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YAN TAT GROUP HOLDINGS LIMITED
恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

DISCLOSEABLE TRANSACTION
CONTRACT FOR FITTING-OUT WORKS OF THE SHENZHEN NEW FACILITY

The Board is pleased to announce that, on 19 December 2014 (after trading hours), YT Printed Circuit, an indirect wholly-owned subsidiary of the Company, awarded the Contract to the Contractor for the provision of the Fitting-out Works for the Shenzhen New Facility, subject to the terms and conditions contained therein. The Contract Sum for the Fitting-out Works under the Contract is RMB43.98 million.

As certain applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the Contract Sum under the Contract is more than 5% but less than 25%, the entering into of the Contract constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements.

INTRODUCTION

The Board is pleased to announce that, on 19 December 2014 (after trading hours), YT Printed Circuit, an indirect wholly-owned subsidiary of the Company, awarded the Contract to the Contractor for the provision of the Fitting-out Works for the Shenzhen New Facility, located in Pingshan New District, Shenzhen, the PRC.

PRINCIPAL TERMS OF THE CONTRACT

Parties

- (i) YT Printed Circuit;
- (ii) the Contractor

The Directors confirm that, to the best of their knowledge, information and belief, after having made all reasonable enquiries, the Contractor and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons.

Scope of Fitting-out Works

Pursuant to the Contract, YT Printed Circuit agreed to engage the Contractor for carrying out the Fitting-out Works for the Shenzhen New Facility. The scope of Fitting-out Works includes, among others things, works in relation to various workshops and their floor finishes and wall finishes, central monitoring, dust collection, water supply and drainage, ventilation, power and lighting support and refurbishment works.

Completion

The Fitting-out Works shall be completed by 8 February 2015.

Contract Sum and Payment Terms

The total Contract Sum of the Fitting-out Works is RMB43.98 million, which was offered by the Contractor under the tender proposal submitted and was selected and accepted under the tendering process. The Contract Sum comprises of RMB30.786 million for the fitting-out works and RMB13.194 million for the related equipment to be installed. It shall be payable in accordance with the stages of the Fitting-out Works by YT Printed Circuit within one week upon receipt of invoice from the Contractor in the following manner:

- (i) 5% of the Contract Sum to be payable in cash upon the key materials to be delivered at the Shenzhen New Facility;
- (ii) up to 80% of the Contract Sum to be payable in cash upon completion of the Fitting-out Works (excluding the pipe insulation works);
- (iii) up to 95% of the Contract Sum to be payable in cash after the Contractor has provided the completion drawings, cleared the construction workers and equipment from the site, and obtained the necessary government approvals and the final examination and acceptance of completed Fitting-out Works by the Company; and
- (iv) the remaining balance of 5% of the Contract Sum to be payable in cash after two years of maintenance from the completion of the Fitting-out Works.

The Contract Sum will be financed partly by the net proceeds from the global offering of the Company and partly by the existing banking facilities of the Group. The Directors confirm that the

settlement of the Contract Sum partly by the net proceeds from the global offering the Company is consistent with the use of the net proceeds as stated in the prospectus of the Company dated 26 November 2014.

Award of the Contract

The Contractor was selected from a number of tenderers through the tendering process conducted by YT Printed Circuit. Selection criteria include but not limited to, the quotations submitted by the tenderers, payment schedule, job reference in similar fitting-out works and market position of the tenderers, and the time schedule for completion of the Fitting-out Works by the tenderers. Based on the aforesaid selection criteria, YT Printed Circuit awarded the Contract to the Contractor.

REASONS FOR THE ENTERING INTO OF THE CONTRACT

The Group is principally engaged in the production of quality PCBs. The Company plans to expand production capacity to capture market opportunities. The construction of the Shenzhen New Facility has completed. The Fitting-out Works will be carried out to enable the trial operation of the Shenzhen New Facility, which is expected to be commenced by the first quarter of 2015.

The Directors are of the view that the terms of the Contract are fair and reasonable and the entering into of the Contract is in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE GROUP

The Group is principally engaged in the production of quality PCBs. YT Printed Circuit is an indirect wholly-owned subsidiary of the Company and principally engaged in trading and manufacturing of PCBs.

INFORMATION ON THE CONTRACTOR

To the best of the Directors' knowledge, the Contractor is principally engaged in the provision of fitting-out works.

IMPLICATIONS UNDER THE LISTING RULES

As certain applicable percentage ratios as defined under Rule 14.07 of the Listing Rules in respect of the Contract Sum under the Contract is more than 5% but less than 25%, the Contract constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements.

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this announcement:

“Board”	the board of Directors
“Company”	Yan Tat Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Contract”	the contract dated 19 December 2014 entered into between YT Printed Circuit and the Contractor after trading hours
“Contract Sum”	the contract price payable by YT Printed Circuit under the Contract, being RMB43.98 million
“Contractor”	Shenzhen Xingdayang Engineering Co., Ltd.* (深圳市興達揚機電安裝有限公司), the contractor under the Contract. To the best of the Directors’ knowledge, information and belief, after having made all reasonable enquiries, the Contractor and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons
“Directors”	the directors of the Company
“YT Printed Circuit”	Yan Tat Printed Circuit (Shenzhen) Co., Ltd.* (恩達電路(深圳)有限公司), a company established in the PRC with limited liability, which is an indirect wholly-owned subsidiary of the Company
“Fitting-out Works”	the fitting-out and other related works to be undertaken by the Contractor in respect of the Shenzhen New Facility under the terms of the Contract
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PCB(s)”	printed circuit board(s)
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	holder(s) of the ordinary share(s) of the Company
“Shenzhen New Facility”	the new production facility of the Company located at the Eastern portion of the parcels of land located at No. 8 Yantat Road, Pingshan New District, Shenzhen, the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Yan Tat Group Holdings Limited
Chan Wing Yin
Chairman

Hong Kong, 19 December 2014

**For identification purpose only*

As at the date of this announcement, the Board of Directors comprises Mr. CHAN Wing Yin, Mrs. CHAN Yung, Mr. CHAN Yan Kwong and Mr. CHAN Yan Wing; and the independent non-executive Directors are Mr. CHUNG Yuk Ming, Mr. YEUNG Kam Ho and Mr. YAU Wing Yiu.