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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)

PROFIT WARNING

Reference is made to the joint announcement of the Company and the Offeror dated 9 June 2025 (the “**Rule 3.5 Announcement**”) in relation to, amongst others, the proposal for the privatization of the Company by the Offeror (the “**Privatisation Proposal**”). Unless otherwise defined or the context otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the Rule 3.5 Announcement.

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

After a preliminary review of the unaudited consolidated management accounts of the Group for the six months ended 30 June 2025 (the “**FY2025 Interim**”) and based on the information available up to the date of this announcement, the Board wishes to inform the Shareholders and the potential investors of the Company that the Group is expected to record a decrease of approximately 60% to 80% in the profit (the “**Statement**”) for the period attributable to owners of the Company for the FY2025 Interim as compared with that of approximately HK\$25.4 million reported for the six months ended 30 June 2024 (the “**FY2024 Interim**”). Such expected decrease is mainly due to the net effect of, amongst others, a) the realised loss and the unrealised loss on the gold futures contracts for the FY2025 Interim; b) the recognition of the impairment loss on the properties held for sale located at 1st Ring Road South Extension Foshan, Guangdong Province, the People’s Republic of China (the “**PRC**”) as an integrated and comprehensive industry park (the “**Perfect Group Jewellery Industry Park**”); in the PRC for the FY2025 Interim; c) partially offset by the decrease in selling and distribution costs and general and administrative expenses due to the tightening control of such expenditures in the FY2025 Interim; and d) reversal of the over-provision of PRC tax in FY2024 Interim as opposed to no such reversal recorded in the FY2025 Interim.

The Company is still finalising the results of the Group for the FY2025 Interim. The information contained in this announcement is only based on a preliminary assessment by the management of the Company with reference to the information currently available to it and the latest unaudited consolidated management accounts of the Group for the FY2025 Interim which are currently being reviewed by the auditor of the Company. Therefore the actual results of the Group for the FY2025 interim are subject to possible adjustments upon further review. Further details of the Group's results for the FY2025 Interim will be disclosed in the interim results announcement of the Company, which is expected to be released by the end of August 2025.

The Company is currently within the offer period (as defined in the Takeovers Code) with respect to the Privatisation Proposal. Pursuant to the Takeovers Code, the Statement is considered to constitute a profit forecast under Rule 10 of the Takeovers Code. As such, the Company is required to comply with the requirements under Rule 10 of the Takeovers Code with respect to the Statement which has to be reported on by the Company's auditors or accountants and financial advisers and repeated in full, together with the aforementioned reports, in the next document to be despatched to the Shareholders (the **"Shareholders' Document"**). Taking into account (i) the practical difficulties in terms of the additional time required for the preparation of the reports by the Company's auditors and financial advisers; and (ii) the requirements for timely disclosures of inside information under Rule 13.09 of the Listing Rules and Part XIVA of the SFO, the Statement does not meet the standard required by Rule 10 of the Takeovers Code. It is also expected that the interim results announcement of the Company for the FY2025 Interim will be published prior to the despatch of the next Shareholders' Document and the relevant results together with the notes to the financial statements will be incorporated in the next Shareholders' Document. Accordingly, the requirement under Rule 10 of the Takeovers Code to report on the Statement will no longer apply after the publication of the interim results announcement.

Shareholders and potential investors should note that the Statement 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. Accordingly, Shareholders and potential investors of the Company are advised to exercise caution when placing reliance on the Statement in assessing the merits and demerits of the Privatisation Proposal and when dealing in the securities of the Company.

By order of the Board
Perfect Group International Holdings Limited
Kan Kin Kwong
Chairman

Hong Kong, 13 August 2025

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 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 statements in this announcement misleading.