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盛業資本
SHENG YE CAPITAL

SHENG YE CAPITAL LIMITED

盛業資本有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code: 8469

DISCLOSEABLE TRANSACTIONS —

- (I) SIXTH SUPPLEMENTAL FACTORING AGREEMENT (YAOHE)**
- (II) SUPPLEMENTAL FACTORING AGREEMENT (TIANSHENG)**

MATERIAL CHANGE TO THE TERMS OF

PREVIOUSLY ANNOUNCED DISCLOSEABLE TRANSACTIONS —

- (I) THIRD SUPPLEMENTAL FACTORING AGREEMENT (KUNTENG)**
- (II) SUPPLEMENTAL FACTORING AGREEMENT (TYLOO ENERGY) AND
SUPPLEMENTAL FACTORING AGREEMENT (TYLOO OIL)**

DISCLOSEABLE TRANSACTIONS

(I) SIXTH SUPPLEMENTAL FACTORING AGREEMENT (YAOHE)

The Board hereby announces that on 19 January 2018, SY Factoring, an indirect wholly owned subsidiary of the Company, entered into the Sixth Supplemental Factoring Agreement (Yaohe) with Shanghai Yaohe, pursuant to which i) a revolving factoring loan credit limit granted by SY Factoring to Shanghai Yaohe was revised from RMB65,000,000 (equivalent to approximately HK\$77,350,000) to RMB350,000,000 (equivalent to approximately HK\$416,500,000); ii) the interest rate per annum was revised from 13.5% to 10-15%; iii) the service fee was revised from 0.35% (to be paid within the first 5 business days of the next month) to not more than 1% per drawdown; and iv) the expiry date of the credit period was revised from 9 August 2018 to 16 May 2018.

(II) SUPPLEMENTAL FACTORING AGREEMENT (TIANSHENG)

The Board hereby announces that on 19 January 2018, SY Factoring entered into the Supplemental Factoring Agreement (Tiansheng) with Zhoushan Tiansheng, pursuant to which i) a revolving factoring loan credit limit granted by SY Factoring to Zhoushan Tiansheng was revised from RMB80,000,000 (equivalent to approximately HK\$95,200,000) to RMB390,000,000 (equivalent to approximately HK\$464,100,000); ii) the interest rate per annum was revised from 10-13.5% to 10-18%; iii) the service fee was revised from not more than 0.35% (to be paid within the first 5 business days of the next month) to not more than 1% per drawdown; and iv) the expiry date of the credit period was revised from 18 June 2018 to 16 May 2018.

MATERIAL CHANGE TO THE TERMS OF THE PREVIOUSLY ANNOUNCED DISCLOSEABLE TRANSACTIONS

(I) THIRD SUPPLEMENTAL FACTORING AGREEMENT (KUNTENG)

Reference is made to the announcement of the Company dated 19 July 2017 in relation to the Second Supplemental Factoring Agreement (Kunteng).

The Board hereby announces that on 19 January 2018, SY Factoring entered into the Third Supplemental Factoring Agreement (Kunteng) with Guangdong Kunteng pursuant to which i) the interest rate per annum was revised from 13.5% to 10-15%; ii) the service fee was revised from 0.35% (to be paid within the first 5 business days of the next month) to not more than 0.35% per drawdown; and iii) the expiry date of the credit period was revised from 28 February 2018 to 15 April 2018.

(II) SUPPLEMENTAL FACTORING AGREEMENT (TYLOO ENERGY) AND SUPPLEMENTAL FACTORING AGREEMENT (TYLOO OIL)

Reference is made to the announcement of the Company dated 13 September 2017 in relation to the Factoring Agreement (Tyloo Energy) and Factoring Agreement (Tyloo Oil).

The Board hereby announces that on 19 January 2018, SY Factoring entered into i) the Supplemental Factoring Agreement (Tyloo Energy) with Tyloo Energy; and ii) the Supplemental Factoring Agreement (Tyloo Oil) with Tyloo Oil, pursuant to which the expiry date of the credit period was revised from 11 February 2018 to 1 May 2018.

GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio for the Company as calculated under Rule 19.07 of the GEM Listing Rules in relation to each of the Sixth Supplemental Factoring Agreement (Yaohe) and the Supplemental Factoring Agreement (Tiansheng) exceeds 5% but is less than 25%, the entering into of each of the Sixth Supplemental Factoring Agreement (Yaohe) and the Supplemental Factoring Agreement (Tiansheng) constitute discloseable transactions for the Company under the GEM Listing Rules and is subject to the reporting and announcement requirements.

The Directors consider that the Third Supplemental Factoring Agreement (Kunteng), the Supplemental Factoring Agreement (Tyloo Energy) and the Supplemental Factoring Agreement (Tyloo Oil) constitute material change to the terms of their respective preceding agreements previously announced pursuant to Chapter 19 of the GEM Listing Rules and are therefore required to be disclosed under Rule 19.36 of the GEM Listing Rules.

As the highest applicable percentage ratio for the Company as calculated under Rule 19.07 of the GEM Listing Rules in relation to each of the Third Supplemental Factoring Agreement (Kunteng), the Supplemental Factoring Agreement (Tyloo Energy) and the Supplemental Factoring Agreement (Tyloo Oil) exceeds 5% but is less than 25%, the entering into of the Third Supplemental Factoring Agreement (Kunteng), the Supplemental Factoring Agreement (Tyloo Energy) and the Supplemental Factoring Agreement (Tyloo Oil) remain discloseable transactions for the Company under the GEM Listing Rules and is subject to the reporting and announcement requirements.

DISCLOSEABLE TRANSACTIONS

(I) SIXTH SUPPLEMENTAL FACTORING AGREEMENT (YAOHE)

Background

On 7 August 2017 and 21 August 2017, SY Factoring, an indirect wholly owned subsidiary of the Company, entered into the Framework Agreement (Yaohe) and the Purchase Order Financing Agreement (Yaohe) with Shanghai Yaohe respectively, pursuant to which SY Factoring in principle agreed to provide, among other things, i) financing secured by either the accounts receivable of Shanghai Yaohe or the purchase orders entered into by Shanghai Yaohe as the vendor; ii) accounts receivable management services; and iii) accounts receivable collection services to Shanghai Yaohe for a period of 2 years from the date of signing of the Framework Agreement (Yaohe). Pursuant to the Framework Agreement (Yaohe) and the Purchase

Order Financing Agreement (Yaohe), Shanghai Yaohe may either provide its accounts receivable or its purchase orders as security of the factoring loan. Detailed terms of the factoring services to be provided by SY Factoring to Shanghai Yaohe are to be further agreed by the parties.

On 10 August 2017, 22 August 2017, 14 September 2017, 27 September 2017, 12 October 2017 and 13 October 2017, pursuant to the Framework Agreement (Yaohe) and the Purchase Order Financing Agreement (Yaohe), SY Factoring entered into the Factoring Agreement (Yaohe) and 5 Previous Supplemental Factoring Agreements (Yaohe) with Shanghai Yaohe respectively pursuant to which SY Factoring agreed to grant a revolving factoring loan credit limit of RMB65,000,000 (equivalent to approximately HK\$77,350,000) to Shanghai Yaohe. The factoring loan was subject to an interest rate of 13.5% per annum and a service fee of 0.35% (to be paid within the first 5 business days of the next month). The expiry date of the credit limit was 9 February 2018 which was subsequently revised to 9 August 2018.

Under the Framework Agreement (Yaohe), the Purchase Order Financing Agreement (Yaohe), the Factoring Agreement (Yaohe) and the Previous Supplemental Factoring Agreements (Yaohe), Shanghai Yaohe applied for utilizations of the revolving factoring loan via several applications which had been approved and granted by SY Factoring. As at the date of this announcement, none of the revolving factoring loan which was utilised remained outstanding.

