate audit evidence and explanations in relation to the above Agency Fee Income included in the profit or loss of the Group for the year ended 31 March 2017, and the related net receivables of approximately HK$11,251,000 as at 31 March 2017 (the "**Agency Fee Net Receivables**"). Specifically, the Predecessor Auditor was unable to carry out satisfactory audit procedures to obtain reasonable assurance regarding the completeness, accuracy, occurrence, valuation, ownership, classification, disclosures and presentation of the Agency Fee Income for the year ended 31 March 2017 undertaken by the Group.

In addition, the Predecessor Auditor was also unable to satisfy itself about the classification and presentation of the corresponding figures of revenue and cost of sales amounting to approximately HK$45,958,000 and HK$44,910,000, respectively, for the year ended 31 March 2016 and trade receivables and trade payables of approximately HK$35,248,000 and HK$35,156,000, respectively, as at 31 March 2016, for the business segment of concurrent design manufacturing of fashion accessories.

In light of the above underlying causes of such audit qualification, the Company has engaged KLC to perform a review of the procedures, systems and controls for the Group in order to improve the internal control systems and financial reporting procedures of the Group. The Company had implemented the said suggestions provided by KLC in 2018 and nothing came to KLC's attention to indicate that there was any material irregularity or error on the financial reporting procedures and the internal control systems of the Group.

In addition the Group had inactivated Artini Macao Commercial Offshore Limited ("**AOL**"), the Group's subsidiary which generated the Agency Fee Income, for the year ended 31 March 2017. In addition, the Group confirmed that the Agency Fee Income was an one off transaction and did not recur in the current year. Accordingly, the management of the Group believed that the issue in relation to the Agency Fee Income would not recur and give rise to any qualification.

BDO has performed the relevant audit procedures to address the issue.

Notwithstanding the above, as any adjustments that might have been found to be necessary in respect of the Qualification C would have a consequential significant effect on the Group's financial performance for the year ended 31 March 2017 and the consolidated financial position as at 31 March 2017. BDO considered this qualification remain unresolved in their audit of the consolidated financial statements for the year ended 31 March 2018. BDO's opinion on the consolidated financial statements for the year ended 31 March 2018 was modified because of the possible effects of these matters on the comparability of the current year's figures and the corresponding figures. BDO had removed the qualification in relation to Qualification C in their opinion on the consolidated financial statements for the year ended 31 March 2019.

Qualification D

According to the Annual Report 2017, there was a deposit paid included in the non-current deposits as at 31 March 2017, amounting to approximately HK$31,000,000 (the "**Deposit**") for the acquisition of trademarks (the "**Trademarks**") which were registered in the PRC in relation to the retailing and distribution business. Pursuant to the agreement dated 27 August 2015 and supplemental agreements dated 24 June 2016 and 1 August 2016 entered into between the Group and the vendor (the "**Vendor**"), in the event that the titles of the Trademarks are not transferred to the Group, the Vendor shall refund the Deposit in full to the Group. As at 31 March 2017 and up to the date of the approval of the consolidated financial statements of the Group for the year ended 31 March 2017, titles of the Trademarks have not yet been transferred to the Group.

In light of above, the Predecessor Auditor was unable to obtain sufficient appropriate audit evidence regarding the impairment assessment of the Deposit performed by the management because there was insufficient documentary evidence available for the Predecessor Auditor to satisfy itself as to the recoverability of the Deposit.

The management of the Group confirmed that the deposit balance of HK$31 million as at 31 March 2017 was related to the deposit paid for the acquisition of trademarks. The acquisition was completed on 6 December 2017 and the legal title of the trademarks was transferred to the Group. Accordingly, the balance was therefore reclassified as intangible asset on the balance sheet since the Group had obtained the legal title.

BDO has performed the relevant audit procedures to address the issue.

As illustrated above, Qualification D is removed from the annual report of the Group for the year ended 31 March 2018.

Qualification E

According to the Annual Report 2017, other receivables and trade and other payables as at 31 March 2016 were certain unknown other receivables amounting to approximately HK$2,698,000, trade payables amounting to HK$2,604,000 and other payables amounting to approximately HK$5,266,000 (collectively, the "**Unknown Receivables and Payables**"). During the year ended 31 March 2017, the management considered that the Unknown Receivables and Payables were no longer recoverable and payable, respectively. As a result, among the Unknown Receivables and Payables, the unknown other receivables and unknown trade and other payables have been fully written off as expenses and written back as income, respectively, and recorded as part of other gains and losses, net in the profit or loss during the year ended 31 March 2017 (the "**Written Off and Written Back**").

However, the management of the Group was unable to provide any relevant supporting documents and explanations relating to the Unknown Receivables and Payables. The Predecessor Auditor was unable to obtain sufficient appropriate audit evidence regarding the Written Off and Written Back because the Predecessor Auditor was unable to carry out satisfactory audit procedures to obtain reasonable assurance regarding the accuracy and occurrence of the Written Off and Written Back. In view of the above scope limitations identified, the Predecessor Auditor was unable to determine the reliability of the management representations received by Predecessor Auditor was and relied upon for audit testing purposes in other areas of the audit procedures and hence of the audit evidence in general.

