

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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.*

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 27 November 2023 (the “**Prospectus**”) issued by Shenghui Cleanness Group Holdings Limited (the “**Company**”).*

*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or securities law of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold solely outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.*

*Potential investors of the Offer Shares should note that the Sole Overall Coordinator and Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) shall be entitled to terminate the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting – Underwriting Arrangements and Expenses – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Tuesday, 5 December 2023).*



## Shenghui Cleanness Group Holdings Limited

### 升輝清潔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

#### SHARE OFFER

<b>Number of Offer Shares</b>	<b>:</b>	<b>414,375,000 Shares comprising</b>
<b>under the Share Offer</b>		<b>373,750,000 new Shares and 40,625,000</b>
		<b>Sale Shares</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>41,437,500 Shares (subject to reallocation)</b>
<b>Number of Placing Shares</b>	<b>:</b>	<b>372,937,500 Shares comprising</b>
		<b>332,312,500 new Shares and 40,625,000</b>
		<b>Sale Shares (subject to reallocation)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$0.40 per Offer Share</b>
		<b>and expected to be not less than HK\$0.32</b>
		<b>per Offer Share, plus brokerage of 1%,</b>
		<b>SFC transaction levy of 0.0027%, Stock</b>
		<b>Exchange trading fee of 0.00565% and</b>
		<b>AFRC transaction levy of 0.00015%</b>
		<b>(payable in full on application in Hong</b>
		<b>Kong dollars and subject to refund)</b>
<b>Nominal Value</b>	<b>:</b>	<b>HK\$0.01 per Share</b>
<b>Stock Code</b>	<b>:</b>	<b>2521</b>

**Sole Sponsor, Sole Overall Coordinator, Joint Global Coordinator,  
Joint Bookrunner and Joint Lead Manager**



**Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers**



**Joint Bookrunners and Joint Lead Managers**



**IMPORTANT NOTICE TO INVESTORS OF PUBLIC OFFER SHARES:  
FULLY ELECTRONIC APPLICATION PROCESS**

**We have adopted a fully electronic application process for the Public Offer. We will not provide any printed copies of this document or printed copies of any application forms to the public in relation to the Public Offer.**

**This document is available at the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “HKEXnews > New Listings > New Listing Information” section, and our website at [www.gzshqj.com](http://www.gzshqj.com). If you require a printed copy of this document, you may download and print from the website addresses above.**

To apply for Public Offer Shares, you may:

- (1) apply online via the **HK eIPO White Form** service in the **IPO App** (which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at [www.hkeipo.hk/IPOApp](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp)) or at [www.hkeipo.hk](http://www.hkeipo.hk); or
- (2) apply online via HKSCC EIPO Channel:

Your broker or custodian who is a HKSCC Participant will submit an EIPO application on your behalf through HKSCC’s FINI system in accordance with your instruction.

If you have any question about the application online via the **HK eIPO White Form** Service for the Public Offer Shares, you may call the enquiry hotline of our Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at +852 3907 7333 during:

- (i) 9:00 a.m. to 6:00 p.m. from Monday, 27 November 2023 to Wednesday, 29 November 2023; and
- (ii) 9:00 a.m. to 12:00 noon on Thursday, 30 November 2023.

Your application through the **HK eIPO White Form** service or the **HKSCC EIPO** service must be for a minimum of 7,500 Public Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$	No. of Public Offer Shares applied for	Amount payable on application HK\$
7,500	3,030.25	67,500	27,272.30	600,000	242,420.40	5,250,000	2,121,178.50
15,000	6,060.51	75,000	30,302.56	675,000	272,722.96	6,000,000	2,424,204.00
22,500	9,090.76	150,000	60,605.10	750,000	303,025.50	6,750,000	2,727,229.50
30,000	12,121.02	225,000	90,907.66	1,500,000	606,051.00	7,500,000	3,030,255.00
37,500	15,151.28	300,000	121,210.20	2,250,000	909,076.50	15,000,000	6,060,510.00
45,000	18,181.54	375,000	151,512.76	3,000,000	1,212,102.00	20,715,000 *	8,369,564.31
52,500	21,211.79	450,000	181,815.30	3,750,000	1,515,127.50		
60,000	24,242.05	525,000	212,117.86	4,500,000	1,818,153.00		

*Note:* Maximum number of Public Offer Shares you may apply for.

