

Shenghui Cleanness Group Holdings Limited

ANNOUNCEMENT OF FINAL OFFER PRICE AND

ALLOTMENT RESULTS

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**”).

SUMMARY	
Company information	
Stock code	2521
Stock short name	SHENGHUI CLEAN
Dealings commencement date	5 December 2023*
* See note at the end of the announcement	
Price Information	
Final Offer Price	HK\$0.320
Offer Price Range	HK\$0.320 – HK\$0.400
Offer Price Adjustment exercised	No
Offer Shares and Share Capital	
Number of Offer Shares	414,375,000
Number of Offer Shares in Public Offer (after Offer Size Adjustment Option and reallocation)	124,312,500
Number of Offer shares in Placing (after Offer Size Adjustment Option and reallocation)	290,062,500
Number of issued shares upon Listing	1,625,000,000
The number of offer shares above is determined after taking into account the additional shares issued under the following Offer Size Adjustment Option	
Offer Size Adjustment Option (Upsize option)	
Number of additional shares issued under the option	–
– Public Offer	–
– Placing	–
Over-allocation	
No. of Offer Shares over-allocated	–
Proceeds	
Gross proceeds (Note)	HK\$119.6 million
Less: Estimated listing expenses payable by the Company based on Final Offer Price	HK\$(46.1) million
Net proceeds	HK\$73.5 million
Note: Gross proceeds refers to the amount to which the issuer is entitled to receive. For details of the use of proceeds, please refer to the Prospectus dated 27 November 2023.	

ALLOTMENT RESULTS DETAILS

PUBLIC OFFER

No. of valid applications	6,063
No. of successful applications	5,462
Subscription level	33.35 times
Claw-back triggered	Yes
No. of Offer Shares initially available under the Public Offer	41,437,500
No. of Offer Shares reallocated from the Placing (claw-back)	82,875,000
Final no. of Offer Shares under the Public Offer (after exercise of Offer Size Adjustment Option and reallocation)	124,312,500
% of Offer Shares under the Public Offer to the Share Offer	30.00%

Note: For details of the final allocation of shares to the Public Offer, investors can refer to www.hkeipo.hk/IPOResult to perform a search by name or identification number or www.hkeipo.hk/IPOResult for the full list of allottees.

PLACING

No. of placees	152
Subscription Level	1.33 times
No. of Offer Shares initially available under the Placing	372,937,500
No. of Offer Shares reallocated to the Public Offer (claw-back)	82,875,000
Final no. of Offer Shares under the Placing (after reallocation)	290,062,500
% of Offer Shares under the Placing to the Share Offer	70.00%

The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by the placees and the public have been financed directly or indirectly by the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates; and (ii) none of the placees and the public who have purchased the Offer Shares are accustomed to taking instructions from the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it.

LOCK-UP UNDERTAKINGS

Controlling Shareholders

Name	Number of shares held in the Company subject to lock-up undertakings upon listing	% of shareholding in the Company subject to lock-up undertakings upon listing	Last day subject to the lock-up undertakings
Li Chenghua, Prosperity Cleanness Investment Holdings Limited / 李承華 · 豐盛清潔投資控股有限公司	586,543,750	36.10%	4 June 2024 (First Six-Month Period) ^{Note 1}
			4 December 2024 (Second Six-Month Period) ^{Note 2}

Name	Number of shares held in the Company subject to lock-up undertakings upon listing	% of shareholding in the Company subject to lock-up undertakings upon listing	Last day subject to the lock-up undertakings
Chen Liming, Sunrise Cleanness Investment Holdings Limited / 陳黎明, 日出清潔投資控股有限公司	586,543,750	36.10%	4 June 2024 (First Six-Month Period) ^{Note 1}
			4 December 2024 (Second Six-Month Period) ^{Note 2}
Subtotal	1,173,087,500	72.19%	

In accordance with the relevant Listing Rule/guidance materials, the required lock-up for the first six-month period ends on 4 June 2024 and for the second six-month period, on 4 December 2024.

Notes:

- The Controlling Shareholder may dispose of or transfer Shares after the indicated date subject to that the Controlling Shareholder will not cease to be a Controlling Shareholder.
- The Controlling Shareholder will cease to be prohibited from disposing of or transferring Shares after the indicated date.

PLACEE CONCENTRATION ANALYSIS

Places	Number of Shares allotted	Allotment as % of Placing (assuming no exercise of the Over-allotment Option)	Allotment as % of total Offer Shares (assuming no exercise of the Over-allotment Option)	Number of Shares held upon Listing	% of total issued share capital upon Listing (assuming no exercise of the Over-allotment Option)
Top 1	24,982,500	8.61%	6.03%	24,982,500	1.54%
Top 5	89,595,000	30.89%	21.62%	89,595,000	5.51%
Top 10	145,890,000	50.30%	35.21%	145,890,000	8.98%
Top 25	255,615,000	88.12%	61.69%	255,615,000	15.73%

Note: Ranking of places is based on the number of Shares allotted to the places.

