

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)**REGULATORY FORMS**
FORMS RELATING TO LISTING
FORM G
GEM
COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: Tsun Yip Holdings Limited

Stock code (ordinary shares): 8356

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the Exchange's website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15 August 2024.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 30 August 2010

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

Executive Directors:
Mr. Kan Kwok Cheung (Chairman)
Mr. Hui Ka Tsun (Chief Executive Officer)
Mr. Kan Chun Ting Max

Non-Executive Director:
Mr. Law Cheuk Hung

Independent Non-Executive Directors:
Mr. Chin Chi Ho Stanley
Mr. Kwok Man To Paul
Mr. Wong Chung Yip Kenneth
Mr. Lai Ah Ming Leon

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of Shares	Percentage of shareholding in the Company
	Shunleetat (BVI) Limited <i>(Note 1)</i>	14,596,813	25.5%
	Mr. Kan Kwok Cheung <i>(Note 2)</i>	31,263,479	54.6%

Note 1 : Shunleetat (BVI) Limited is wholly and beneficially owned by Mr. Kan Kwok Cheung.

Note 2: Shunleetat (BVI) Limited is wholly and beneficially owned by Mr. Kan Kwok Cheung. Accordingly, Mr. Kan Kwok Cheung is deemed to be interested in the 14,596,813 shares held by Shunleetat (BVI) Limited.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Cricket Square, Hutchins Drive, PO Box 2681,
Grand Cayman, KY1-1111, Cayman Islands

Head office and principal place of business:

Flat 314, 3/F., Fuk Shing Commercial Building,
28 On Lok Mun Street, Fanling, New Territories

Web-site address (if applicable):

<http://www.tsunyip.hk>

Share registrar:

Principal share registrar and transfer office
Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111, Cayman Islands

Hong Kong branch share registrar and transfer office
Tricor Investor Services Limited
17/F, Far East Finance Centre,
16 Harcourt Road
Hong Kong

Auditors:

HLB Hodgson Impey Cheng Limited

B. Business activities

The Group is principally engaged in the provision of civil engineering services for the public sector in Hong Kong

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

C. Ordinary shares

Number of ordinary shares in issue:	57,220,166
Par value of ordinary shares in issue:	HK\$0.1
Board lot size (in number of shares):	2,000
Name of other stock exchange(s) on which ordinary shares are also listed:	N/A

D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Convertible bonds

On 9 December 2011, the Company issued certain convertible bonds (the “Existing Convertible Bonds”) in the aggregate principal amount of HK\$607,030,210 which are convertible into 3,097,092,906 shares at a price of HK\$0.196 (subject to pro-rata adjustments on capital structure changes), 5% per annum interest-bearing and were matured on 9 December 2014, as part of the consideration in relation to the very substantial acquisition as disclosed in the Company’s circular dated 19 November 2011. The holders of the Existing Convertible Bonds have the right to convert the outstanding principal amount of the Existing Convertible Bonds from 9 December 2011 up to the maturity date of 9 December 2014 subject to certain restrictions on conversion.

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

On 9 December 2014, the Company entered into the first supplemental deed with the sole holder of the outstanding Existing Convertible Bonds, pursuant to which the maturity date of the Existing Convertible Bonds will be extended for 3 years to 9 December 2017 and the interest rate of the Existing Convertible Bonds will be amended from 5% per annum to 3% per annum for the extended period, being from 9 December 2014 to 9 December 2017. The amendments of terms and conditions have been approved by The Stock Exchange of Hong Kong Limited and the shareholders of the Company. Further details of changes of terms and conditions of the Existing Convertible Bonds were set out in the announcements of the Company dated 10 December 2014 and 21 January 2015 and the circular of the Company dated 6 January 2015.

On 13 December 2017, the Company entered into the second supplemental deed with the sole holder of the outstanding Existing Convertible Bonds, pursuant to which the maturity date of the outstanding Existing Convertible Bonds will be extended to 9 December 2018. The second amendments of terms and conditions have been approved by The Stock Exchange of Hong Kong Limited and the shareholders of the Company. Further details of changes of terms and conditions of the Existing Convertible Bonds were set out in the announcement of the Company dated 13 December 2017 and 6 February 2018 and the circular of the Company dated 17 January 2018.

On 9 December 2018, the Company entered into the third supplemental deed with the sole holder of the outstanding Existing Convertible Bonds, pursuant to which the maturity date of the outstanding Existing Convertible Bonds will be extended for 2 years to 9 December 2020. The third amendments of terms and conditions have been approved by The Stock Exchange of Hong Kong Limited and the shareholders of the Company. Further details of changes of terms and conditions of the Existing Convertible Bonds were set out in the announcement of the Company dated 9 December 2018 and the circular of the Company dated 16 January 2019.

On 25 January 2021, the Company entered into the fourth supplemental deed with the holder of the outstanding Existing Convertible Bonds, pursuant to which the maturity date of the outstanding Existing Convertible Bonds was extended to 9 December 2021. The fourth amendments of terms and conditions had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the fourth amendment of terms and conditions of Existing Convertible Bonds were set out in the announcement of the Company dated 25 January 2021 and the circular of the Company dated 18 May 2021.