Sixth Supplemental Factoring Agreement (Yaohe)

The Board hereby announces that on 19 January 2018, SY Factoring entered into the Sixth Supplemental Factoring Agreement (Yaohe) with Shanghai Yaohe, pursuant to which i) a revolving factoring loan credit limit granted by SY Factoring to Shanghai Yaohe was revised from RMB65,000,000 (equivalent to approximately HK\$77,350,000) to RMB350,000,000 (equivalent to approximately HK\$416,500,000); ii) the interest rate per annum was revised from 13.5% to 10-15%; iii) the service fee was revised from 0.35% (to be paid within the first 5 business days of the next month) to not more than 1% per drawdown; and iv) the expiry date of the credit period was revised from 9 August 2018 to 16 May 2018.

Save as disclosed above, all the terms of the Factoring Agreement (Yaohe) (as supplemented by the Previous Supplemental Factoring Agreements (Yaohe) and the Sixth Supplemental Factoring Agreement (Yaohe)) shall remain materially unchanged and in full force and effect and binding on the parties.

The principal terms of the revolving factoring loan under the Factoring Agreement (Yaohe) (as supplemented by the Previous Supplemental Factoring Agreements (Yaohe) and the Sixth Supplemental Factoring Agreement (Yaohe)) are set out as below:

- Date : 19 January 2018
- Parties : (1) Shanghai Yaohe, a company established in the PRC with limited liability and is principally engaged in, among other things, trading of petrochemical products, electronic devices, precious metals, etc. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, Shanghai Yaohe and its ultimate beneficial owner are Independent Third Parties.
- (2) SY Factoring, an indirect wholly owned subsidiary of the Company, which principal business is, among other things, commercial factoring.
- Credit limit : RMB350,000,000 (equivalent to approximately HK\$416,500,000)
- Type of credit limit : Revolving
- Interest rate per annum : 10-15% (including tax, the exact interest rate to be determined at the time of each drawdown).
- Service fee : Not more than 1% per drawdown (including tax, the exact service fee to be determined at the time of each drawdown)
- Expiry date of the credit limit : 16 May 2018

The interest rate of the revolving factoring loan and the service fee are determined by the parties on arm's length negotiation taking into account i) the credit rating of Shanghai Yaohe and the debtors of the accounts receivables provided by Shanghai Yaohe; ii) the credit period; and iii) the factoring is with recourse.

If Shanghai Yaohe does not utilize the credit limit within 90 days from the date of signing of the Sixth Supplemental Factoring Agreement (Yaohe), SY Factoring shall cease the provision of the credit limit to Shanghai Yaohe.

(II) SUPPLEMENTAL FACTORING AGREEMENT (TIANSHENG)

Background

On 20 December 2017, SY Factoring entered into the Framework Agreement (Tiansheng) and the Purchase Order Financing Agreement (Tiansheng) with Zhoushan Tiansheng respectively, pursuant to which SY Factoring in principle agreed to provide, among other things, i) financing secured by either the accounts receivable of Zhoushan Tiansheng or the purchase orders entered into by Zhoushan Tiansheng as the vendor; ii) accounts receivable management services; and iii) accounts receivable collection services to Zhoushan Tiansheng for a period of 2 years from the date of signing of the Framework Agreement (Tiansheng). Pursuant to the Framework Agreement (Tiansheng) and the Purchase Order Financing Agreement (Tiansheng), Zhoushan Tiansheng may either provide its accounts receivable or its purchase orders as security of the factoring loan. Detailed terms of the factoring services to be provided by SY Factoring to Zhoushan Tiansheng are to be further agreed by the parties.

