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## **PF Group Holdings Limited**

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

**(Stock code: 8221)**

### **DECISION OF THE STOCK EXCHANGE ON GEM RULE 17.26**

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

On 7 December 2022, the Company received a letter from the Stock Exchange (the “**Letter**”) notifying the Company of its decision that the Company has failed to carry out a business with a sufficient level of operation and assets as required under Rule 17.26 of the GEM Listing Rules to warrant the continued listing of its shares and that trading in the Company’s shares will be suspended on 19 December 2022 under Rule 9.04(3) of the GEM Listing Rules (the “**Decision**”) unless the Company applies for a review of the Decision in accordance with its rights under Chapter 4 of the GEM Listing Rules. Pursuant to the Letter, the Company must re-comply with Rule 17.26 of the GEM Listing Rules, fulfill any resumption guidance that may be set by the Stock Exchange and be in full compliance with the GEM Listing Rules to the Stock Exchange’s satisfaction before the trading of the Company’s shares is allowed to resume. Under Rule 9.14A(1) of the GEM Listing Rules, the Stock Exchange may cancel the listing of the Company’s shares if trading remains suspended for a continuous period of 12 months.

Pursuant to Rule 4.06(1) of the GEM Listing Rules, the Company has the right to request for the Decision to be reviewed by the GEM Listing Committee within 7 business days of receipt of the Decision (i.e. on or before 16 December 2022). The Company is in the process of seeking advice from its professional advisers and will actively consider to make a request for the Decision to be referred to the GEM Listing Committee for review. Pending the decision as to whether or not to request for a review of the Decision, trading in the shares of the Company will continue.

Shareholders and potential investors are reminded that the Company has yet to make a decision as to whether or not to request for a review of the Decision and the outcome of such review by the GEM Listing Committee, if undertaken, is uncertain.

Further announcements will be made by the Company as and when appropriate and in accordance with the requirements of the GEM Listing Rules. Shareholders who have any queries about the implication of the Decision are advised to obtain appropriate professional advice.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board  
**PF Group Holdings Limited**  
**Fok Yuk Tong**  
*Chairman and Executive Director*

Hong Kong, 7 December 2022

*As at the date of this announcement, the Board comprises seven Directors, namely Mr. Fok Yuk Tong (Chairman), Ms. Hsieh Ching Chun, Mr. Zhong Chu Jian and Ms. Fok Kit Yee as executive Directors; and Ms. Chan Hoi Wuen Katherine, Mr. Tong Wing Chi and Mr. Kwan Tsz Chun Sun as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting and be posted on the website of the Company at [www.pfs.com.hk](http://www.pfs.com.hk).*