

*Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Sheng Ye Capital Limited (the “**Company**”) dated 26 June 2017.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (the “**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.*

*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares thereby being offered.*

*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 Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”) or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States except that Offer Shares may be offered, sold or delivered outside the United States in offshore transactions in accordance with Regulation S under the US 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, ChaoShang Securities Limited, as the 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 Offer. 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 29 July 2017, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offer. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*

# SHENG YE CAPITAL LIMITED

盛業資本有限公司

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

## LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF GLOBAL OFFERING

**Number of Offer Shares under : 185,000,000 Shares (subject to the**  
**the Global Offering Over-allotment Option)**

**Number of Hong Kong : 18,500,000 Shares (subject to adjustment)**  
**Offer Shares**

**Number of International : 166,500,000 Shares (subject to adjustment**  
**Offer Shares and the Over-allotment Option)**

**Offer Price : Not more than HK\$2.20 per Offer Share**  
**and expected to be not less than**  
**HK\$1.80 per Offer Share (payable in full**  
**on application plus brokerage of 1%,**  
**SFC transaction levy of 0.0027% and**  
**Stock Exchange trading fee of 0.005%**  
**and subject to refund)**

**Nominal value : HK\$0.01 per Share**

**Stock code : 8469**

**Sole Sponsor**



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



The Global Offering comprises (a) the Hong Kong Public Offer of initially 18,500,000 Shares, representing approximately 10% of the total number of the Offer Shares (subject to adjustment), in Hong Kong, and (b) the International Placing of initially 166,500,000 Shares, representing approximately 90% of the total number of the Offer Shares (subject to adjustment and the Over-allotment Option) outside the United States in reliance on Regulation S or other available exemption from the registration requirement of the U.S. Securities Act. The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in the Prospectus.

In connection with the Global Offering, the Company intends to grant the Over-allotment Option to the Stabilising Manager, exercisable by the Stabilising Manager from the date of the International Underwriting Agreement until 30 days from the last day for lodging applications for the Hong Kong Public Offer, to require the Company to issue and allot up to an aggregate of 27,750,000 additional Offer Shares, representing 15% of the Offer Shares initially available under the Global Offering and at the Offer Price, to cover, among other things (i.e. effecting the permitted stabilising actions as set out in the section headed “Structure and Conditions of the Global Offering — Stabilisation” of the Prospectus), any over-allocations in the International Placing, if any.

As required under the GEM Listing Rules and the Companies (Winding up and Miscellaneous Provisions) Ordinance, copies of the Prospectus are available, for information purpose only, during normal office hours from 9:00 a.m. on Monday, 26 June 2017 to 12:00 noon on Thursday, 29 June 2017 (both dates inclusive and for business days only) at the offices of Dakin Securities Limited at Room 2701, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong.

Application has been made by the Company to the Listing Division of the Stock Exchange for the granting of the listing of and permission to deal in the Shares in issue and to be issued on GEM as described in the Prospectus pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option). Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and 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, i.e. Thursday, 6 July 2017 or on any other date as 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 for the Shares to be admitted into CCASS.

Applications for the Offer Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus. The Global Offering is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Joint Global Coordinators), in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Global Offering will lapse and thereafter, all money received will be refunded to subscribers of the Global Offering without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Global Offering will be published on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.shengyecapital.com](http://www.shengyecapital.com) on the next business day immediately following the date of such lapse.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus, the related Application Forms and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the White Form eIPO Service Provider.**

Applicants who wish to have the allocated Hong Kong Offer Shares allotted and issued in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **White Form eIPO** service.

