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**SKY LIGHT HOLDINGS LIMITED**  
天彩控股有限公司  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3882)

**COMPLETION OF PLACING OF EXISTING SHARES  
AND  
TOP-UP SUBSCRIPTION FOR NEW SHARES  
UNDER GENERAL MANDATE**

Placing Agent



Reference is made to the announcement of the Company dated 5 May 2023 (the “**Announcement**”) in relation to, among other things, the Placing and the Subscription. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

**COMPLETION OF THE PLACING AND THE SUBSCRIPTION**

The Company is pleased to announce that completion of the Placing and the Subscription took place on 10 May 2023 and 16 May 2023, respectively.

**Placing**

All the conditions precedent of the Placing were fulfilled and completion of the Placing took place on 10 May 2023.

A total of 30,000,000 Placing Shares were successfully placed at the Placing Price of HK\$1.40 per Share to not less than six independent Placees selected and procured by or on behalf of the Placing Agent. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Placees and its ultimate beneficial owner(s) is independent of and not connected with the Vendor, the Company and its connected persons or any of their respective associates. None of the Placees and their ultimate beneficial owner(s) has become a substantial shareholder (as defined under the Listing Rules) of the Company upon taking up the Placing Shares.

The Placing Shares represent (i) approximately 3.07 % of the issued share capital of the Company prior to completion of the Subscription; and (ii) approximately 2.97 % of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

## Subscription

All the conditions precedent of the Subscription were fulfilled and completion of the Subscription took place on 16 May 2023.

A total of 30,000,000 Subscription Shares (equal to the number of the Placing Shares successfully placed under the Placing) were subscribed by the Vendor at the Subscription Price of HK\$1.40 per Share. The net subscription price for the Subscription (after the deduction of the expenses incurred by the Vendor (which, in turn, were borne by the Company) in relation to the Placing and the Subscription) is approximately HK\$1.34 for each Subscription Share. The Company will pay and/or reimburse all the expenses incurred by the Vendor in relation to the Placing and the Subscription. The Subscription Shares represent (i) approximately 3.07% of the issued share capital of the Company prior to the completion of the Subscription; and (ii) approximately 2.97% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

## NET PROCEEDS

The Company received total net proceeds of approximately HK\$40.3 million from the Subscription and intends to use the same as the Group's general working capital.

## EFFECT OF THE PLACING AND THE SUBSCRIPTION

The table below sets out the shareholding structure of the Company before and after completion of the Placing and the Subscription:

Shareholders	Immediately before completion of the Placing and the Subscription		Immediately after completion of the Placing but before completion of the Subscription		Immediately after completion of the Placing and the Subscription	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Mr. Tang <sup>(2)</sup>	210,339,957	21.49	180,339,957	18.42	210,339,957	20.85
Happy Bull <sup>(3)</sup>	30,146,000	3.08	30,146,000	3.08	30,146,000	2.99
Fortune Six <sup>(4)</sup>	417,717,600	42.69	417,717,600	42.69	417,717,600	41.42
Uphigh Global Limited <sup>(5)</sup>	39,192,000	4.01	39,192,000	4.01	39,192,000	3.89
Placees	-	-	30,000,000	3.07	30,000,000	2.97
Other public shareholders	281,191,898	28.73	281,191,898	28.73	281,191,898	27.88
<b>Total</b>	<b>978,587,455</b>	<b>100</b>	<b>978,587,455</b>	<b>100</b>	<b>1,008,587,455</b>	<b>100</b>

Notes:

1. The figures above assume that other than the Subscription Shares, no further Shares are issued or repurchased by the Company and no share options are exercised, and other than the Placing Shares, no Shares are sold or purchased by the Vendor, and the Placees do not hold any Shares other than the Placing Shares.
2. These Shares are held by Mr. Tang beneficially.
3. These Shares are beneficially held by Happy Bull, which is wholly-owned by Mr. Tang.
4. These Shares are beneficially held by Fortune Six, which is wholly-owned by CMB Wing Lung (Trustee) Limited as trustee for the Tang's Family Trust (i.e. The Trust 168) through Antopex Limited and Best One International Limited (as nominees for CMB Wing Lung (Trustee) Limited), and Mr. Tang is a founder of the Trust 168 and was deemed to be interested in these Shares by virtue of Part XV of the SFO.
5. These Shares are beneficially held by Uphigh Global Limited, which is wholly-owned by Ms. Tang Kam Sau. Ms. Tang Kam Sau is a non-executive Director.

By Order of the Board  
**Sky Light Holdings Limited**  
**Tang Wing Fong Terry**  
*Chairman*

Hong Kong, 16 May 2023

*As at the date of this announcement, the executive Directors are Mr. Tang Wing Fong Terry and Mr. Shan Chuanlong; the non-executive Director is Ms. Tang Kam Sau; and the independent non-executive Directors are Mr. Wong Wai Ming, Professor Jian Wang and Ms. Lo Wan Man.*