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## **SHENGUAN HOLDINGS (GROUP) LIMITED**

**神冠控股(集團)有限公司**

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

**(Stock Code: 00829)**

### **FURTHER ANNOUNCEMENT IN RELATION TO THE PLACING OF NON-LISTED WARRANTS UNDER GENERAL MANDATE**

Reference is made to the announcements of Shenguan Holdings (Group) Limited (the “**Company**”) dated 12 February 2015 and 26 February 2015 (the “**Extension Announcement**”) (collectively the “**Announcements**”) in relation to, inter alia, the placing of up to 160,000,000 non-listed warrants to be allotted and issued by the Company. Unless otherwise specified, terms used in this announcement shall have the same meanings as defined in the Announcements.

The Company has been informed by the Stock Exchange that, having considered the circumstances of the Warrant Placing, the Listing Department of the Stock Exchange (the “**Listing Department**”) has decided that, as additional conditions of approving the issue of the Warrants and the listing application of the Warrant Shares, the Company is required to:

- (i) engage an independent valuer to conduct a valuation of the Warrants. It should include a valuation report in the circular of the Company (the “**Circular**”) to be despatched to the Shareholders and give an account for any significant deviation of the issue price of the Warrants from the appraised value;
- (ii) state in the Circular whether there are any other agreements, arrangements or understanding (whether formal or informal and whether express or implied) which have been entered, or are proposed to be entered into between the Company, the Placing Agent and/or any Placees, or an appropriate negative statement; and
- (iii) put the Warrant Placing to the Shareholders for prior approval in a general meeting and any Shareholder who has a material interest in the Warrant Placing should abstain from voting under Rule 2.15 of the Listing Rules.

The Board would like to inform the Shareholders that the Company is currently carefully considering the decision and recommendations of the Stock Exchange on the Warrant Placing.

## **FURTHER EXTENSION OF LONG STOP DATE**

As disclosed in the Extension Announcement, the Company and the Placing Agent entered into a supplemental agreement to the Warrant Placing Agreement in order to extend the long stop date under the Warrant Placing Agreement to 26 March 2015, or any other date as the Placing Agent and the Company shall agree in writing (the “**Supplemental Agreement**”). As additional time is required for the Company to review and consider the Warrant Placing, the Company and the Placing Agent entered into a second supplemental agreement on 26 March 2015, pursuant to which the parties thereto agreed to extend the long stop date under the Warrant Placing Agreement from 26 March 2015 to 12 June 2015 or any other later date as the Placing Agent and the Company shall agree in writing. Save and except for the above, all other terms and conditions of the Warrant Placing Agreement and the Supplemental Agreement shall remain unchanged and continue in full force and effect.

Further announcement will be made by the Company for any further developments on the Warrant Placing as and when appropriate in compliance with the Listing Rules.

**Since the completion of the Warrant Placing is subject to the fulfillment of the Conditions Precedent, the Warrant Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

By order of the Board  
**Shenguan Holdings (Group) Limited**  
**Zhou Yaxian**  
*Chairman*

Hong Kong, 26 March 2015

*As at the date of this announcement, the executive Directors are Ms. Zhou Yaxian, Mr. Shi Guicheng, Mr. Ru Xiquan and Mr. Mo Yunxi; the non-executive Director is Mr. Low Jee Keong; and the independent non-executive Directors are Mr. Tsui Yung Kwok, Mr. Meng Qinguo and Mr. Yang Xiaohu.*