
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Sheung Yue Group Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Sheung Yue Group Holdings Limited to be held at Suite 2418, Jardine House, 1 Connaught Place, Hong Kong on Monday, 11 September 2017 at 3:30 p.m. is set out on pages 13 to 17 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

27 July 2017

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Definitions | 1 |
| Letter from the Board | |
| Introduction | 3 |
| Issue Mandate..... | 4 |
| Repurchase Mandate..... | 4 |
| Re-election of retiring Directors..... | 5 |
| Re-appointment of the auditors..... | 5 |
| Annual general meeting | 5 |
| Voting by way of poll..... | 5 |
| Action to be taken..... | 6 |
| Responsibility statement..... | 6 |
| Recommendation | 6 |
| Appendix I – Explanatory statement on the Repurchase Mandate..... | 7 |
| Appendix II – Biographical Details of retiring Directors proposed to be re-elected..... | 10 |
| Notice of Annual General Meeting..... | 13 |

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise.

| | |
|------------------------------------|---|
| “AGM” | the annual general meeting of the Company to be held at Suite 2418, Jardine House, 1 Connaught Place, Hong Kong on Monday, 11 September 2017 at 3:30 p.m. |
| “Articles of Association” | the amended and restated memorandum and articles of association of the Company currently in force |
| “Board” | the board of Directors |
| “Company” | Sheung Yue Group Holdings Limited (上諭集團控股有限公司), an exempted company incorporated in the Cayman Islands on 23 March 2016 with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Hong Kong” or “HK” | the Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares not exceeding of 20% of the total number of issued Shares as at the date of passing of the resolution approving the Issue Mandate |
| “Latest Practicable Date” or “LPD” | 21 July 2017, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China |
| “Repurchase Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding of 10% of the total number of issued Shares as at the date of passing the Repurchase Mandate |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time |

DEFINITIONS

| | |
|------------------|--|
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | registered holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Code on Takeovers and Mergers and Share Repurchases, as amended, modified and supplemented from time to time |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent |

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Chan Lap Wai Gary
Mr. Chan Lap Chuen Edmond
Ms. Chan Chin Ying Amanda

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Non-executive Director:

Mr. Chan Sau Man Simon

*Headquarter and principal place of
business in Hong Kong:*

Independent Non-executive Directors:

Mr. Li Hon Hung, *BBS, MH, JP*
Mr. Siu Miu Man
Mr. Cheng Chi Hung

Unit 103-105, 1/F
New East Ocean Centre
9 Science Museum Road
Tsimshatsui East
Kowloon
Hong Kong

27 July 2017

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors, and to seek your approval at the AGM in connection with, inter alia, such matters.

LETTER FROM THE BOARD

ISSUE MANDATE

On 24 October 2016, an ordinary resolution was passed by the then sole Shareholder to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. Issue Mandate will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the total number of issued Shares as at the date of passing Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 684,750,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate as at the date of passing the resolution approving the Issue Mandate will be 136,950,000 Shares, representing not more than 20% of the total number of issued shares of the Company.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorize the extension of the Issue Mandate, details of which are set out in ordinary resolutions numbers 5 and 7 respectively in the notice of AGM.

REPURCHASE MANDATE

On 24 October 2016, an ordinary resolution was passed by the then sole Shareholder to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the number of the issued shares is 684,750,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Mandate will be 68,475,000 Shares.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution number 6 in the notice of AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of total number of issued shares of the Company as at the date of passing of the Repurchase Mandate.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, Mr. Chan Lap Wai Gary, Mr. Chan Lap Chuen Edmond, Ms. Chan Chin Ying Amanda, Mr. Chan Sau Man Simon, Mr. Li Hon Hung, *BBS, MH, JP*, Mr. Siu Miu Man and Mr. Cheng Chi Hung.

Pursuant to Articles 83(3), 84(1) and 84(2) of the Articles of Association, Mr. Chan Lap Wai Gary, Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda will retire at the AGM and will being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE AUDITORS

Messrs. BDO Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint Messrs. BDO Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors is set out on pages 13 to 17 of this circular.

