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Shanyu Group Holdings Company Limited
善裕集團控股有限公司

(Formerly known as Zhao Xian Business Ecology International Holdings Limited 照現生態國際控股有限公司)
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8245)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of Shanyu Group Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 12 April 2024 in respect of placing of new shares under general mandate (the “**Announcement**”). Unless otherwise stated, defined terms used herein shall have the same meaning as defined in the Announcement.

The Company would like to clarify that, there are inadvertent mistake made of the Placing Price shown in the section headed “**THE PLACING AGREEMENT**” on page 2 of both English and Chinese versions of the Announcement should be amended and be replaced as follows:

- Placing Price: HK\$0.034 per Placing Share. The Placing Price was agreed after arm’s length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on GEM. The Placing Price represents:
- (a) a discount of approximately 19.05% to the closing price of HK\$0.042 per Share as quoted on the GEM on 12 April 2024, being the date of the Placing Agreement; and
 - (b) a discount of approximately 15.00% to the average closing price of approximately HK\$0.040 per Share as quoted on the GEM for the last 5 full trading days of the Shares immediately before 12 April 2024 being the date of the Placing Agreement.

The Company will bear the costs and expenses in connection with the Placing and the net proceeds from the Placing is estimated to be approximately HK\$5.77 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK\$0.033.

Save for the above, all other information stated in the Announcement remains unchanged.

By Order of the Board of
Shanyu Group Holdings Company Limited
Wong Ming Kwan Victoria
Executive Director

Hong Kong, 15 April 2024

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Yeung Shing Wai, Ms. Wong Ming Kwan Victoria and Ms. Zhu Yuanyan; and three independent non-executive Directors, namely Mr. Choi Pun Lap, Ms. Ip Sin Nam and Mr. Yu Lap Pan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and be posted on the website of the Company at www.shanyugroup.com.