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## **PF Group Holdings Limited**

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

**(Stock code: 8221)**

### **RESUMPTION GUIDANCE AND CONTINUED SUSPENSION OF TRADING**

This announcement is made by PF Group Holdings Limited (the “**Company**”, and 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 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).

References are made to the announcements of the Company dated 7 December 2022, 15 December 2022, 14 March 2023, 22 March 2023 and 28 June 2023 (collectively, the “**Announcements**”) in relation to, among other things, the suspension of trading in all securities of the Company on the Stock Exchange. Unless otherwise specified, capitalized terms used in this announcement shall have the same meaning as those defined in the Announcements.

#### **RESUMPTION GUIDANCE**

On 18 July 2023, the Company received a letter (the “**Letter**”) from the Stock Exchange setting out the guidance for the resumption of trading in the Shares on the Stock Exchange (the “**Resumption Guidance**”). Pursuant to the Resumption Guidance, the Company shall:

1. demonstrate the Company’s compliance with Rule 17.26 of GEM Listing Rules; and
2. inform the market of all material information for the Company’s shareholders and investors to appraise the Company’s position.

The Letter also states that the Company must meet all resumption guidance, remedy the issues causing its trading suspension and fully comply with the GEM Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. Whilst the Company may seek the Stock Exchange's guidance on its resumption plan, its resumption plan is not subject to the Stock Exchange's prior approval before implementation. The Stock Exchange also indicated that it may modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 9.14A(1) of GEM Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 12 months. In the case of the Company, the 12-month period expires on 28 June 2024. If the Company fails to remedy the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the GEM Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 28 June 2024, the Listing Division of the Stock Exchange will recommend the Committee to proceed with the cancellation of the Company's listing.

The Company must announce its first quarterly update on or before 28 September 2023 and every 3 months from that date until resumption or cancellation of listing (whichever is earlier).

The Company is currently taking necessary steps to resolve the issues causing its trading suspension and to comply with the GEM Listing Rules to the Stock Exchange's satisfaction, and is seeking resumption of trading in the shares as soon as practicable.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares has been suspended with effect from 9:00 a.m. on 29 June 2023 and will remain suspended until further notice.

Further announcement(s) will be made by the Company to update the Shareholders on the progress of the resumption as and when appropriate and in accordance with the requirements of the GEM Listing Rules.

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 21 July 2023

*As at the date of this announcement, the Board comprises seven Directors, namely Mr. Fok Yuk Tong (Chairman), Ms. Hsieh Ching Chun, Ms. Fok Kit Yee and Mr. Lee Ho Leung William 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).*