

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus dated 19 December 2016 (the “**Prospectus**”) issued by SH Group (Holdings) Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for the shares or other securities of the Company. Potential investors should read the prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute and is not an offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or any other jurisdiction. The Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) (the “**U.S. Securities Act**”) or any state securities laws of the United States and may not be offered or sold in the United States absent registration under the U.S. Securities Act or except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

In connection with the Global Offering, Pacific Foundation Securities Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting 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, its affiliates 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, its affiliates 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 Hong Kong Public Offering, being 21 January 2017. 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 (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support 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 the applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



## SH GROUP (HOLDINGS) LIMITED

順興集團(控股)有限公司

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

### GLOBAL OFFERING

- Number of Offer Shares** : 100,000,000 Shares (comprising 80,000,000 new Shares and 20,000,000 Sale Shares) (subject to the Over-allotment Option)
- Number of International Placing Shares** : 90,000,000 Shares (comprising 70,000,000 new Shares and 20,000,000 Sale Shares) (subject to reallocation and the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 10,000,000 Shares (subject to reallocation)
- Offer Price** : Not more than HK\$1.25 per Share plus brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal value** : HK\$0.01 each
- Stock code** : 1637

### Sole Sponsor



### Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Application has been made by the Company through its sole sponsor, Innovax Capital Limited, which is located at Room 2002, 20/F, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong, to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and the Offer Shares to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme). Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 3 January 2017, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Tuesday, 3 January 2017. 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](http://www.hkexnews.hk) and the website of the Company at [www.shunhingeng.com](http://www.shunhingeng.com).

The Global Offering comprises the Hong Kong Public Offering of initially 10,000,000 Shares (subject to reallocation) and the International Placing of initially 90,000,000 Shares (subject to reallocation and the Over-allotment Option) representing 10% and 90% of the total number of Offer Shares initially being offered under the Global Offering, respectively. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to reallocation as described in the section headed “Structure and conditions of the Global Offering” in the Prospectus. In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters), to require the Company to allot and issue up to 15,000,000 additional Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange as well as the compliance 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 Listing Date or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange 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\$1.25 per Offer Share and is expected to be not less than HK\$1.00 per Offer Share. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$1.25 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%.

If the Offer Price as finally determined is less than HK\$1.25 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the section headed “How to apply for the Hong Kong Offer Shares — 13. Refund of application monies” in the Prospectus.

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

Applicants who would like the Hong Kong Offer Shares to be allotted in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) through the **HK eIPO White Form** service. Applicants who would like the Hong Kong Offer Shares to be allotted in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 19 December 2016 until 12:00 noon on Thursday, 22 December 2016 from:

1. the following office of the Hong Kong Underwriters:

Pacific Foundation Securities Limited	11/F, New World Tower II 16-18 Queen's Road Central Hong Kong
Innovax Capital Limited	Room 2002, 20/F Chinachem Century Tower 178 Gloucester Road Wanchai, Hong Kong
CNI Securities Group Limited	10/F, Sun's Group Centre 200 Gloucester Road, Wanchai Hong Kong
HF Securities and Futures Limited	Room 1605-06 South Tower Concordia Plaza 1 Science Museum Road Tsim Sha Tsui, Hong Kong
Sinolink Securities (Hong Kong) Company Limited	Unit 2503, 2505-2506 25/F, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong
Sorrento Securities Limited	11/F, The Wellington 198 Wellington Street, Central Hong Kong

2. any of the following branches of Bank of China (Hong Kong) Limited:

	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Shek Tong Tsui Branch	534 Queen's Road West Shek Tong Tsui
Kowloon	Prince Edward Branch	774 Nathan Road, Kowloon
	Telford Gardens Branch	Shop P2 Telford Gardens Kowloon Bay
New Territories	Citywalk Branch	Shop 65, G/F, Citywalk 1 Yeung Uk Road Tsuen Wan
	Fo Tan Branch	No 2, 1/F Shatin Galleria 18-24 Shan Mei Street Fo Tan

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Monday, 19 December 2016 until 12:00 noon on Thursday, 22 December 2016 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED-SH GROUP PUBLIC OFFER" should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms as follows:

Monday, 19 December 2016	—	9:00 a.m. to 5:00 p.m.
Tuesday, 20 December 2016	—	9:00 a.m. to 5:00 p.m.
Wednesday, 21 December 2016	—	9:00 a.m. to 5:00 p.m.
Thursday, 22 December 2016	—	9:00 a.m. to 12:00 noon

Applicants applying through the **HK eIPO White Form** service may submit applications through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Monday, 19 December 2016 until 11:30 a.m. on Thursday, 22 December 2016 or such later time as described in the section headed “How to apply for the Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 19 December 2016 until 12:00 noon on Thursday, 22 December 2016 or such later time as described in the section headed “How to apply for the Hong Kong Offer Shares — 10. 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 Global Offering” and “How to apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the level of indication of interest under the International Placing, the level of applications under the Hong Kong Public Offering and the basis of allocation of Hong Kong Offer Shares on or before Friday, 30 December 2016 in The Standard (in English) and Sing Tao Daily (in Chinese), and on the website of the Company at [www.shunhingeng.com](http://www.shunhingeng.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations (with the successful applicants’ identification document numbers, where applicable) under the Hong Kong Public Offering will be made available from Friday, 30 December 2016 through a variety of channels at the times and dates and in the manner specified in the section headed “How to apply for the Hong Kong Offer Shares — 11. Publication of results” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application fees received. Share certificates will only become valid certificates of title at 8:00 a.m. on Tuesday, 3 January 2017 provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination” in the Prospectus has not been exercised.

Assuming that the Hong Kong Public Offering has become unconditional in all respects and the Hong Kong Underwriting Agreement is not terminated in accordance with the terms therein at or before 8:00 a.m. on Tuesday, 3 January 2017, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 3 January 2017. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares will be 1637.

By Order of the Board of Directors  
**SH Group (Holdings) Limited**  
**Yu Cheung Choy**  
*Chairman*

Hong Kong, 19 December 2016

*As at the date of this announcement, Mr. Yu Cheung Choy and Mr. Lau Man Ching are the executive Directors; Mr. Yu Ho Chi is the non-executive Director; and Mr. Lam Yim Nam, Mr. Lee Wing Kee and Mr. To Yan Ming, Edmond are the independent non-executive Directors.*

*Please also refer to the published version of this announcement in The Standard (in English) and Sing Tao Daily (in Chinese).*