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百信集團

PASHUN GROUP

Pa Shun International Holdings Limited

百信國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 574)

MONTHLY PROGRESS UPDATE ON POSSIBLE TRANSACTION PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”). Reference is made to (i) the announcements of Pa Shun International Holdings Limited (the “**Company**”) dated 30 September 2019, 3 October 2019, 1 November 2019, 2 December 2019, 2 January 2020, 3 February 2020, 3 March 2020, 19 March 2020, 3 April 2020, 4 May 2020, 4 June 2020, 6 July 2020, 6 August 2020, 7 September 2020, 7 October 2020, 9 November 2020, 9 December 2020, 11 January 2021, 11 February 2021, 11 March 2021, 12 April 2021, 12 May 2021, 15 June 2021, 15 July 2021, 16 August 2021, 16 September 2021 and 18 October 2021 (the “**Announcements**”); and (ii) the announcement of the Company dated 22 June 2020 in relation to, among others, the vacation of office of Mr. Chen Yenfei as the chairman and executive director of the Company. Unless the context requires otherwise, capitalized terms used herein shall have the same meaning as set out in the Announcements.

The Board has been informed by PTL that PTL is still in negotiation with the Chargee regarding the settlement of the outstanding indebtedness owed by PTL to the Chargee (the “**Outstanding Indebtedness**”), and it will need more time to reach final settlement with the Chargee in view of (i) the outbreak of the novel coronavirus epidemic in the People’s Republic of China (the “**PRC**”) and the economic downturn in the PRC which led to the termination of discussion between PTL and several previous potential lenders for provision of loan to PTL for the settlement of the Outstanding Indebtedness; (ii) that more time is required for the existing potential new lender of PTL to conduct due diligence exercise in relation to PTL and its assets, such as the Company (including physical site visit to the factory and stores of the Company in the PRC, which have not yet been arranged due to the travel restriction and related quarantine requirements in the PRC and Hong Kong as a result of the novel coronavirus epidemic); and (iii) that more time is required for the negotiation among the parties involved for the repayment of the Outstanding Indebtedness. As at the date of this announcement, the Company has not been advised by PTL or the Receivers of any proposed change of the ownership of the Charged Shares which may or may not involve a change of the controlling shareholder of the Company (i.e. the Possible Transaction).

MONTHLY ANNOUNCEMENTS

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Transaction will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

WARNINGS: Shareholders of the Company and/or potential investors should be aware that the Possible Transaction may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares, as there is no certainty that the Possible Transaction will proceed, and, even if the Possible Transaction proceeds, there is no certainty that the Possible Transaction will result in a change of control and lead to a general offer under Rule 26.1 of Takeovers Code. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.

On behalf of the Board
Pa Shun International Holdings Limited
Professor Xiao Kai
Chairman and Executive Director

Hong Kong, 18 November 2021

As at the date of this announcement, the executive Directors are Professor Xiao Kai, Mr. Shen Shun and Mr. Feng Junzheng; the non-executive Directors are Mr. Zhang Xiongfeng, Mr. Zhang Tong and Mr. Chen Yunwei; and the independent non-executive Directors are Ms. Luo Ke, Mr. Cao Lei and Mr. Ding Qing.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in the announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in the announcement have been arrived at after due and careful consideration and there are no other facts not contained in the announcement, the omission of which would make any statement in the announcement misleading.