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Immaculate Diamonds Limited
(Incorporated in British Virgin Islands with limited liability)



PERFECT GROUP
保發集團

PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED
保發集團國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3326)

**JOINT ANNOUNCEMENT
DELAY IN DESPATCH OF THE SCHEME DOCUMENT
IN RELATION TO
(1) PROPOSAL FOR THE PRIVATISATION OF
PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED
BY THE OFFEROR
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT
OF THE CAYMAN ISLANDS
(2) PROPOSED WITHDRAWAL OF LISTING**

Financial Adviser to the Offeror



Zhongtai International Capital Limited

Independent Financial Adviser to the Independent Board Committee



VS Capital Limited

Reference is made to the joint announcement dated 9 June 2025 (the “**Joint Announcement**”) issued by Immaculate Diamonds Limited (the “**Offeror**”) and Perfect Group International Holdings Limited (the “**Company**”) in relation to, among other things, (1) the proposal for the privatisation (the “**Proposal**”) of the Company by the Offeror by way of a scheme of arrangement (the “**Scheme**”) under Section 86 of the Companies Act; and (2) proposed withdrawal of listing of the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

As set out in the Joint Announcement, pursuant to Rule 8.2 of the Takeovers Code, unless the Executive’s consent is obtained, the Scheme Document, including, amongst other things, further details of the Proposal and the Scheme, an explanatory statement as required under the Companies Act and the Grand Court Rules, the expected timetable relating to the Proposal, the recommendations of the Independent Board Committee, the letter of advice from the Independent Financial Adviser and the notices of the Court Meeting and the EGM together with proxy forms in relation to the same, as well as other particulars required by the Takeovers Code, should be despatched to the Scheme Shareholders within 21 days of the date of the Joint Announcement (i.e. on or before 30 June 2025), and in compliance with the requirements of the Takeovers Code, the Grand Court Rules and other applicable laws and regulations.

As stated in the Joint Announcement, the Proposal and the Scheme will only become effective and binding on the Company and all of the Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions. For the reasons set out below, the Scheme Document cannot be despatched on or before 30 June 2025 as (i) additional time is required to finalise the contents of the Scheme Document; and (ii) a hearing of the Grand Court is required for the Grand Court to issue its directions for convening the Court Meeting. The Company is in the process of making an application to the Grand Court for directions for the convening of the Court Meeting, and the Grand Court will list the date for such directions hearing upon the application is made.

An application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Scheme Document to a date falling on or before 19 September 2025. The Executive has indicated that it is minded to grant its consent for such extension.

Further announcement(s) will be made by the Offeror and the Company as and when appropriate in compliance with the Takeovers Code.

A detailed expected timetable for the Proposal will be set out in the Scheme Document and in the announcement to be jointly issued by the Offeror and the Company upon the despatch of the Scheme Document.

WARNING

Shareholders and potential investors of the Company should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of
Immaculate Diamonds Limited
Kan Kin Kwong
Sole Director

By order of the Board of
Perfect Group International
Holdings Limited
Chung Chi Keung
Executive Director

Hong Kong, 30 June 2025

As at the Announcement Date, the sole director of the Offeror is Mr. Kan Kin Kwong.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.

As at the date of this announcement, the executive Directors are Mr. Kan Kin Kwong, Ms. Shek Mei Chun and Mr. Chung Chi Keung; and the independent non-executive Directors are Dr. Ng Wang Pun Dennis, Ms. Ng Sin Kiu and Mr. Wong Wai Keung Frederick.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.

Unless otherwise specified, references to date and time refer to Hong Kong date and time.