

*Unless defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 31 October 2016 (the “**Prospectus**”) issued by Sheung Yue Group Holdings Limited (the “**Company**”).*

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*This announcement is not an offer of securities for sale in the United States. The Company has not registered and does not intend to register any securities referred to in this announcement under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). Securities of the Company may not be offered or sold in the United States absent registration under the U.S. Securities Act or an applicable exemption from the registration requirements under the U.S. Securities Act. There will not be and is not currently intended to be any public offering of securities in the United States.*

## **SHEUNG YUE GROUP HOLDINGS LIMITED**

### **上諭集團控股有限公司**

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

**(Stock Code: 1633)**

## **FULL EXERCISE OF THE OVER-ALLOTMENT OPTION**

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The Company announces that the Over-allotment Option described in the Prospectus was exercised fully by the Sole Bookrunner, for itself and on behalf of the Placing Underwriters, on 1 December 2016 in respect of an aggregate of 24,750,000 Shares (the “**Over-allotment Shares**”), representing 15% of the total number of the Offer Shares initially available under the Share Offer. The Over-allotment Shares will be allotted and issued by the Company at HK\$0.80 per Share (exclusive of 1% brokerage, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Share Offer.

This announcement is made pursuant to Section 9(1) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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The Over-allotment Shares will be used to cover, amongst others, over-allocation in the Placing. Immediately after the allotment and issue by the Company of the Over-allotment Shares, approximately 27.71% of the issued share capital of the Company will be held by the public.

Pursuant to the Stock Borrowing Agreement, the Stabilizing Manager has borrowed 24,750,000 Shares from Creative Elite to cover over-allocations in the Placing. The Over-allotment Shares will be used to facilitate the return in full to Creative Elite of the 24,750,000 borrowed Shares.

Listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealing in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on 2 December 2016. The shareholding structure of the Company immediately before and immediately after the completion of the allotment and issue of the Over-allotment Shares is as follows:

Shareholder	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Creative Elite ( <i>Note</i> )	495,000,000	75%	495,000,000	72.29%
Public Shareholders	<u>165,000,000</u>	<u>25%</u>	<u>189,750,000</u>	<u>27.71%</u>
Total	<u><u>660,000,000</u></u>	<u><u>100%</u></u>	<u><u>684,750,000</u></u>	<u><u>100%</u></u>

*Note:* Creative Elite is owned as to 45%, 28%, 18% and 9% by Mr. Gary Chan, Mr. Edmond Chan, Ms. Amanda Chan and Ms. Chrissy Chan, respectively.

The additional net proceeds of approximately HK\$19.8 million, after deducting the underwriting fees and commissions and other applicable fees and expenses relating to the exercise of the Over-allotment Option, from the issue of the Over-allotment Shares by the Company will be used on a pro-rata basis by the Company for the same purposes as set out in the section headed “Future plans and use of proceeds – Use of proceeds” in the Prospectus.

Upon completion of the exercise of the Over-allotment Option in full and the issue and allotment of the Over-allotment Shares, the Company continues to comply with the public float requirements under Rule 8.08(1) (a) of the Listing Rules. No new shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

A further announcement will be made by the Company at the end of the stabilization period in connection with the Share Offer pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

By order of the Board  
**Sheung Yue Group Holdings Limited**  
**Chan Lap Wai Gary**  
*Chairman*

Hong Kong, 1 December 2016

*As at the date of this announcement, the Board comprises Mr. Chan Lap Wai Gary (Chairman), Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda as executive Directors; Mr. Chan Sau Man Simon as non-executive Director and Honorary Chairman; and Mr. Li Hon Hung MH, JP, Mr. Siu Miu Man and Mr. Cheng Chi Hung as independent non-executive Directors.*