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## **SUN KONG HOLDINGS LIMITED**

### **申港控股有限公司**

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

**(Stock Code: 8631)**

**NO CHANGE IN THE ADVICE OF  
THE INDEPENDENT FINANCIAL ADVISER  
IN RELATION TO THE MANDATORY UNCONDITIONAL  
CASH OFFER BY  
SHENWAN HONGYUAN CAPITAL (H.K.) LIMITED  
FOR AND ON BEHALF OF  
HONG KONG YUFENGCHANG CO., LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES IN  
SUN KONG HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED BY  
HONG KONG YUFENGCHANG CO., LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT)**

**Independent Financial Adviser to the Independent Board Committee**



**Alpha Financial Group Limited**

Reference is made to (i) the joint announcement dated 16 September 2024 issued by Hong Kong Yufengchang Co., Limited (the “**Offeror**”) and Sun Kong Holdings Limited (the “**Company**”) in relation to, among other things, the mandatory unconditional cash offer by Shenwan Hongyuan Capital (H.K.) Limited for and on behalf of the Offeror to acquire all the issued shares in the Company (other than those already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it) (the “**Joint Announcement**”); (ii) the joint announcement dated 7 October 2024 issued by the Offeror and the Company in relation to the delay in despatch of the Composite Document; (iii) the joint announcement dated 18 October 2024 issued by the Offeror and the Company in relation to the further delay in despatch of the Composite Document; (iv) the composite offer and response document (the “**Composite Document**”) jointly issued by the Offeror and the Company dated 31 October 2024 together with the accompanying Form of Acceptance; and (v) the interim results announcement of the Company for the six months ended 30 September 2024 (the “**Interim Results Announcement**”) which was published on 7 November 2024. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document.

## **NO CHANGE IN THE ADVICE OF THE INDEPENDENT FINANCIAL ADVISER IN RELATION TO THE OFFER**

As disclosed in the Composite Document, the Independent Financial Adviser has been appointed to advise the Independent Board Committee in respect of the Offer, and in particular, as to whether the Offer is fair and reasonable and as to acceptance of the Offer. Accordingly, the Independent Financial Adviser recommended the Independent Board Committee to advise the Independent Shareholders to accept the Offer if the amount they can receive under the Offer is higher than the net proceeds from the sale of such Shares in the open market.

The Independent Financial Adviser has confirmed to the Company that the information in the Interim Results Announcement does not affect their advice in relation to the Offer as set out in the section headed “Letter from the Independent Financial Adviser” in the Composite Document, and as such there is no change in their advice and recommendation.

## **WARNING**

**Shareholders and potential investors of the Company are reminded to monitor the announcements to be made by the Company or jointly by the Offeror and the Company in respect of the progress of the Offer and are advised to exercise caution when dealing in the Shares. Persons who are in doubt as to the action to be taken should consult their professional advisers.**

**Respective associates of each of the Offeror and the Company are reminded of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

By Order of the Board  
**Sun Kong Holdings Limited**  
**Law Ming Yik**  
*Chairman and executive Director*

Hong Kong, 7 November 2024

*As at the date of this announcement, the executive Directors of the Company are Mr. LAW Ming Yik (chairman) and Mr. LI Isaiah (chief executive officer); and the independent non-executive Directors of the Company are Mr. FENN David, Mr. WONG Ka Chun, Matthew and Mr. CHAN Ting Fung.*

*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 statement in this announcement misleading.*