

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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 appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*



**盛源控股有限公司**

SHENG YUAN HOLDINGS LIMITED  
(Incorporated in Bermuda with limited liability)  
(Stock code: 851)

**SUPPLEMENTAL AGREEMENT TO THE DISCLOSEABLE TRANSACTION  
IN RELATION TO THE  
ACQUISITION OF 24.975% EQUITY INTEREST IN  
XIN HUA MERCHANDISE EXCHANGE**

Reference is made to the announcement of the Company dated 11 September 2014 in relation to, among other matters, the Acquisition which constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

The Board announces that on 19 September 2014, the Company and the Vendor entered into a supplemental agreement to the Acquisition Agreement (the “**Supplemental Agreement**”) to revise the definition of “profit target” in the Acquisition Agreement so that it refers to the Target Company having recorded audited consolidated net profit before tax in the amount of HK\$50,000,000 on any day within 365 days from the date of Completion. Subsequent to the amendment, the second payment of the Consideration in the amount of HK\$136,363,500 to be payable by way of the allotment and issue of 278,292,857 Consideration Shares by the Company shall be made within 14 days after the auditor appointed by the Company confirms that the Profit Target has been fulfilled. The amendment was mainly driven by the commercial reasons of both parties.

The Directors consider that the terms of the Supplemental Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

By order of the Board  
**Sheng Yuan Holdings Limited**  
**Wu Siu Lam, William**  
*Executive Director and Chief Executive Officer*

Hong Kong, 19 September 2014

*As at the date of this announcement, the Board consists of Mr. Wu Siu Lam, William and Ms. Cheng Kit Sum, Clara (all being executive Directors), Mr. Xu Guocai (being non-executive Director), Mr. Lo Ka Wai, Mr. Qi Wenju and Mr. Wu Fred Fong (all being independent non-executive Directors).*