VOTING BY WAY OF POLL

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, except where the chairman, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

Pursuant to Article 66(1) of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares, at any general meeting every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for each Share registered in his name in the Company's register of members. Where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.simonandsons.com.hk>). Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the proposed mentioned in this circular, including the proposals to re-elect the retiring Directors, to re-appoint the Company's auditors, and to grant to the Directors the Issue Mandate and the Repurchase Mandate are in the best interests of the Company as well as to its Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

Yours faithfully
For and on behalf of the Board of
Sheung Yue Group Holdings Limited
Chan Lap Wai Gary
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against Ordinary Resolution 6 in respect of the approval of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 684,750,000 Shares in issue at the Latest Practicable Date, could result in up to 68,475,000 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. UNDERTAKING

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2017 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, as far as the Directors are aware, Creative Elite Global Limited was interested in 495,000,000 Shares, representing 72.29% of the issued share capital of the Company. Creative Elite Global Limited is owned as to 45%, 28%, 18% and 9% by Mr. Chan Lap Wai Gary, Mr. Chan Lap Chuen Edmond, Ms. Chan Chin Ying Amanda and Ms. Chan Chin Ling Chrissy respectively. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholding of Creative Elite Global Limited would be increased to approximately 80.32% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to below the prescribed minimum percentage of 25% required by the Listing Rules.

The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public being reduced to less than 25% as required under the Listing Rules.

6. SHARE PURCHASED MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The table below is a summary of the highest and lowest traded prices in each of the previous months since 11 November 2016 (the date of listing of the Shares on the Main Board of the Stock Exchange) to the Latest Practicable Date.

| | Highest Traded Price | Lowest Traded Price |
|---|---------------------------------|--------------------------------|
| | <i>HK\$</i> | <i>HK\$</i> |
| November 2016 (since the date of listing, i.e. 11 November 2016) | 2.25 | 0.71 |
| December 2016 | 4.33 | 1.41 |
| January 2017 | 4.19 | 2.79 |
| February 2017 | 4.76 | 2.98 |
| March 2017 | 4.00 | 2.66 |
| April 2017 | 3.60 | 2.90 |
| May 2017 | 3.84 | 2.81 |
| June 2017 | 2.98 | 0.28 |
| July 2017 (up to the Latest Practicable Date) | 0.54 | 0.42 |

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:

1. Mr. Chan Lap Wai Gary

Mr. CHAN Lap Wai Gary, aged 59, is our Chairman, executive Director and a director of Favourable Year Limited (“**Favourable Year**”), Rainbow Republic Limited (“**Rainbow Republic**”), Simon & Sons Engineering Limited (“**Simon & Sons**”) and Simon & Sons Engineering (Macau) Limited (“**Simon & Sons (Macau)**”). Mr. Gary Chan has over 37 years of experience in the building and construction industry in Hong Kong and is primarily responsible for the formulation of the overall business development strategy and the overall management and major business decisions of our Group.

Mr. Gary Chan was appointed as an executive Director with effect from 23 March 2016. Pursuant to the service agreement between the Company and Mr. Gary Chan, Mr. Gary Chan’s appointment should continue until terminated by the Company or Mr. Gary Chan by giving to the other not less than three months’ notice in writing and without payment of compensation other than statutory compensation. Mr. Gary Chan is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Articles of Association. For the year ending 31 March 2018, it is proposed that Mr. Gary Chan will receive emoluments of approximately HK\$1,768,000 per annum and he is also entitled to a discretionary annual bonus and share options as may be determined by the Board with reference to the performance of the Group. Mr. Gary Chan’s emoluments, which are subject to adjustment as appropriate in the future, are determined by the Board with reference to his duties and responsibilities with the Company and prevailing market condition. As at the Latest Practicable Date, Mr. Gary Chan was interested in 45% Shareholding of Creative Elite Global Limited which holds an aggregate of 495,000,000 Shares, representing approximately 72.29% of the total issued share capital of the Company.

Mr. Gary Chan is the son of Mr. Simon Chan, our non-executive Director and Honorary Chairman, and the brother of Mr. Edmond Chan, our executive Director and Chief Executive Officer, and Ms. Amanda Chan, our executive Director.

2. Mr. Chan Lap Chuen Edmond

Mr. CHAN Lap Chuen Edmond, aged 58, is our Chief Executive Officer, executive Director and a director of Favourable Year, Rainbow Republic, Simon & Sons and Vanbo Engineering Limited (“**Vanbo Engineering**”). Mr. Edmond Chan has over 36 years of experience in the building and construction industry in Hong Kong. He is responsible for the formulation of the overall business development strategy and the execution of daily management and administration of our business and operations.

Mr. Edmond Chan was appointed as an executive Director with effect from 23 March 2016. Pursuant to the service agreement between the Company and Mr. Edmond Chan, Mr. Edmond Chan's appointment should continue until terminated by the Company or Mr. Edmond Chan by giving to the other not less than three months' notice in writing and without payment of compensation other than statutory compensation. Mr. Edmond Chan is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Articles of Association. For the year ending 31 March 2018, it is proposed that Mr. Edmond Chan will receive emoluments of approximately HK\$1,568,000 per annum and he is also entitled to a discretionary annual bonus and share options as may be determined by the Board with reference to the performance of the Group. Mr. Edmond Chan's emoluments, which are subject to adjustment as appropriate in the future, are determined by the Board with reference to his duties and responsibilities with the Company and prevailing market condition. As at the Latest Practicable Date, Mr. Edmond Chan was interested in 28% Shareholding of Creative Elite Global Limited which holds an aggregate of 495,000,000 Shares, representing approximately 72.29% of the total issued share capital of the Company.