No application for any other number of the Public Offer Shares will be considered and any such application is liable to be rejected.

## THE LISTING APPLICATION

We have made an application to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any Shares which may be issued pursuant to the Capitalisation Issue), and the Shares that may be issued upon the exercise of options that may be granted under the Share Option Scheme.

## STRUCTURE OF THE SHARE OFFER

The Share Offer comprises:

- the Public Offer of initially 41,437,500 Shares (subject to reallocation), representing 10% of the Offer Shares available under the Share Offer; and
- the Placing of initially 372,937,500 Shares comprising 332,312,500 new Shares and 40,625,000 sale shares (subject to reallocation), representing 90% of the Offer Shares available under the Share Offer.

The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

In particular, subject to the requirements under Practice Note 18 of the Listing Rules and Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, the Sole Overall Coordinator and Joint Global Coordinators (for themselves and on behalf of Public Offer Underwriters) may at their absolute discretion reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with the Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, not more than 41,437,500 Offer Shares may be reallocated to the Public Offer from the Placing, increasing the total number of the Offer Shares available under the Public Offer to 82,875,000 Offer Shares (representing 20% of the total number of Offer Shares initially available for subscription under the Share Offer), and the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$0.32 per Offer Share) as stated in the Prospectus.

## **PRICING**

The Offer Price will not be more than HK\$0.40 per Offer Share and is expected to be not less than HK\$0.32, unless otherwise announced. Applicants under the Public Offer shall pay in full, on application, the Offer Price of HK\$0.40 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the Offer Price as finally determined is less than HK\$0.40 per Offer Share.

## EXPECTED TIMETABLE

Date<sup>(Note)</sup>

Public Offer commences . . . . . 9:00 a.m. on  
Monday, 27 November 2023

Latest time for completing electronic applications under the **HK eIPO White Form** service through one of the below ways:

- (1) the **IPO App**, which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at **www.hkeipo.hk/IPOApp** or **www.tricorglobal.com/IPOApp**
- (2) the designated website **www.hkeipo.hk** . . . . . 11:30 a.m. on  
Thursday, 30 November 2023
- (3) Application lists for the Public Offer open . . . . . 11:45 a.m. on  
Thursday, 30 November 2023
- (4) Latest time to complete payment of **HK eIPO White Form** applications by effecting internet banking transfer(s) or PPS payment transfer(s) . . . . . 12:00 noon on  
Thursday, 30 November 2023
- (5) Latest time to give electronic application instructions to HKSCC . . . . . 12:00 noon on  
Thursday, 30 November 2023

If you are instructing your broker or custodian who is a HKSCC Participant to give **electronic application instructions** via HKSCC’s FINI system to apply for the Public Offer Shares on your behalf, you are advised to contact your broker or custodian for the latest time for giving such instructions which may be different from the latest time as stated above.

(6) Application lists for the Public Offer close . . . . . 12:00 noon on  
Thursday, 30 November 2023

(1) Expected Price Determination Date  
on or before . . . . . Friday, 1 December 2023

Announcement of the Offer Price, indication of  
the levels of interest in the Placing, the levels  
of applications of the Public Offer, the basis  
of allotment of applications in the Public Offer  
to be published on our Company’s website  
at **www.gzshqj.com** and the website of  
the Stock Exchange at **www.hkexnews.hk**  
on or before . . . . . Monday, 4 December 2023

