

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **SUN CHEONG CREATIVE DEVELOPMENT HOLDINGS LIMITED**

**新昌創展控股有限公司**

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

**(Stock code: 1781)**

### **PROFIT WARNING — CLARIFICATION ANNOUNCEMENT**

Reference is made to the profit warning announcement of Sun Cheong Creative Development Holdings Limited (the “**Company**”) dated 23 June 2020 (the “**Profit Warning Announcement**”) and the Company’s announcement dated 16 June 2020 (the “**Rule 3.7 Announcement**”) in relation to the appointment of receiver in respect of certain shares of the company which may result in the sale of the Charged Shares (as defined in the Rule 3.7 Announcement) to other third party purchasers (the “**Possible Transaction**”).

Terms defined in the Profit Warning Announcement shall carry the same meanings when used herein.

Following the Company’s publication of the Rule 3.7 Announcement, the Company is required to comply with the relevant requirements under the Code on Takeovers and Mergers (the “**Takeovers Code**”).

The figure of expected net loss contained in the Profit Warning Announcement (the “**Profit Warning Information**”) constitutes a profit forecast under Rule 10 of the Takeovers Code and is required to be reported on by the Company’s financial advisers and its accountants or auditors in accordance with Rule 10.4 of the Takeovers Code.

Since the Profit Warning Announcement was required to be made pursuant to Rule 13.09 of the Listing Rules and the inside information provisions under Part XIVA of the SFO which require the Company to disclose any inside information as soon as practicable, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code under the time constraint.

**Shareholders and potential investors of the Company should note that the Profit Warning Information 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 of the Company are advised to exercise caution when placing reliance on the Profit Warning Information in assessing the merits and demerits of the Possible Transaction (if the Possible Transaction eventually materialises) and dealing in the securities of the Company.**

Pursuant to Rule 10.4 of the Takeovers Code, the reports from the Company's auditors and financial advisers on the Profit Warning Information are required to be included in the next document to be sent to the Shareholders by the Company in connection with the Possible Transaction (the "Next Shareholders' Document") if the Possible Transaction eventually materialises.

It is expected that the annual results announcement of the Company for the year ended 31 December 2019 will be published on 30 June 2020. In the event that the annual results announcement is published prior to the despatch of the Next Shareholders' Document and the relevant results together with the notes to the financial statements are included in the Next Shareholders' Document, the requirement under Rule 10 of the Takeovers Code to report on the Profit Warning Information will be superseded. Otherwise, the Profit Warning Information shall be reported on in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the Next Shareholders' Document.

**Shareholders and potential investors of the Company should be aware that there is no assurance that the receivership of the shares of the Company will result in a change of control and lead to a general offer under Rule 26.1 of Takeovers Code and the Possible Transaction will proceed. Shareholders and potential investors of the Company are advised to exercise caution in placing reliance on this announcement in assessing the merits and demerits of the Possible Transaction and dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

Order of the Board  
**Sun Cheong Creative Development Holdings Limited**  
**CHAN Sai On Bill**  
*Executive Director*

Hong Kong, 24 June 2020

*As at the date of this announcement, the executive Directors are Mr. CHAN Sai On Bill and Mr. NG Chun Chung; and the independent non-executive Directors are Mr. Li Ka Chun and Mr. SZE Chun Wai, Mr. FUNG Wai Hang.*

*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.*