Mr. Edmond Chan is the son of Mr. Simon Chan, our non-executive Director and Honorary Chairman, and the brother of Mr. Gary Chan, our executive Director and Chairman, and Ms. Amanda Chan, our executive Director.

3. Ms. Chan Chin Ying Amanda

Ms. CHAN Chin Ying Amanda, aged 57, is our executive Director and a director of Favourable Year, Rainbow Republic and Simon & Sons. Ms. Amanda Chan has over 35 years of experience in the building and construction industry in Hong Kong. She is responsible for the overall administration, maintaining quality control and monitoring our safety and environmental compliance.

Ms. Amanda Chan was appointed as an executive Director with effect from 23 March 2016. Pursuant to the service agreement between the Company and Ms. Amanda Chan, Ms. Amanda Chan's appointment should continue until terminated by the Company or Ms. Amanda Chan by giving to the other not less than three months' notice in writing and without payment of compensation other than statutory compensation. Ms. Amanda Chan is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Articles of Association. For the year ending 31 March 2018, it is proposed that Ms. Amanda Chan will receive emoluments of approximately HK\$1,248,000 per annum and she is also entitled to a discretionary annual bonus and share options as may be determined by the Board with reference to the performance of the Group. Ms. Amanda Chan's emoluments, which are subject to adjustment as appropriate in the future, are determined by the Board with reference to her duties and responsibilities with the Company and prevailing market condition. As at the Latest Practicable Date, Ms. Amanda Chan was interested in 18% Shareholding of Creative Elite Global Limited which holds an aggregate of 495,000,000 Shares, representing approximately 72.29% of the total issued share capital of the Company.

Ms. Amanda Chan is the daughter of Mr. Simon Chan, our non-executive Director and Honorary Chairman, and the sister of Mr. Gary Chan, our executive Director and Chairman, and Mr. Edmond Chan, our executive Director and Chief Executive Officer.

Save as disclosed above, each of the above Directors (i) did not hold other positions in our Company or other members of our Group as of the Latest Practicable Date; and (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as of the Latest Practicable Date.

To the best of the knowledge, information and belief of the above Directors having made all reasonable enquiries, save as disclosed herein, there was no additional matter with respect to the appointment of the above Directors that needs to be brought to the attention of the Shareholders, and there was no additional information relating to the above Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Sheung Yue Group Holdings Limited (the “Company”) will be held at Suite 2418, Jardine House, 1 Connaught Place, Hong Kong, on Monday, 11 September 2017 at 3:30 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditors of the Company for the year ended 31 March 2017.
2. To re-elect the following retiring directors of the Company:
 - (i) Mr. Chan Lap Wai Gary as executive director of the Company;
 - (ii) Mr. Chan Lap Chuen Edmond as executive director of the Company;
 - (iii) Ms. Chan Chin Ying Amanda as executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of directors.
4. To re-appoint Messrs. BDO Limited as auditors of the Company and to authorise the board of directors of the Company to fix the auditors’ remuneration for the ensuing year.

SPECIAL BUSINESS

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

- (c) the total number of Shares allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent. of the total number of Shares in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or

- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolutions nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued Shares pursuant to Resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to Resolution no. 6 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of total number of Shares in issue as at the date of passing of the said Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

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

Hong Kong, 27 July 2017

*Headquarter and Principal place of
business in Hong Kong:*

Unit 103-105, 1/F
New East Ocean Centre
9 Science Museum Road
Tsimshatsui East
Kowloon
Hong Kong

Registered Office:

Cricket Square, Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned meeting (as the case may be).
- (3) Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the Meeting, or any adjourned meeting, should they so wish.
- (4) The register of members will be closed from Wednesday, 6 September 2017 to Monday, 11 September 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 5 September 2017.
- (5) With regard to Resolution no. 2 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Chan Lap Wai Gary, Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda be re-elected as directors of the Company. Particulars of the said retiring directors of the Company are set out in Appendix II to the circular to the shareholders of the Company dated 27 July 2017.
- (6) An explanatory statement containing further details regarding Resolution no. 6 as required by the Stock Exchange of the Stock Exchange is set out in Appendix I to the circular to the shareholders of the Company dated 27 July 2017.
- (7) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the Meeting will be taken by poll except where the chairman of the Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

As at the date of this notice, 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, BBS, MH, JP, Mr. Siu Miu Man and Mr. Cheng Chi Hung as independent non-executive Directors.