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盛源控股有限公司

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

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE
END OF OFFER PERIOD
AND
RESUMPTION OF TRADING**

This announcement is made by Sheng Yuan Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to the announcements of the Company dated 22 May 2019, 21 June 2019, 19 July 2019 and 20 August 2019 in relation to, among others, the possible share acquisitions of the Company’s shares (the “**Shares**”) by Yuanyin Holdings Limited (the “**Purchaser**”) and the possible subscription by the Purchaser of such number of new Shares to be allotted and issued by the Company (collectively, the “**Announcements**”). Unless otherwise stated or the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

END OF OFFER PERIOD

The Board has been informed by the Purchaser that the Purchaser has decided not to proceed with the Possible Share Acquisitions and the Possible Subscription (the “**Possible Transactions**”), therefore (a) no formal agreement has been entered into between the Purchaser and the Potential Sellers in relation to the Possible Share Acquisitions; and (b) no formal agreement has been entered into between the Purchaser and the Company in relation to the Possible Subscription.

For the purpose of the Takeovers Code, given that the Purchaser has decided not to proceed with the Possible Transactions any further, the offer period in respect of the Possible Transactions ends on the date of this announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

As disclosed in the Company's announcement dated 22 May 2019, completion of the transfer of 1,011,000,000 Shares by King Lion to the Purchaser has taken place on 22 May 2019. As such, the Purchaser has become the single largest Shareholder and a substantial shareholder of the Company since 22 May 2019.

Set out below is the shareholding structure of the Company as at the date of this announcement:

	<i>Number of Shares</i>	<i>Approximate %</i>
Substantial Shareholders:		
The Purchaser	1,011,000,000	26.47
Mr. Lu Xing and his associates (<i>Note 1</i>)	425,186,734	11.13
Mr. Choi Chung Lam and his associates (<i>Note 2</i>)	408,142,857	10.69
Director		
Mr. Qiu Bin	10,300,000	0.27
Public Shareholders	1,965,075,822	51.44
Total	<u>3,819,705,413</u>	<u>100.00</u>

Notes:

- (1) Redhead Investments Limited, Ascher Group Limited and Headwind Holdings Limited is the beneficial owner of 300,000,000 Shares, 100,000,000 Shares and 13,600,000 Shares, respectively, and Mr. Lu Xing is the beneficial owner of 11,586,734 Shares. Each of Redhead Investments Limited, Ascher Group Limited and Headwind Holdings Limited is wholly-owned by Mr. Lu Xing.
- (2) Team Effort Investments Limited is the beneficial owner of 358,142,857 Shares and Mr. Choi Chung Lam is the beneficial owner of 50,000,000 Shares. Team Effort Investments Limited is wholly-owned by Mr. Choi Chung Lam.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 30 August 2019 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 2 September 2019.

Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By order of the Board
Sheng Yuan Holdings Limited
Qiu Bin

Executive Director and Chief Executive Officer

Hong Kong, 30 August 2019

As at the date of this announcement, the Board consists of Mr. Qiu Bin, Ms. Cheng Kit Sum, Clara and Mr. Zhou Quan (all being executive Directors), Mr. Mu Hao and Mr. Zhao Yun (all being non-executive Directors), Ms. Fang Fang, Mr. Fung Tze Wa, Dr. Huan Guocang and Mr. Lo Ka Wai (all being independent non-executive Directors).

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.