On 20 December 2017, pursuant to the Framework Agreement (Tiansheng) and the Purchase Order Financing Agreement (Tiansheng), SY Factoring entered into the Factoring Agreement (Tiansheng) with Zhoushan Tiansheng pursuant to which SY Factoring agreed to grant a revolving factoring loan credit limit of RMB80,000,000 (equivalent to approximately HK\$95,200,000) to Zhoushan Tiansheng. The factoring loan was subject to an interest rate of 10-13.5% per annum and a service fee of not more than 0.35% (to be paid within the first 5 business days of the next month). The expiry date of the credit limit was 18 June 2018.

Under the Framework Agreement (Tiansheng), the Purchase Order Financing Agreement (Tiansheng) and the Factoring Agreement (Tiansheng), Zhoushan Tiansheng applied for utilizations of the revolving factoring loan via several applications which had been approved and granted by SY Factoring. As at the date of this announcement, RMB31,482,906.68 (equivalent to approximately HK\$37,464,658.94) of the revolving factoring loan which was utilised remained outstanding.

Supplemental Factoring Agreement (Tiansheng)

The Board hereby announces that on 19 January 2018, SY Factoring entered into the Supplemental Factoring Agreement (Tiansheng) with Zhoushan Tiansheng, pursuant to which i) a revolving factoring loan credit limit granted by SY Factoring to Zhoushan Tiansheng was revised from RMB80,000,000 (equivalent to approximately HK\$95,200,000) to RMB390,000,000 (equivalent to approximately HK\$464,100,000); ii) the interest rate per annum was revised from 10-13.5% to 10-18%; iii) the service fee was revised from not more than 0.35% (to be paid within the first 5 business days of the next month) to not more than 1% per drawdown; and iv) the expiry date of the credit period was revised from 18 June 2018 to 16 May 2018.

Save as disclosed above, all the terms of the Factoring Agreement (Tiansheng) (as supplemented by the Supplemental Factoring Agreement (Tiansheng)) shall remain materially unchanged and in full force and effect and binding on the parties.

The principal terms of the revolving factoring loan under the Factoring Agreement (Tiansheng) (as supplemented by the Supplemental Factoring Agreement (Tiansheng)) are set out as below:

Date	: 19 January 2018
Parties	: (1) Zhoushan Tiansheng, a company established in the PRC with limited liability and is principally engaged in, among other things, sale of petroleum products. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, Zhoushan Tiansheng and its ultimate beneficial owner are Independent Third Parties. (2) SY Factoring, an indirect wholly owned subsidiary of the Company, which principal business is, among other things, commercial factoring.
Credit limit	: RMB390,000,000 (equivalent to approximately HK\$464,100,000)
Type of credit limit	: Revolving

Interest rate per annum : 10-18% (including tax, the exact interest rate to be determined at the time of each drawdown).

Service fee : Not more than 1% per drawdown (including tax, the exact service fee to be determined at the time of each drawdown)

Expiry date of the credit limit : 16 May 2018

The interest rate of the revolving factoring loan and the service fee are determined by the parties on arm's length negotiation taking into account i) the credit rating of Zhoushan Tiansheng and the debtors of the accounts receivables provided by Zhoushan Tiansheng; ii) the credit period; and iii) the factoring is with recourse.

If Zhoushan Tiansheng does not utilize the credit limit within 90 days from the date of signing of the Supplemental Factoring Agreement (Tiansheng), SY Factoring shall cease the provision of the credit limit to Zhoushan Tiansheng.

MATERIAL CHANGE TO THE TERMS OF THE PREVIOUSLY ANNOUNCED DISCLOSEABLE TRANSACTIONS

(I) THIRD SUPPLEMENTAL FACTORING AGREEMENT (KUNTENG)

Reference is made to the announcement of the Company dated 19 July 2017 in relation to the Second Supplemental Factoring Agreement (Kunteng).

After the entering into of the Second Supplemental Factoring Agreement (Kunteng), Guangdong Kunteng applied for utilizations of the revolving factoring loan via several applications which had been approved and granted by SY Factoring. As at the date of this announcement, RMB97,744,000 (equivalent to approximately HK\$116,315,360) of the revolving factoring loan which was utilised remained outstanding.

