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天譽置業(控股)有限公司
SKYFAME REALTY (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in Bermuda with limited liability)

**(Stock Code: 00059 and Bonds Stock Code: 5310, 5311,
5367, 5379, 5567, 5602, 5626 and 5855)**

INSIDE INFORMATION

- (1) CLARIFICATION ON STATUS ON THE ANNUAL AUDIT
FOR THE YEAR ENDED 31 DECEMBER 2024;**
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This announcement is made by Skyfame Realty (Holdings) Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) and 13.49(3) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 11 February 2025 (the “**Announcement**”) in relation to, among other things, its inability to publish the annual results for the year ended 31 December 2024 (the “**2024 Annual Results**”) in accordance with timeline as required by the Listing Rules. Terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

CLARIFICATION OF THE ANNOUNCEMENT AND DELAY IN PUBLICATION OF THE 2024 ANNUAL RESULTS

The Board wishes to clarify and supplement to the shareholders of the Company (the “**Shareholders**”) the status of the 2024 Annual Results. Reference is made to the Announcement, at which it was disclosed that the primary reason for its failure to commence annual audit by the auditor of the Company (the “**Auditor**”) and the delay in publication of the 2024 Annual Results is the lack of financial resources. As disclosed in the announcements of the Company dated 18 February 2025 and 19 February 2025 in relation to, among other things, the change of the board (the “**Board**”) of directors (the “**Directors**”) of the Company, the whole Board have just been newly appointed and is now in the process of understanding the operations and affairs of the Group. At the same time, the new Board is actively seeking for additional financial support and funding from potential investors so that the reason as stated in the Announcement is no longer applicable. The new Board also discovered that a large portion of the audit fee for the year ended 31 December 2023 has not been settled, and as such the Company is not yet in a position to negotiate terms of engagement with the Auditor in respect of the preparation of the 2024 Annual Results. Due to the aforesaid reasons, the expected date of the publication of the 2024 Annual Results will need to be further assessed and determined with the Auditor and will be announced as and when appropriate.

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the 2024 Annual Results not later than three months after the end of the financial year (i.e. on or before 31 March 2025). In light of the aforementioned circumstances, it is expected that the Company is unable to publish the 2024 Annual Results on or before 31 March 2025, as required by the Listing Rules.

Pursuant to Rule 13.49(3) of the Listing Rules, if the Company is unable to publish the 2024 Annual Results within the prescribed timeframe, it must announce its results prepared based on the financial results which have yet to be agreed upon with the auditors (so far as such information is available). The Board, after due and careful consideration, is of the view that it would not be appropriate for the Company to publish the unaudited management accounts of the Group for the year ended 31 December 2024 at this stage as the new management requires additional time to review the accounts of the Group to ensure the publication of the unaudited management accounts could accurately reflect the financial performance and/or position of the Group and avoid confusion and misleading information to the Shareholders and potential investors of the Company.

POSSIBLE DELAY IN DESPATCH OF 2024 ANNUAL REPORT

Pursuant to Rule 13.46(2) of the Listing Rules, the Company is required to despatch its annual report for the year ended 31 December 2024 (the “**2024 Annual Report**”) to the Shareholders no later than four months after the end of the financial year (i.e. on or before 30 April 2025). Due to the delay in the publication of the 2024 Annual Results, it is expected that there may be a possible delay in the despatch of the 2024 Annual Report.

The possible delay in despatch of the 2024 Annual Report, if materialised, will constitute a non-compliance with Rule 13.46(2) of the Listing Rules. The expected date of despatch of the 2024 Annual Report will be announced as and when appropriate.

POSTPONEMENT OF BOARD MEETING

The Board announces that due to the delay in publication of the 2024 Annual Results, the meeting of the Board (the “**Board Meeting**”) for the purpose of considering and approving, among others, the 2024 Annual Results will be postponed and the Company will publish further announcement to inform its shareholders on the date of the relevant Board Meeting as and when appropriate.

POSSIBLE SUSPENSION OF TRADING

Pursuant to Rule 13.50 of the Listing Rules, if the issuer fails to publish periodic financial information in accordance with the Listing Rules, the Stock Exchange will normally request suspension of trading in the issuer’s securities and the suspension will normally continue until the issuer publishes an announcement containing the requisite financial information.

The Board will make further announcement(s) as and when appropriate to inform the Shareholders of any updates in respect of (i) the publication of the 2024 Annual Results; (ii) the despatch of the 2024 Annual Report; (iii) the date of the Board Meeting; and (iv) the possible suspension of trading in the shares of the Company.

Shareholders of the Company and other investors are advised to exercise caution when dealing in the securities of the Company and, if in doubt, may seek professional advice from their own professional or financial advisors.

By order of the Board
Skyfame Realty (Holdings) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
LIANG Zhenjie
Chairman

Hong Kong, 13 March 2025

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. LIANG Zhenjie (Chairman), Mr. SIT Hon Wing and Mr. CHOW Wah Hung.