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## 天譽置業（控股）有限公司

SKYFAME REALTY (HOLDINGS) LIMITED

(IN LIQUIDATION)

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00059 and Bonds Stock Code: 5310, 5311,  
5367, 5379, 5567, 5602 and 5855  
(together the “Debts”))**

### VOLUNTARY ANNOUNCEMENT EXCLUSIVITY AGREEMENT

This announcement is made on voluntary basis by Skyfame Realty (Holdings) Limited (the “**Company**”).

#### **EXCLUSIVITY AGREEMENT**

The Company is pleased to announce that on 10 April 2026, (i) the Company, (ii) Lion Wealth Management Limited (the “**Investor**”) and (iii) Mr. Michael Penrose of EY Bermuda Limited, Ms. So Kit Yee Anita and Ms. Lau Wun Man of Ernst & Young Transactions Limited and Mr. Joel Edwards of EY Cayman Ltd, acting in their capacity as the Joint and Several Provisional Liquidators (“**JPLs**”) of the Company and as agents without personal liability, have entered into an exclusivity agreement (the “**Exclusivity Agreement**”).

The principal terms of the Exclusivity Agreement are summarized below:-

#### **Exclusivity Period**

The Company has granted the Investor a six-month exclusivity period from the date of the Exclusivity Agreement (the “**Exclusivity Period**”) to facilitate the implementation of a proposed restructuring of the Company to enable the resumption of trading in the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

Upon the signing of the Exclusivity Agreement, the Company and the Investor shall in good faith negotiate and procure the entering into of a formal agreement in relation to the proposed restructuring of the Company before the expiration of the Exclusivity Period.

Although the Exclusivity Agreement is legally binding, the terms of the proposed restructuring are subject to further negotiations and the entering into of a formal agreement, and the Exclusivity Agreement does not constitute any binding obligation or commitment on the parties to the Exclusivity Agreement to enter into any transaction or be bound by such terms and conditions in relation to the proposed restructuring.

### **Termination**

The JPLs and the Investor shall have right to terminate the Exclusivity Agreement in accordance with the terms of the Exclusivity Agreement. Upon termination of the Exclusivity Agreement, the JPLs and the Company will be fully discharged from all their duties, obligations and responsibilities resulting from the Exclusivity Agreement and the JPLs shall be at liberty to discuss, negotiate and accept restructuring proposals from other third parties.

### **REASONS FOR AND BENEFITS OF THE EXCLUSIVITY AGREEMENT**

With a view to maximising value for creditors as a whole, the JPLs have actively and continuously explored restructuring opportunities since their appointment as JPLs on 15 August 2022, as well as since the winding-up order issued by the Supreme Court of Bermuda on 14 November 2025 (the “**Winding-Up Order**”). These efforts have included issuing expressions of interest to potential investors, reviewing preliminary proposals, and engaging in discussions on potential investment and restructuring frameworks that could support a viable restructuring of the Company’s indebtedness and the resumption of trading of the Shares.

The JPLs consider that the granting of the Exclusivity Period to the Investor, who has demonstrated continuing interest in pursuing a possible restructuring of the Company since the Winding-Up Order, may facilitate the efficient preparation of a restructuring proposal and the fulfilment of the resumption guidance issued by the Stock Exchange prior to the cancellation of the Company’s listing.

The purpose of the Exclusivity Agreement is to provide a defined and structured timeframe for the Company, acting through the JPLs, and the Investor to work closely towards formulating, assessing and, if appropriate and feasible, implementing the restructuring proposal.

### **RESTRUCTURING PROGRESS**

As at the date of this announcement, the JPLs continue to negotiate with the Investor on the detailed terms of a loan agreement in order to fund a viable restructuring plan and are preparing a resumption proposal, which, where possible and practicable, is targeted to be submitted to the Stock Exchange as soon as possible. Save for the Exclusivity Agreement, no formal agreement in relation to the Company’s restructuring has been entered into among the Company, the JPLs and the Investor.

Further announcement(s) will be made by the Company as and when appropriate in accordance with the Rules Governing the Listing of Securities on the Stock Exchange.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the Debts and the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 28 June 2022 and on 1 April 2025 respectively and will remain suspended until further notice.

**As at the date hereof, there is no guarantee that any resumption proposal would be submitted or any restructuring plan which would be materialised. 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.**

For and on behalf of  
**Skyfame Realty (Holdings) Limited**  
**(In Liquidation)**

**MICHAEL PENROSE**  
**SO KIT YEE ANITA**  
**LAU WUN MAN**  
**JOEL EDWARDS**

*Joint and Several Provisional Liquidators  
Acting as agents without personal liability*

Hong Kong, 13<sup>th</sup> April 2026

*As at the date of this announcement, the Board comprises one executive Director, namely Mr. ZHANG Guocheng; and one non-executive Director, namely Mr. LI Jianwen.*