In light of the above underlying causes of such audit qualification, the Company has engaged KLC to perform a review of the procedures, systems and controls for the Group in order to improve the internal control systems and financial reporting procedures of the Group. The Company had implemented the said suggestions provided by KLC in 2018 and nothing came to KLC's attention to indicate that there was any material irregularity or error on the financial reporting procedures and the internal control systems of the Group.

The Group confirmed that the Unknown Receivables and Payables related to the Group's CDM Sales Business and Retail and Distribution Business previously operated by the subsidiaries, AOL and Artini International Company Limited, which ceased to operate in the year ended 31 March 2016. All the retail shops of the Group were closed since September 2016. As the Unknown Receivables and Payables were brought forward from previous years and carried forward for years, the Group decided to fully write off and write back the Unknown Receivables and Payables for the year ended 31 March 2017. The Group obtained independent legal opinion and confirmed that the Group's right to collect and liabilities to settle the Unknown Receivables and Payables are discharged as at 31 March 2017, since the balances were outstanding over 2 years and the right for respective debtors and/or creditor to take legal action was expired.

BDO has performed the relevant audit procedures to address the issue.

As illustrated above, Qualification E is removed from the annual report of the Group for the year ended 31 March 2018.

Board's View and Assessment

(i) Revenue of e-commerce business

There were no similar revenue and expenses occurred during the year of 31 March 2018 subsequent to the cessation of the E-commerce Business segment, and all the trade receivables arising from the E-commerce Business were subsequently received by the Group. Relevant qualification had been removed in the Group's consolidated financial statements for the year ended 31 March 2019 and will have no impact to the Group's financial statements in future.

(ii) Valuation and recoverability of goodwill and interests in subsidiaries relating to the E-commerce Business

The E-commerce Business was inactive upon the departure of the PVT's management. The Group then re-examined its business strategies, and determined to cease the E-commerce Business and to allocate its available resources to the development of the new integrated fashion accessories platform business. The Group carried out the impairment assessment of goodwill and fully wrote off the remaining goodwill and the carrying amount of related goodwill decreased to zero as at 31 March 2018. Relevant qualification had been removed in the Group's consolidated financial statements for the year ended 31 March 2019 and will have no impact to the Group's financial statements in future.

(iii) Agency fee income

There was no similar agency fee income occurred during the year of 31 March 2018, and all the related net receivables were subsequently settled. Relevant qualification had been removed in the Group's consolidated financial statements for the year ended 31 March 2019 and will have no impact to the Group's financial statements in future.

Based on the above and the matters disclosed in the Annual Results 2018, the Annual Report 2018 and the Annual Results 2019, the Company considers that it has fully addressed the Disclaimer of Opinion and has fulfilled the Second Resumption Condition.

Fulfillment of the Third Resumption Condition

Internal Control Review

The Company has engaged KLC in Hong Kong to perform a review of the procedures, systems and controls for the Group. KLC conducted an independent internal control review (the "**Internal Control Review**") of the Group to assess whether the Company has put in place adequate financial reporting procedures and internal control systems to meet the obligations of the Company under the Listing Rules.

Based on the preliminary suggestions of KLC in April 2018, the Company has implemented measures to improve the internal control systems and financial reporting procedures of the Group. KLC has conducted a follow-up review and concluded in July 2018 the Company had implemented the said suggestions and nothing came to their attention to indicate that there was any material irregularity or error on the financial reporting procedures and the internal control systems of the Group to meet the general principles and obligations under the Listing Rules.

Based on the above, the Company is of the view that it has put in place adequate financial reporting procedures and internal control systems to meet its obligations under Listing Rules.

Engagement of Compliance Adviser

The Company has appointed Alliance Capital as its compliance adviser, who will act as the alternate channels of communications with the Stock Exchange for the period commencing on the date of the Resumption and ending on the date which is the first anniversary of the date of the Resumption. Alliance Capital will provide professional advice on matters relating to compliance with the Listing Rules and other obligations for companies listed in Hong Kong.

Based on the above, the Company considers that it has fulfilled the Third Resumption Condition.

Fulfillment of the Fourth Resumption Condition

Since the Trading Suspension, the Company has published various announcements to keep its shareholders and potential investors informed of the situation and development of the Company.

The Company considers that it has fulfilled the Fourth Resumption Condition.

For full details of the fulfillment of the Resumption Conditions, please refer to the Circular.

On 18 June 2019, the Stock Exchange issued a letter to the Company approving the Resumption subject to the despatch of the Circular to the Shareholders.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 3 July 2017. Since the Resumption Conditions have been fulfilled, the Company will make an application to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 5 July 2019.

The Board would like to take this opportunity to express its gratitude to the Shareholders for their support during the Trading Suspension.

By order of the Board
Primeview Holdings Limited
Tse Hoi Chau
Chairman

Hong Kong, 4 July 2019

As at the date of this announcement, the executive Directors are Mr. Tse Hoi Chau (Chairman), Mr. Lin Shao Hua, Mr. Leung Yiu Cho and Ms. Yu Zhonglian; and the independent non-executive Directors are Mr. Lau Fai Lawrence, Mr. Lau Yiu Kit and Mr. Zeng Zhaohui.