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林達控股有限公司  
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

*(Incorporated in Bermuda with limited liability)  
(Provisional Liquidators Appointed)  
(For Restructuring Purposes Only)  
(Stock Code: 1041)*

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

This announcement is made by Lamtex Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 and Rule 13.24A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the provisions of inside information 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 31 July 2020, 26 August 2020, 31 August 2020, 28 October 2020, 2 November 2020 and 2 February 2021 (the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

### **BACKGROUND**

As disclosed in the announcement of the Company dated 25 September 2020, the Company found that there had been a change of directors (“**Change of Directors**”) over certain subsidiaries in June 2020 and since then these directors have been out of contact. The circumstances under which the Company first became aware of the Change of Directors are unclear. Also, it is unclear whether (i) the Company has identified all the subsidiaries which had a Change of Directors and (ii) any of the Company’s directors and/or senior management (in particular those who are currently still directors and/or senior management of the Company) was/were involved in any of the Change of Directors (“**Change of Directors Incident**”).

As disclosed in the announcement of the Company dated 14 October 2020, the Company found that the corporate documents of the Company, its subsidiaries and associates in its then Hong Kong office were lost. The corporate documents include but are not limited to company chop, company secretarial records, human resources records, administration records, business contracts, bank records and cheque books, accounting and computer records (“**Corporate Documents**”). However, despite the Company’s repeated requests, the then 2 managerial staff did not give any handover response and reiterated that they neither kept nor knew the whereabouts of the Corporate Documents and assets. Accordingly, it is unclear whether the Company has identified all the subsidiaries and associates which had lost Corporate Documents (“**Lost of Corporate Document Incident**”).

The Company recently discovered 2 Hong Kong subsidiaries, namely Brilliant Linkage Limited and Joyful Star Enterprise Limited. However, it appears that the Company had little information about them, such as their respective operating businesses, management and staff and financial position (“**Discovery of New Subsidiaries Incident**”).

The Change of Directors Incident, Loss of Corporate Documents Incident and Discovery of New Subsidiaries Incident collectively referred to as the “**Incidents**”.

Furthermore, as disclosed in the announcements of the Company dated 4 December 2020 and 27 January 2021, the Group received a PRC lawyer’s investigation report on 1 December 2020 which indicated that the entire issued capital of the Company’s PRC subsidiary holding the Guiyang Hotel might have been misappropriated by unauthorised share allotment and share transfer in June and September 2020. The audited carrying value of the Guiyang Hotel as at 31 December 2018 was around HK\$78 million, representing around 12% of the total assets of the Group. The Company has reported the case to the PRC Police and the Guanshanhu District Bureau has officially opened a case in January 2021. Nonetheless, it is unclear whether any of the Company’s directors and/or senior management (in particular those who are currently still directors and/or senior management of the Company) was/were involved in this incident. The Company also indicated that it is discussing with the PRC lawyer to further investigate the misappropriation so as to carry out necessary and appropriate recovery measures (“**Hotel Misappropriation Incident**”).

## **RESUMPTION GUIDANCE**

As disclosed in the Announcements, the Stock Exchange has set out the Resumption Guidance for the Company as follows:

- (i) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (ii) demonstrate compliance with Rules 3.10(1), 3.21 and 3.25;
- (iii) announce all material information for the Company’s shareholders and investors to appraise the Company’s position;
- (iv) have the winding up petition (or winding up orders, if made) against the Company withdrawn or dismissed;

- (v) demonstrate the Company's compliance with Rule 13.24; and
- (vi) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to comply with the Listing Rules.

#### **ADDITIONAL RESUMPTION GUIDANCE**

On each of 1 and 3 March 2021, the Company was further notified by the Stock Exchange of the following:

- (1) to modify the resumption guidance requiring to have the winding-up petition (or winding-up order, if made) against the Company withdrawn or dismissed as follows:  
  
"Have the winding-up petition (or winding-up order, if made) against the Company withdrawn or dismissed and the appointment of any liquidator(s) (provisional or not) discharged."
- (2) to set the following additional resumption guidance:
  - (a) Conduct an appropriate independent investigation into the Incidents, assess the impact on the Company's business operation and financial position, disclose the findings and impact, and take appropriate remedial actions;
  - (b) Conduct an appropriate independent investigation into the Hotel Misappropriation Incident, assess the impact on the Company's business operation and financial position, disclose the findings and impact, and take appropriate remedial actions.

The Stock Exchange indicated that it may modify the resumption guidance and/or give further guidance as and when appropriate.

#### **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended from 9:00 a.m. on 3 August 2020 and will remain suspended until further notice.

The Company will keep the public informed by making further announcement(s) as and when appropriate.

By the order of the Board  
**Lamtex Holdings Limited**  
*(Provisional Liquidators Appointed)*  
*(For Restructuring Purposes Only)*  
**Yiu Sin Yi**  
Company Secretary

Hong Kong, 5 March 2021

*As at the date of this announcement, the Board comprises two Executive Directors, namely Mr. Ni Xian and Mr. Lin Tong; three Non-Executive Directors, namely Mr. Huang Bin, Ms. Zang Yanxia and Mr. Chung Lap Keung; and two Independent Non-Executive Directors, namely Mr. Li Changhui and Mr. Fung Kim Shun.*