The Board hereby announces that on 19 January 2018, SY Factoring entered into the Third Supplemental Factoring Agreement (Kunteng) with Guangdong Kunteng, pursuant to which i) the interest rate per annum was revised from 13.5% to 10-15%; ii) the service fee was revised from 0.35% (to be paid within the first 5 business days of the next month) to not more than 0.35% per drawdown; and iii) the expiry date of the credit period was revised from 28 February 2018 to 15 April 2018.

Save as disclosed above, all the terms of the Factoring Agreement (Kunteng) (as supplemented by the First Supplemental Factoring Agreement (Kunteng), the Second Supplemental Factoring Agreement (Kunteng) and the Third Supplemental Factoring Agreement (Kunteng)) shall remain materially unchanged and in full force and effect and binding on the parties.

The interest rate of the revolving factoring loan and the service fee are determined by the parties on arm's length negotiation taking into account i) the credit rating of Guangdong Kunteng and the debtors of the accounts receivables provided by Guangdong Kunteng; ii) the credit period; and iii) the factoring is with notification and with recourse.

If Guangdong Kunteng does not utilize the credit limit within 90 days from the date of signing of the Third Supplemental Factoring Agreement (Kunteng), SY Factoring shall cease the provision of the credit limit to Guangdong Kunteng.

(II) SUPPLEMENTAL FACTORING AGREEMENT (TYLOO ENERGY) AND SUPPLEMENTAL FACTORING AGREEMENT (TYLOO OIL)

Reference is made to the announcement of the Company dated 13 September 2017 in relation to the Factoring Agreement (Tyloo Energy) and Factoring Agreement (Tyloo Oil).

After the entering into of the Factoring Agreement (Tyloo Energy) and Factoring Agreement (Tyloo Oil), Tyloo Energy and Tyloo Oil applied for utilizations of the revolving factoring loan via several applications respectively which had been approved and granted by SY Factoring. As at the date of this announcement, RMB190,114,465 (equivalent to approximately HK\$226,236,213.35) of the revolving factoring loan which was utilised remained outstanding.

The Board hereby announces that on 19 January 2018, SY Factoring entered into i) the Supplemental Factoring Agreement (Tyloo Energy) with Tyloo Energy; and ii) the Supplemental Factoring Agreement (Tyloo Oil) with Tyloo Oil, pursuant to which the expiry date of the credit period was revised from 11 February 2018 to 1 May 2018.

Save as disclosed above, all the terms of the Factoring Agreement (Tyloo Energy) (as supplemented by the Supplemental Factoring Agreement (Tyloo Energy)) and the Factoring Agreement (Tyloo Oil) (as supplemented by the Supplemental Factoring Agreement (Tyloo Oil)) shall remain materially unchanged and in full force and effect and binding on the parties.

The interest rate of the revolving factoring loan and the service fee are determined by the parties on arm's length negotiation taking into account i) the credit rating of each of Tyloo Energy and Tyloo Oil and the debtors of the accounts receivables provided by each of Tyloo Energy and Tyloo Oil; ii) the credit period; and iii) the factoring is with recourse.

If the credit limit was never utilized within 90 days by either Tyloo Energy or Tyloo Oil from the date of signing of each of the Supplemental Factoring Agreement (Tyloo Energy) and the Supplemental Factoring Agreement (Tyloo Oil), SY Factoring shall cease the provision of the credit limit to Tyloo Energy and Tyloo Oil.

REASONS FOR THE SUPPLEMENTAL FACTORING AGREEMENTS

The Group is principally engaged in the provision of enterprise financial services offering accounts receivable financing and other related solutions, mainly in the energy, construction and medical sectors in the PRC. The Directors consider that the Supplemental Factoring Agreements were entered into on normal commercial terms and in the ordinary and usual course of business of the Group.

