

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares. Potential investors should read the prospectus dated 24 November 2011 (the “Prospectus”) issued by Sitoy Group Holdings Limited (the “Company”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

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.

Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.



SITOIY GROUP HOLDINGS LIMITED

時代集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	249,600,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	24,960,000 Shares (subject to adjustment)
Number of International Placing Shares	:	224,640,000 Shares (subject to adjustment and the Over-allotment Option)
Offer Price	:	not more than HK\$3.95 per Share and expected to be not less than HK\$2.95 per Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)
Nominal value	:	HK\$0.10 per Share
Stock code	:	1023

Sole Global Coordinator, Sole Bookrunner, Sole Lead Manager and Sole Sponsor

BofA Merrill Lynch

Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and the Shares to be issued pursuant to the Capitalization Issue, the Shares to be issued pursuant to the Global Offering including any Shares which may fall to be issued upon the exercise of the Over-allotment Option and any Shares issuable on the exercise of any options that may be granted under the Share Option Scheme.

The Global Offering comprising (a) initially 24,960,000 Shares under the Hong Kong Public Offering (subject to adjustment), (b) initially 224,640,000 Shares under the International Placing (subject to adjustment and the Over-allotment Option) and (c) up to 37,440,000 additional Shares representing 15% of the number of Shares initially available under the Global Offering which may be issued upon the exercise of the Over-allotment Option, and any Shares up to 99,840,000 Shares (assuming the Over-allotment Option is not exercised) issuable upon the exercise of any options which may be granted under the Share Option Scheme. In the event the Over-allotment Option is exercised, an announcement will be available at the websites of the Company at www.sitoy.com and the Stock Exchange at www.hkexnews.hk.

Applications of the Hong Kong 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 wish to be allotted the Hong Kong Offer Shares 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.eipo.com.hk under the **WHITE Form eIPO** service. Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (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 Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 24 November 2011 until 12:00 noon on Tuesday, 29 November 2011, from the following locations:

1. Merrill Lynch Far East Limited, 15th Floor, Citibank Tower, 3 Garden Road, Central, Hong Kong; or
2. China Everbright Securities (HK) Limited, 36/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong; or
3. Kingston Securities Limited, Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong; or
4. Oriental Patron Securities Limited, 27/F, Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
5. President Securities (Hong Kong) Limited, Units 2603-06, 26/F, Infinitus Plaza, No. 199 Des Voeux Road, Central, Hong Kong; or
6. Sun Hung Kai Investment Services Limited, 42/F, The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong; or

7. any of the following branches of the receiving banks for the Hong Kong Public Offering:

The Hongkong and Shanghai Banking Corporation Limited

	<u>Branch name</u>	<u>Branch address</u>
Hong Kong Island:	Hong Kong Office	Level 3, 1 Queen's Road Central, HK
	Aberdeen Centre Branch	Shop 2, G/F, Site I, Aberdeen Centre, Aberdeen
	Cityplaza Branch	Unit 065, Cityplaza I, Taikoo Shing
Kowloon:	Kwun Tong Branch	No. 1, Yue Man Square, Kwun Tong
	Kowloon City Branch	1/F, 18 Fuk Lo Tsun Road, Kowloon City
	Tsim Sha Tsui Branch	Basement & 1/F, 82-84 Nathan Road, Tsim Sha Tsui
New Territories:	Tuen Shing Street Branch	Shop No. 1225, 1/F, Tuen Mun Town Plaza Phase 1, 1 Tuen Shing Street, Tuen Mun
	Tai Po Branch	54-62 Kwong Fuk Road, Tai Po

Hang Seng Bank Limited

	<u>Branch name</u>	<u>Branch address</u>
Hong Kong Island:	Head Office	83 Des Voeux Road Central
	Des Voeux Road West Branch	52 Des Voeux Road West
	North Point Branch	335 King's Road, North Point
	Wanchai Branch	200 Hennessy Road, Wanchai
Kowloon:	Kowloon Main Branch	618 Nathan Road, Mongkok
	Hung Hom Branch	21 Ma Tau Wai Road, Hunghom
New Territories:	Shatin Branch	Shop 18, Lucky Plaza, Wang Pok Street, Shatin
	Tsuen Wan Branch	289 Sha Tsui Road, Tsuen Wan

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 24 November 2011 until 12:00 noon on Tuesday, 29 November 2011 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and Prospectus available.

Applicants applying by **WHITE Form eIPO** may submit application to the **WHITE Form eIPO** Service Provider through the designated website www.eipo.com.hk from 9:00 a.m. on Thursday, 24 November 2011 until 11:30 a.m. on Tuesday, 29 November 2011 or such later time as described under the section headed "How to Apply for Hong Kong Offer Shares — 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 Thursday, 24 November 2011 until 12:00 noon on Tuesday, 29 November 2011.

Please refer to the “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” sections of 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 indication of the levels of interest in the International Placing, results of applications and basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering on Monday, 5 December 2011, in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the Company’s website at www.sitoy.com and the website of the Stock Exchange at www.hkexnews.hk. Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available in the manners as specified in the section headed “How to Apply for Hong Kong Offer Shares — X. Results of Allocation” in the Prospectus from Monday, 5 December 2011.

Dealing in the Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 6 December 2011. The Shares will be traded in board lots of 1,000 each under the stock code “1023”. The Company will not issue any receipts for sum paid on application or any temporary documents of title.

By order of the Board
Sitoy Group Holdings Limited
Yeung Michael Wah Keung
Chairman

Hong Kong, Thursday, 24 November 2011

As at the date of this announcement, the executive Directors are Mr. Yeung Michael Wah Keung, Mr. Yeung Wo Fai, Mr. Yu Chun Kau, Mr. Chan Ka Dig Adam and Mr. Yeung Andrew Kin, and the independent non-executive Directors are Mr. Yeung Chi Tat, Mr. Kwan Po Chuen, Vincent and Mr. Lung Hung Cheuk.

Please also refer to the published version of this announcement in the **South China Morning Post**.