Applicants who wish to have the allocated Hong Kong Offer Shares allotted and issued 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 (i) complete and sign the **YELLOW** Application Form; 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, 26 June 2017 until 12:00 noon on Thursday, 29 June 2017 from any of the following addresses:

<b>Office</b>	<b>Address</b>
Dakin Securities Limited	Room 2701, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong
Head & Shoulders Securities Limited	Room 2511, 25/F, Cosco Tower, 183 Queen's Road Central, Hong Kong
ChaoShang Securities Limited	Room 4001-4002, 40/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong

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

	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch	3/F, 1 Garden Road, Hong Kong
	Johnston Road Branch	152-158 Johnston Road, Wan Chai
<b>Kowloon</b>	Tsim Sha Tsui East Branch	Shop 3, LG/F, Hilton Towers, 96 Granville Road, Tsim Sha Tsui East, Kowloon
	To Kwa Wan Branch	80N To Kwa Wan Road, To Kwa Wan
<b>New Territories</b>	East Point City Branch	Shop 101, East Point City, Tseung Kwan O
	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, 26 June 2017 until 12:00 noon on Thursday, 29 June 2017 from:

- (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (ii) the applicants' broker, who may have such Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order marked payable to "Bank of China (Hong Kong) Nominees Limited — Sheng Ye Capital Public Offer" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

**Monday, 26 June 2017 — 9:00 a.m. to 5:00 p.m.**  
**Tuesday, 27 June 2017 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 28 June 2017 — 9:00 a.m. to 5:00 p.m.**  
**Thursday, 29 June 2017 — 9:00 a.m. to 12:00 noon**

Applicants applying by **White Form eIPO** may submit applications to the **White Form eIPO** Service Provider through the designated website at **www.hkeipo.hk** from 9:00 a.m. on Monday, 26 June 2017 until 11:30 a.m. on Thursday, 29 June 2017 and the latest time for completing full payment of application monies in respect of such application will be 12:00 noon Thursday, 29 June 2017 (or such later time as described under the section headed "How to Apply for 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 at the following times on the following dates:

**Monday, 26 June 2017 — 9:00 a.m. to 8:30 p.m.<sup>(1)</sup>**  
**Tuesday, 27 June 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>**  
**Wednesday, 28 June 2017 — 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>**  
**Thursday, 29 June 2017 — 8:00 a.m.<sup>(1)</sup> to 12:00 noon**

*Note:*

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

Prospective investors should note that the Joint Global Coordinators are entitled to terminate their obligations under the Underwriting Agreements by giving notice in writing to the Company upon the occurrence of any of the events set forth in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offer — Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Thursday, 6 July 2017.

The final Offer Price is expected to be determined by agreement between the Company and the Joint Global Coordinators on the Price Determination Date, which is currently expected to be on or around Friday, 30 June 2017 (Hong Kong time), or such later date as the parties may agree. If, for any reason, the Company and the Joint Global Coordinators are unable to agree on the Offer Price on or before Tuesday, 4 July 2017 (Hong Kong time), or such later date as may be agreed between the Company and the Joint Global Coordinators, the Global Offering will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.shengyecapital.com](http://www.shengyecapital.com).

The Offer Price will not be more than HK\$2.20 per Offer Share and is expected to be not less than HK\$1.80 per Offer Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.20 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (subject to refund and without interest). If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$2.20 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offer are not fulfilled in accordance with “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Any refund of your application monies will be made on 5 July 2017. Share certificates for the Offer Shares will only become valid documents of title when the Global Offering has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its term prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Thursday, 6 July 2017.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offer on Wednesday, 5 July 2017, on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.shengyecapital.com](http://www.shengyecapital.com). Results of allocations and the Hong Kong identity



card/passport/ Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offer will be available through a variety of channels from Wednesday, 5 July 2017 as described in the section headed “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

**No receipt will be issued for subscription monies received. No temporary documents of title will be issued by the Company.**

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Thursday, 6 July 2017. Shares will be traded in board lots of 2,000 Shares each. The GEM stock code for the Shares is 8469.

By order of the Board  
**Sheng Ye Capital Limited**  
**Tung Chi Fung**  
Chairman

Hong Kong, 26 June 2017

*As at the date of this announcement, the executive Directors of the Company are Mr. Tung Chi Fung, and Mr. Chen Jen-Tse, and the independent non-executive Directors are Mr. Hung Ka Hai Clement, Mr. Loo Yau Soon and Mr. Tsoon Wai Mun, Benjamin.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and in the case of this announcement, on the “Latest Company Announcements” page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.shengyecapital.com](http://www.shengyecapital.com).*