Owing to its business need, each of Shanghai Yaohe, Zhoushan Tiansheng, Guangdong Kunteng, Tyloo Energy and Tyloo Oil negotiated with SY Factoring for the increase of credit limit under the respective factoring agreements (as supplemented by the respective supplemental factoring agreement(s)). Since each of Shanghai Yaohe, Zhoushan Tiansheng, Guangdong Kunteng, Tyloo Energy and Tyloo Oil is able to increase the accounts receivable assignable to the Group, upon the request of each of Shanghai Yaohe, Zhoushan Tiansheng, Guangdong Kunteng, Tyloo Energy and Tyloo Oil and upon the approval of such request by SY Factoring after assessment on the quality of the accounts receivables provided by each of Shanghai Yaohe, Zhoushan Tiansheng, Guangdong Kunteng, Tyloo Energy and Tyloo Oil, SY Factoring entered into the Supplemental Factoring Agreements with each of Shanghai Yaohe, Zhoushan Tiansheng, Guangdong Kunteng, Tyloo Energy and Tyloo Oil respectively.

Given that the entering into of the Supplemental Factoring Agreements are being conducted in the ordinary and usual course of business of SY Factoring, which will contribute profit to the Company over the financing term, are under normal commercial terms, and are beneficial to the Group in its business expansion and establishment of long term business relationship with each of Shanghai Yaohe, Zhoushan Tiansheng, Guangdong Kunteng, Tyloo Energy and Tyloo Oil, the Directors are of the view that the terms of each of the Supplemental Factoring Agreements are fair and reasonable and are in the interests of the Company and Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio for the Company as calculated under Rule 19.07 of the GEM Listing Rules in relation to each of the Sixth Supplemental Factoring Agreement (Yaohe) and the Supplemental Factoring Agreement (Tiansheng) exceeds 5% but is less than 25%, the entering into of each of the Sixth Supplemental Factoring Agreement (Yaohe) and the Supplemental Factoring Agreement (Tiansheng) constitute discloseable transactions for the Company under the GEM Listing Rules and is subject to the reporting and announcement requirements.

The Directors consider that the Third Supplemental Factoring Agreement (Kunteng), the Supplemental Factoring Agreement (Tyloo Energy) and the Supplemental Factoring Agreement (Tyloo Oil) constitute material change to the terms of their respective preceding agreements previously announced pursuant to Chapter 19 of the GEM Listing Rules and are therefore required to be disclosed under Rule 19.36 of the GEM Listing Rules.

As the highest applicable percentage ratio for the Company as calculated under Rule 19.07 of the GEM Listing Rules in relation to each of the Third Supplemental Factoring Agreement (Kunteng), the Supplemental Factoring Agreement (Tyloo Energy) and the Supplemental Factoring Agreement (Tyloo Oil) exceeds 5% but is less than 25%, the entering into of the Third Supplemental Factoring Agreement (Kunteng), the Supplemental Factoring Agreement (Tyloo Energy) and the Supplemental Factoring Agreement (Tyloo Oil) remain discloseable transactions for the Company under the GEM Listing Rules and is subject to the reporting and announcement requirements.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Sheng Ye Capital Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the GEM of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules

