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# **SUN KONG HOLDINGS LIMITED**

## **申港控股有限公司**

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

**(Stock Code: 8631)**

### **PROFIT WARNING**

This announcement is made by Sun Kong Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors of the Company (the “**Directors**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on a preliminary review of the unaudited consolidated management accounts of the Group for the four months ended 31 July 2024, the Group is expected to record (a) a decrease in revenue of approximately 83.3% as compared to that of the Group for the four months ended 31 July 2023, (b) a decrease in gross profit margin from approximately 7.7% for the four months ended 31 July 2023 to approximately 3.7% for the four months ended 31 July 2024 and (c) a loss and total comprehensive loss attributable to owners of the Company of approximately HK\$2.3 million for the four months ended 31 July 2024, in comparison to a profit and total comprehensive income attributable to owners of the Company of approximately HK\$0.8 million for the four months ended 31 July 2023 (collectively, the “**Profit Warning Statements**”).

The information contained in this announcement is only based on the preliminary assessment according to figures and information that have not been audited by the Company’s auditor. Details of the Group’s performance for six months ended 30 September 2024 will be finalised and disclosed in its interim results announcement to be issued in November 2024.

Reference is made to (a) the joint announcement issued by Hong Kong Yufengchang Co., Limited (the “**Offeror**”) and the Company dated 16 September 2024 in relation to, amongst other things, the mandatory unconditional cash offer (the “**Offer**”) to be made by the Offeror to acquire all the issued shares in the Company (other than those already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it) (the “**Joint Announcement**”); and (b) the joint announcements issued by the Offeror and the Company dated 7 October 2024 and 18 October 2024 in relation to the delay in despatch of the Composite Document. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

The Profit Warning Statements included in this announcement constitutes a profit forecast under Rule 10 of the Takeovers Code and should therefore be reported on by the Company's financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code. In view of the requirements of timely disclosure of inside information under Rule 13.09(2)(a) of the Listing Rules and pursuant to 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 reporting requirements set out in Rule 10.4 of the Takeovers Code.

Under Rule 10.4 and Practice Note 2 of the Takeovers Code, if a profit forecast is made during an offer period and is first published in an announcement, it must be repeated in full, together with the reports from the Company's financial advisers and auditors on the said profit forecast, in the next document to be sent to the Shareholders by the Company. In this respect, the requisite reports in connection with the Profit Warning Statements by the Company's financial adviser and auditors in accordance with Rule 10.4 of the Takeovers Code are proposed to be contained in the Composite Document to be jointly issued by the Offeror and the Company to the Shareholders in accordance with the Takeovers Code, which is expected to be the next document to be sent to the Shareholders by the Company in relation to the Offer.

**WARNING: The Profit Warning Statements in this announcement 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. Shareholders and potential investors should exercise caution in placing reliance on the Profit Warning Statements in assessing the merits and demerits of the Offer. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their positions should consult their professional advisers.**

By Order of the Board  
**Sun Kong Holdings Limited**  
**Law Ming Yik**  
*Chairman and executive Director*

Hong Kong, 28 October 2024

*As at the date of this announcement, the executive Directors of the Company are Mr. LAW Ming Yik (chairman) and Mr. LI Isaiah (chief executive officer); and the independent non-executive Directors of the Company are Mr. FENN David, Mr. WONG Ka Chun, Matthew and Mr. CHAN Ting Fung.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.*