SHAREHOLDER CONCENTRATION ANALYSIS

Shareholders	Number of Shares allotted	Allotment as % of Placing (assuming no exercise of the Over-allotment Option)	Allotment as % of total Offer Shares (assuming no exercise of the Over-allotment Option)	Number of Shares held upon Listing	% of total issued share capital upon Listing (assuming no exercise of the Over-allotment Option)
Top 1	0	0.00%	0.00%	586,543,750	36.10%
Top 5	44,632,500	15.39%	10.77%	1,255,257,500	77.25%
Top 10	115,740,000	39.90%	27.93%	1,326,365,000	81.62%
Top 25	239,145,000	82.45%	57.71%	1,449,770,000	89.22%

Note: Ranking of Shareholders is based on the number of Shares (of all classes) held by the Shareholder upon Listing.

BASIS OF ALLOCATION UNDER THE PUBLIC OFFER

Subject to the satisfaction of the conditions set out in the Prospectus, valid applications made by the public will be conditionally allocated on the basis set out below:

No. of shares applied for	No. of valid applications	Basis of allotment/ballot	Approximate percentage allotted of the total no. of shares applied for
7,500	2,018	7,500 Shares	100.00%
15,000	344	7,500 Shares	50.00%
22,500	461	7,500 Shares	33.33%
30,000	155	7,500 Shares	
30,000	10	15,000 Shares	26.52%
37,500	128	7,500 Shares	
37,500	22	15,000 Shares	22.93%
45,000	80	7,500 Shares	
45,000	23	15,000 Shares	20.39%
52,500	41	7,500 Shares	
52,500	17	15,000 Shares	18.47%
60,000	50	7,500 Shares	
60,000	28	15,000 Shares	16.99%
67,500	24	7,500 Shares	
67,500	18	15,000 Shares	15.87%
75,000	412	7,500 Shares	
75,000	366	15,000 Shares	14.70%
150,000	28	7,500 Shares	
150,000	220	15,000 Shares	9.44%
225,000	187	15,000 Shares	
225,000	43	22,500 Shares	7.29%
300,000	81	15,000 Shares	
300,000	60	22,500 Shares	6.06%
375,000	21	15,000 Shares	
375,000	35	22,500 Shares	5.25%
450,000	27	15,000 Shares	
450,000	111	22,500 Shares	4.67%
525,000	1	15,000 Shares	
525,000	35	22,500 Shares	4.25%
600,000	34	22,500 Shares	
600,000	5	30,000 Shares	3.91%
675,000	17	22,500 Shares	
675,000	6	30,000 Shares	3.62%
750,000	85	22,500 Shares	
750,000	51	30,000 Shares	3.38%
1,500,000	65	30,000 Shares	
1,500,000	32	37,500 Shares	2.16%
2,250,000	32	37,500 Shares	
2,250,000	1	45,000 Shares	1.68%
3,000,000	11	37,500 Shares	
3,000,000	14	45,000 Shares	1.39%
3,750,000	7	45,000 Shares	
3,750,000	1	52,500 Shares	1.23%

4,500,000	5	45,000 Shares	
4,500,000	4	52,500 Shares	1.07%
5,250,000	1	52,500 Shares	1.00%
6,000,000	6	52,500 Shares	
6,000,000	1	60,000 Shares	0.89%
6,750,000	1	52,500 Shares	
6,750,000	1	60,000 Shares	0.83%
7,500,000	3	52,500 Shares	
7,500,000	9	60,000 Shares	0.78%
15,000,000	22	2,512,500 Shares	16.75%
20,715,000	1	3,435,000 Shares	
20,715,000	1	3,442,500 Shares	16.60%
Total	5,462	124,312,500 Shares	

As of the date of this announcement, the relevant subscription monies previously deposited in the designated nominee accounts have been remitted back to the accounts of all HKSCC participants. Investors should contact their relevant brokers for any inquiries.

COMPLIANCE WITH LISTING RULES AND GUIDANCE

The Directors confirm that, except for the Listing Rules that have been waived and/or in respect of which consent has been obtained, the Company has complied with the Listing Rules and guidance materials in relation to the placing, allotment and listing of the Company's shares.

The Directors confirm that, to the best of their knowledge, the consideration paid by the placees or the public (as the case may be) directly or indirectly for each Offer Share subscribed for or purchased by them was the same as the final Offer Price in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

OTHERS/ADDITIONAL INFORMATION

Based on the Offer Price of HK\$0.32 per Offer Share and **414,375,000** Offer Shares, comprising **373,750,000** new Shares and **40,625,000** Sale Shares, (i) the net proceeds from the Share Offer to be received by the Company (excluding the net proceeds from the Sale Shares), after deduction of the underwriting fees and commissions and other offering expenses, is estimated to be approximately HK\$73.52 million, and (ii) the net proceeds to the Selling Shareholders from the sale of the Sale Shares, after deducting the proportional underwriting fees and the estimated expenses payable by the Selling Shareholders, will be approximately HK\$12.09 million. The Company intends to use the net proceeds from the Share Offer in the manner set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus dated 27 November 2023.

DISCLAIMERS

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus dated 27 November 2023 issued by Shenghui Cleanness Group Holdings Limited for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered.

**Potential investors of the Offer Shares should note that the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) shall be entitled to terminate their obligations under the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph 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 5 December 2023).*