“Director(s)”	the director(s) of the Company
“Factoring Agreement (Tiansheng)”	the credit limit (with recourse) agreement between SY Factoring and Zhoushan Tiansheng dated 20 December 2017 pursuant to which SY Factoring agreed to grant a revolving factoring loan of a credit limit of RMB80,000,000 (equivalent to approximately HK\$95,200,000)
“Factoring Agreement (Tyloo Energy)”	the credit limit (with recourse) agreement between SY Factoring and Tyloo Energy dated 13 September 2017 pursuant to which SY Factoring agreed to grant a revolving factoring loan of a credit limit of RMB200,000,000 (equivalent to approximately HK\$238,000,000) (the credit limit is to be shared between Tyloo Energy and Tyloo Oil)
“Factoring Agreement (Tyloo Oil)”	the credit limit (with recourse) agreement between SY Factoring and Tyloo Oil dated 13 September 2017 pursuant to which SY Factoring agreed to grant a revolving factoring loan of a credit limit of RMB200,000,000 (equivalent to approximately HK\$238,000,000) (the credit limit is to be shared between Tyloo Energy and Tyloo Oil)
“Factoring Agreement (Yaohe)”	the credit limit (with recourse) agreement between SY Factoring and Shanghai Yaohe dated 10 August 2017 pursuant to which SY Factoring agreed to grant a revolving factoring loan of a credit limit of RMB65,000,000 (equivalent to approximately HK\$77,350,000)
“First Supplemental Factoring Agreement (Kunteng)”	the credit limit (with recourse) agreement between SY Factoring and Guangdong Kunteng dated 3 March 2017 pursuant to which SY Factoring agreed to grant a revolving factoring loan of a credit limit of RMB180,000,000 (equivalent to approximately HK\$214,200,000)
“Framework Agreement (Kunteng)”	the PRC with recourse factoring service agreement between SY Factoring and Guangdong Kunteng dated 20 February 2017 pursuant to which SY Factoring in principle agreed to provide factoring services to Guangdong Kunteng

“Framework Agreement (Tiansheng)”	the PRC with recourse factoring service agreement between SY Factoring and Zhoushan Tiansheng dated 20 December 2017 pursuant to which SY Factoring in principle agreed to provide factoring services to Zhoushan Tiansheng
“Framework Agreement (Tyloo Energy)”	the PRC with recourse factoring service agreement between SY Factoring and Tyloo Energy dated 13 September 2017 pursuant to which SY Factoring in principle agreed to provide factoring services to Tyloo Energy
“Framework Agreement (Tyloo Oil)”	the PRC with recourse factoring service agreement between SY Factoring and Tyloo Oil dated 13 September 2017 pursuant to which SY Factoring in principle agreed to provide factoring services to Tyloo Oil
“Framework Agreement (Yaohe)”	the PRC with recourse factoring service agreement between SY Factoring and Shanghai Yaohe dated 7 August 2017 pursuant to which SY Factoring in principle agreed to provide factoring services to Shanghai Yaohe
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
“Group”	the Company and its subsidiaries
“Guangdong Kunteng”	廣東昆騰實業有限公司 (Guangdong Kunteng Industrial Co. Ltd.*), a company established in the PRC with limited liability
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Independent Third Party(ies)”	the independent third party(ies) who is/are, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, independent of and not connected with the Company and the connected person(s) (as defined in the GEM Listing Rules) of the Company
“PRC”	the People’s Republic of China, for the purpose of this announcement only, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Previous Supplemental Factoring Agreements (Yaohe)”	collectively, the supplemental factoring agreements between SY Factoring and Shanghai Yaohe dated 22 August 2017, 14 September 2017, 27 September 2017, 12 October 2017 and 13 October 2017 respectively pursuant to which SY Factoring agreed to grant a revolving factoring loan credit limit of RMB65,000,000 (equivalent to approximately HK\$77,350,000)
“Purchase Order Financing Agreement (Tiansheng)”	the purchase order financing agreement between SY Factoring and Zhoushan Tiansheng dated 20 December 2017 pursuant to which SY Factoring agreed to provide financing secured by the purchase orders entered into by Zhoushan Tiansheng as the vendor
“Purchase Order Financing Agreement (Yaohe)”	the purchase order financing agreement between SY Factoring and Shanghai Yaohe dated 21 August 2017 pursuant to which SY Factoring agreed to provide financing secured by the purchase orders entered into by Shanghai Yaohe as the vendor
“RMB”	Renminbi, the lawful currency of the PRC
“Second Supplemental Factoring Agreement (Kunteng)”	the credit limit (with recourse) agreement between SY Factoring and Guangdong Kunteng dated 19 July 2017 pursuant to which the revolving factoring loan credit limit was revised to RMB260,000,000 (equivalent to approximately HK\$309,400,000)

