

*Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 12 September 2016 (the “**Prospectus**”) issued by Shun Wo 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, Head & Shoulders Securities 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 Thursday, 15 September 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 Thursday, 15 September 2016. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

Shun Wo Group Holdings Limited
汛和集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

**LISTING ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF
PUBLIC OFFER AND PLACING**

**Total number of Offer Shares : 1,000,000,000 Shares comprising
800,000,000 New Shares and 200,000,000
Sale Shares (subject to the Over-allotment
Option)**

Number of Public Offer Shares : 100,000,000 Shares (subject to re-allocation)

**Number of Placing Shares : 900,000,000 Shares including 200,000,000
Sale Shares (subject to re-allocation and
the Over-allotment Option)**

**Offer Price : Not more than HK\$0.14 per Offer Share
and expected to be not less than HK\$0.12
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

Board lot : 20,000

Stock code : 1591

Sponsor



Bookrunner



Joint Lead Manager



Joint Lead Manager



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 Share Offer including the Shares which may be made available pursuant to the Capitalisation Issue, the exercise of the Over-allotment Option and any Shares which may fall to be issued upon 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 Wednesday, 28 September 2016, it is expected that dealings in the Shares on the Main Board will commence at 9:00 a.m. on Wednesday, 28 September 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.shunwogroup.com.

The Share Offer comprises the Placing of initially 900,000,000 Shares, consisting of 700,000,000 New Shares and 200,000,000 Sale Shares (subject to re-allocation and the Over-allotment Option), representing 90% of the total number of Offer Shares available for institutional, professional and other investors under the Share Offer, and the Public Offer of initially 100,000,000 Shares (subject to re-allocation), representing 10% of the total number of Offer Shares initially being offered to the public in Hong Kong under the Share Offer. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange and 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, under contingent situation, 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 to enable the Shares to be admitted into CCASS.

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 Bookrunner (on behalf of the Placing Underwriters). The Over-allotment Option gives the Bookrunner (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 150,000,000 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.

The Offer Price will be not more than HK\$0.14 per Offer Share and is expected to be not less than HK\$0.12 per Offer Share. Applicants must pay the maximum indicative Offer Price of HK\$0.14 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% 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\$0.14 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 complete and sign the **WHITE** Application Form. 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 Participants' stock accounts or their designated CCASS Participants' stock accounts should either (i) complete and sign the **YELLOW** Application Form, or (ii) electronically instruct HKSCC via CCASS to cause HKSCC Nominees to apply for them.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours between 9:00 a.m. on Monday, 12 September 2016 until 12:00 noon on Thursday, 15 September 2016 from:

(i) any of the following addresses of the Underwriters:

- **Head & Shoulders Securities Limited** at Room 2511, 25/F, Cosco Tower, 183 Queen's Road Central, Hong Kong
- **Dakin Securities Limited** at Room 2701, 27th Floor, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong

(ii) any of the following branches of the receiving bank:

Bank of China (Hong Kong) Limited

District	Branch name	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Johnston Road Branch	152–158 Johnston Road, Wan Chai
	Chai Wan Branch	Block B, Walton Estate, 341–343 Chai Wan Road, Chai Wan
Kowloon	Jordan Road Branch	1/F, Sino Cheer Plaza, 23–29 Jordan Road
	Lam Tin Branch	Shop 12, 49 Kai Tin Road, Lam Tin
New Territories	Fo Tan Branch	No. 2, 1/F Shatin Galleria, 18–24 Shan Mei Street, Fo Tan

(iii) the following office of the Sponsor:

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

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 12 September 2016 until 12:00 noon on Thursday, 15 September 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.

Both completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — SHUN WO GROUP 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, 12 September 2016 : 9:00 a.m. to 5:00 p.m.
Tuesday, 13 September 2016 : 9:00 a.m. to 5:00 p.m.
Wednesday, 14 September 2016 : 9:00 a.m. to 5:00 p.m.
Thursday, 15 September 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, 15 September 2016, the last application day or such later time as described in the section headed "How to Apply for Public Offer Shares — 9. 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, 12 September 2016 until 12:00 noon on Thursday, 15 September 2016 or such later time as described in the section headed "How to Apply for Public Offer Shares — 9. 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 Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Offer Shares on Tuesday, 27 September 2016 on the website of the Company at **www.shunwogroup.com** and the website of the Stock Exchange at **www.hkexnews.hk**.

The results of allocations in the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Public Offer Shares successfully applied for under **WHITE** and **YELLOW** Application Forms, or by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels as described in the section headed "How to Apply for Public Offer Shares — 10. 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 at 8:00 a.m. on Wednesday, 28 September 2016 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. in Hong Kong on Wednesday, 28 September 2016, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 28 September 2016. The Shares will be traded in board lots of 20,000 Shares each. The stock code of the Shares is 1591.

By order of the Board
Shun Wo Group Holdings Limited
WONG Yan Hung
Chairman

Hong Kong, 12 September 2016

As at the date of this announcement, the executive directors of the Company are Mr. Wong Yan Hung, Mr. Lai Kwok Fai and Mr. Wong Tony Yee Pong, and the independent non-executive directors of the Company are Mr. Tam Wai Tak Victor, Mr. Leung Wai Lim and Mr. Law Ka Ho.

This announcement is available for viewing on the website of the Company at www.shunwogroup.com and the website of the Stock Exchange at www.hkexnews.hk.