

Unless otherwise defined, 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**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

In connection with the Share Offer, C.P. Securities International Limited, as the stabilising manager (the “**Stabilising Manager**”) or any person acting for it, on behalf of the Underwriters, may over-allot Shares or effect transactions with a view to stabilising and maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager or any person acting for it and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Public Offer, being Saturday, 3 December 2016. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to maintain the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day after the last day for the lodging of applications under the Public Offer, being Saturday, 3 December 2016. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

SHEUNG YUE GROUP HOLDINGS LIMITED

上諭集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Total number of Offer Shares	:	165,000,000 Shares comprising 115,000,000 New Shares and 50,000,000 Sale Shares (subject to the Over-allotment Option)
Number of Public Offer Shares	:	16,500,000 Shares (subject to adjustment)
Number of Placing Shares	:	148,500,000 Shares comprising 98,500,000 New Shares and 50,000,000 Sale Shares (subject to adjustment and the Over-allotment Option)
Offer Price	:	not more than HK\$1.00 and expected to be not less than HK\$0.80 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	1633

Sole Sponsor



Sole Bookrunner



Joint Lead Managers



Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Share Offer and as mentioned in the Prospectus (including any Shares which may be issued under the Capitalisation Issue, the Over-allotment Option and pursuant to the exercise of the options which may be granted under the Share Option Scheme). Assuming that the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 11 November 2016, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Friday, 11 November 2016. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.simonandsons.com.hk.

The Share Offer comprises the Placing and the Public Offer. A total of initially 165,000,000 Shares (subject to the Over-allotment Option) will be made available under the Share Offer, of which 148,500,000 Shares, comprising 98,500,000 New Shares and 50,000,000 Sale Shares (subject to adjustment and the Over-allotment Option), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The remaining 16,500,000 Shares (subject to adjustment), representing 10% of the Offer Shares, will be offered under the Public Offer. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to adjustment as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

In connection with the Share Offer, the Company intends to grant the Over-allotment Option to the Placing Underwriters, exercisable in full or in part by the Sole Bookrunner (for itself and on behalf of the Placing Underwriters). The Over-allotment Option gives the Sole Bookrunner (for itself and on behalf of the Placing Underwriters) the right, exercisable at any time from the day on which trading of the Shares commences on the Stock Exchange up to and including 30th day after the last day for lodging applications under the Public Offer, to require the Company to allot and issue up to an aggregate of 24,750,000 additional Shares, representing 15% of the initial number of the Offer Shares at the Offer Price to cover, among other things, over-allocations in the Placing, if any.

If the Stock Exchange grants approval for the listing of, and permission to deal in, the Shares and we comply with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.00 per Offer Share and is expected to be not less than HK\$0.80 per Offer Share. Applicants must pay the maximum indicative Offer Price of HK\$1.00 per Offer Share plus 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is lower than HK\$1.00 per Offer Share.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who would like the allotted Public Offer Shares to be issued in their own names should either use the **WHITE** Application Form or apply online through www.hkeipo.hk. Applicants who would like the allotted Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts should use a **YELLOW** Application Form or electronically instruct HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 31 October 2016 until 12:00 noon on Thursday, 3 November 2016 from:

(i) the following offices of the Joint Lead Managers:

C.P. Securities International Limited at Room 2707, 27/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong

Dakin Securities Limited at Room 2701, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong

(ii) the following office of the Sole Sponsor:

Dakin Capital Limited at Room 2701, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong

(iii) any of the following branches of The Bank of East Asia, Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	Hennessy Road Branch	G/F, Eastern Commercial Centre, 395-399 Hennessy Road, Wanchai
	Shaukiwan Branch	G/F, Ka Fook Building, 289-293 Shau Kei Wan Road, Shau Kei Wan
Kowloon	Mongkok Branch	638-640 Nathan Road, Mongkok
	Tsim Sha Tsui Branch	Shop A & B, Milton Mansion, 96 Nathan Road, Tsim Sha Tsui
New Territories	Tai Po Plaza Branch	Units 49-52, Level 1, Tai Po Plaza, Tai Po
	Shatin Plaza Branch	Shop 3-4, Level 1, Shatin Plaza, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 31 October 2016 until 12:00 noon on Thursday, 3 November 2016 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have such Application Forms and the Prospectus available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "The Bank of East Asia (Nominees) Limited – Sheung Yue Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Monday, 31 October 2016 – 9:00 a.m. to 5:00 p.m.

Tuesday, 1 November 2016 – 9:00 a.m. to 5:00 p.m.

Wednesday, 2 November 2016 – 9:00 a.m. to 5:00 p.m.

Thursday, 3 November 2016 – 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 3 November 2016, the last application day or such later time as described in the sub-section headed "How to apply for the Public Offer Shares – Effect of bad weather on the opening of the applications lists" in the Prospectus.

Applicants may submit applications to the HK eIPO White Form Service Provider through the designated website at www.hkeipo.hk from 9:00 a.m. on Monday, 31 October 2016 until 11:30 a.m. on Thursday, 3 November 2016 (24 hours daily, except on the last application day) or such later time as described in the sub-section headed "How to apply for the Public Offer Shares – Effect of bad weather on the opening of the application lists" in the Prospectus.

CCASS Participants can input electronic application instructions from 9:00 a.m. on Monday, 31 October 2016 until 12:00 noon on Thursday, 3 November 2016 or such later time as described in the sub-section headed "How to apply for the Public Offer Shares – Effect of bad weather on the opening of the application lists" in the Prospectus.

Please refer to the sections headed "Structure and conditions of the Share Offer" and "How to apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Thursday, 10 November 2016 on the Company's website at www.simonandsons.com.hk; and on the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of the Public Offer Shares successfully applied for under **WHITE** and **YELLOW** application forms, or by giving **electronic application instructions** to HKSCC via CCASS or to the designated **HK eIPO White Form** Service Provider through the **HK eIPO White Form** service (www.hkeipo.hk), will be made available through a variety of channels as described in the sub-section headed “How to apply for the Public Offer Shares – Publication of results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid certificate of title at 8:00 a.m. on the Listing Date provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Friday, 11 November 2016, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 11 November 2016. The Shares will be traded in board lot of 3,000 Shares each under the stock code 1633.

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

Hong Kong, 31 October 2016

As at the date of this announcement, the Board comprises Mr. Chan Lap Wai Gary (Chairman), Mr. Chan Lap Chuen Edmond, 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, Mr. Cheng Chi Hung as independent non-executive Directors.