(2) Announcement of results of allocations  
in the Public Offer (with successful applicants’  
identification document numbers, where  
appropriate) to be available through a variety  
of channels including our Company’s website  
at **www.gzshqj.com** and the website of  
the Stock Exchange at **www.hkexnews.hk**  
(for further details, please refer to the  
section headed “How to apply for  
the Public Offer Shares – B. Publication of  
results” of this prospectus) on or before . . . . . Monday, 4 December 2023

Announcement of the Public Offer  
containing (1) and (2) above to be published  
on the websites of the Company and  
the Stock Exchange at **www.gzshqj.com** and  
**www.hkexnews.hk** from . . . . . Monday, 4 December 2023

Results of allocation in the Public Offer  
will be available at “IPO Results” function in the  
**IPO App** or at **www.tricor.com.hk/ipo/result** or  
**www.hkeipo.hk/IPOResult** with a  
“search by ID” function . . . . . Monday, 4 December 2023

Despatch/collection of share certificates or  
deposit of the share certificates into CCASS in  
respect of wholly or partially successful  
applications pursuant to the Public Offer  
on or about . . . . . Monday, 4 December 2023

**HK eIPO White Form** e-Auto Refund payment instructions/refund cheques in respect of wholly or partially successful applications (if applicable) or wholly or partially unsuccessful applications to be dispatched on or before . . . . . Tuesday, 5 December 2023

Dealings in the Shares on the Stock Exchange expected to commence at 9:00 a.m. on . . . . . Tuesday, 5 December 2023

**The application monies (including brokerage, SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interest on Tuesday, 5 December 2023. In addition, the Shares will not commence trading on the Stock Exchange until they are delivered. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Tuesday, 5 December 2023.**

*Note:* All dates and times refer to Hong Kong local time



## SETTLEMENT

Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as may be determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. You should seek the advice of your stockbrokers or other professional advisers for details of the settlement arrangements as such arrangements may affect your rights and interests. All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

## ELECTRONIC APPLICATION CHANNELS

### HK eIPO White Form service

You may submit your application to the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) or the **IPO App** (24 hours daily, except on Thursday, 30 November 2023, the last application day) from 9:00 a.m. on Monday, 27 November 2023 until 11:30 a.m. on Thursday, 30 November 2023 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 30 November 2023 or such later time under the section headed “How to Apply for the Public Offer Shares – E. Severe Weather Arrangement” in the Prospectus.

### HKSCC EIPO channel

Your broker or custodian who is a HKSCC Participant will submit an EIPO application on your behalf through HKSCC’s FINI system in accordance with your instruction. Public Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant’s stock account. Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

## PUBLICATION OF RESULTS

The Company expects to announce the final Offer Price, the level of indications of interest in the Placing, the levels of applications of the Public Offer, the basis of allocations of the Public Offer Shares on Monday, 4 December 2023 on the Company’s website at [www.gzshqj.com](http://www.gzshqj.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations under the Public Offer and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be available through a variety of channels at the times and dates and in the manner specified in the section headed “How to apply for the Public Offer Shares – B. Publication of results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.40 per Offer Share (excluding brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and conditions of the Share Offer – Conditions of the Share Offer” of the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy, will be refunded without interest.

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Tuesday, 5 December 2023 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting – Underwriting arrangements and expenses – Grounds for termination” in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of the Share certificates or prior to the Share certificates becoming valid do so entirely at their own risk.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. on Tuesday, 5 December 2023 (Hong Kong time), dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 5 December 2023 (Hong Kong time). Shares will be traded in board lots of 7,500 Shares each. The stock code of the Shares will be 2521.

By order of the Board  
**Shenghui Cleanness Group Holdings Limited**  
**Li Chenghua**  
*Chairman and Executive Director*

Hong Kong, 27 November 2023

*As at the date of this announcement, the executive Directors of the Company are Mr. Li Chenghua and Mr. Chen Liming; and the independent non-executive Directors of the Company are Ms. Chong Sze Pui Joanne, MH, Ms. Cheung Bo Man and Ms. Yau Yin Hung.*

*This announcement is available for viewing on the website of the Company at [www.gzshqj.com](http://www.gzshqj.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).*