On 5 February 2024, the Company entered into the fifth supplemental deed with the holder of the outstanding Existing Convertible Bonds, pursuant to which the maturity date of the outstanding Existing Convertible Bonds was extended to 9 December 2025. The interest rate of the Existing Convertible Bonds shall be retrospectively reduced from 3% to 0.8% per annum from 10 December 2021 to 9 December 2025. The fifth amendments of terms and conditions had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the fifth amendment of terms and conditions of convertible bonds were set out in the announcements of the Company dated 15 January 2024 and 5 February 2024 and the circular (the “Circular”) of the Company dated 15 March 2024. The holder of the Existing Convertible Bonds is mandatorily required to convert the outstanding principal amount of the Existing Convertible Bonds as at 9 December 2025 in accordance with the terms and conditions of the fifth supplemental deed. The conversion price has been adjusted to HK\$19.6 per conversion share after the effective date of share consolidation on 19 June 2024. The number of shares to be allotted and issued to the holder of the Existing Convertible Bonds upon mandatory conversion at maturity, will be adjusted from 1,311,378,622 Existing Shares to 13,113,786 Consolidated Shares.

On 15 April 2024, the Company issued certain convertible bonds (the “Convertible Bonds A”) in the principal amount of HK\$64,127,855, which are convertible into 327,182,933 shares due on 9 December 2025 at the initial Conversion Price of HK\$0.196 per Conversion Share. The issue of the Convertible Bonds A had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the Convertible Bonds A were set out in the announcements of the Company dated 15 January 2024 and 5 February

THE STOCK EXCHANGE OF HONG KONG LIMITED
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2024 and the Circular. The holder of the Convertible Bonds A is mandatorily required to convert the outstanding principal amount of the Convertible Bonds A as at 9 December 2025 in accordance with the terms and conditions of the subscription agreement in respect of the Convertible Bonds A. The conversion price has been adjusted to HK\$19.6 per conversion share after the effective date of share consolidation on 19 June 2024. The number of shares to be allotted and issued to the holder of the Convertible Bonds A upon mandatory conversion at maturity, will be adjusted from 327,182,933 Existing Shares to 3,271,829 Consolidated Shares.

On 15 April 2024, the Company issued certain convertible bonds (the “Convertible Bonds B”, together with the Existing Convertible Bonds and the Convertible Bonds A, the “Convertible Bonds”) in the principal amount of HK\$16,240,000, which are convertible into 82,857,142 shares due on 9 December 2025 at the initial Conversion Price of HK\$0.196 per Conversion Share. The issue of the Convertible Bonds B had been approved by The Stock Exchange of Hong Kong Limited and the shareholder of the Company. Further details of the Convertible Bonds B were set out in the announcements of the Company dated 15 January 2024 and 5 February 2024 and the Circular. The holder of the Convertible Bonds B is mandatorily required to convert the outstanding principal amount of the Convertible Bonds B as at 9 December 2025 in accordance with the terms and conditions of the subscription agreement in respect of the Convertible Bonds B. The conversion price has been adjusted to HK\$19.6 per conversion share after the effective date of share consolidation on 19 June 2024. The number of shares to be allotted and issued to the holder of the Convertible Bonds B upon mandatory conversion at maturity, will be adjusted from 82,857,142 Existing Shares to 828,571 Consolidated Shares.

As at the date of this Company Information Sheet, the principal amount of the Existing Convertible Bonds of HK\$350,000,000 has been converted into 17,857,142 shares at the conversion price of HK\$19.6 (after adjustment upon share consolidation). As at the date of this Company Information Sheet, (i) the outstanding principal amount of the Existing Convertible Bonds amounted to HK\$257,030,210; (ii) outstanding principal amount of the Convertible Bond A amounted to HK\$64,127,855; and (iii) outstanding principal amount of the Convertible Bond B amounted to HK\$16,240,000. Upon (i) the mandatory conversion of the Convertible Bonds in accordance with the terms and conditions of the respective agreements; (ii) the allotment and issue of the New Existing CB Interest Shares (as defined in the Circular), CB Interest Shares A (as defined in the Circular) and CB Interest Shares B (as defined in the Circular) and (iii) share consolidation taken in effect on 19 June 2024, the current holder of the Convertible Bonds will be beneficially interested in 17,688,018 Shares, comprising of (i) 13,113,786 Conversion Shares to be converted under the Existing Convertible Bonds; (ii) 3,271,829 Conversion Shares to be converted under the Convertible Bonds A; (iii) 828,571 Conversion Shares to be converted under the Convertible Bonds B; (iv) 419,641 New Existing CB Interest Shares; (v) 43,241 CB Interest Shares A; and (vi) 10,950 CB Interest Shares B.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

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The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Kan Kwok Cheung
(Name)

Title: Chairman and Executive Director
(Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the Exchange's website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.