“Shanghai Yaohe”	上海壹翮貿易有限公司 (Shanghai Yaohe Trading Co. Ltd.*), a company established in the PRC with limited liability
“Share(s)”	ordinary share(s) having a par value of HK\$0.01 each in the capital of the Company
“Sixth Supplemental Factoring Agreement (Yaohe)”	the credit limit (with recourse) agreement between SY Factoring and Shanghai Yaohe dated 19 January 2018 pursuant to which i) a revolving factoring loan credit limit granted by SY Factoring to Shanghai Yaohe was revised from RMB65,000,000 (equivalent to approximately HK\$77,350,000) to RMB350,000,000 (equivalent to approximately HK\$416,500,000); ii) the interest rate per annum was revised from 13.5% to 10-15%; iii) the service fee was revised from 0.35% (to be paid within the first 5 business days of the next month) to not more than 1% per drawdown; and iv) the expiry date of the credit period was revised from 9 August 2018 to 16 May 2018
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“Supplemental Factoring Agreements”	collectively the Sixth Supplemental Factoring Agreement (Yaohe), the Supplemental Factoring Agreement (Tiansheng), the Third Supplemental Factoring Agreement (Kunteng), the Supplemental Factoring Agreement (Tyloo Energy) and the Supplemental Factoring Agreement (Tyloo Oil)

“Supplemental Factoring Agreement (Tiansheng)”	the credit limit (with recourse) agreement between SY Factoring and Zhoushan Tiansheng dated 19 January 2018 pursuant to which i) a revolving factoring loan credit limit granted by SY Factoring to Zhoushan Tiansheng was revised from RMB80,000,000 (equivalent to approximately HK\$95,200,000) to RMB390,000,000 (equivalent to approximately HK\$464,100,000); ii) the interest rate per annum was revised from 10-13.5% to 10-18%; iii) the service fee was revised from not more than 0.35% (to be paid within the first 5 business days of the next month) to not more than 1% per drawdown; and iv) the expiry date of the credit period was revised from 18 June 2018 to 16 May 2018
“Supplemental Factoring Agreement (Tyloo Energy)”	the credit limit (with recourse) agreement between SY Factoring and Tyloo Energy dated 19 January 2018 pursuant to which the expiry date of the credit period was revised from 11 February 2018 to 1 May 2018
“Supplemental Factoring Agreement (Tyloo Oil)”	the credit limit (with recourse) agreement between SY Factoring and Tyloo Oil dated 19 January 2018 pursuant to which the expiry date of the credit period was revised from 11 February 2018 to 1 May 2018
“SY Factoring”	盛業商業保理有限公司 (SY Factoring Limited), a company established in the PRC and a subsidiary of the Group
“Third Supplemental Factoring Agreement (Kunteng)”	the credit limit (with recourse) agreement between SY Factoring and Guangdong Kunteng dated 19 January 2018 pursuant to which i) the interest rate per annum was revised from 13.5% to 10-15%; ii) the service fee was revised from 0.35% (to be paid within the first 5 business days of the next month) to not more than 0.35% per drawdown; and iii) the expiry date of the credit period was revised from 28 February 2018 to 15 April 2018

“Tyloo Energy”	浙江天祿能源有限公司 (Zhejiang Tianlu Energy Co. Ltd.*), a company established in the PRC with limited liability. Tyloo Energy and Tyloo Oil are owned by the same ultimate beneficial owner
“Tyloo Oil”	浙江天祿石油化工有限公司 (Zhejiang Tianlu Petroleum and Petrochemical Co. Ltd.*), a company established in the PRC with limited liability. Tyloo Energy and Tyloo Oil are owned by the same ultimate beneficial owner
“Zhoushan Tiansheng”	舟山市天盛石油化工有限公司 (Zhoushan City Tiansheng Petroleum and Petrochemical Co. Ltd.*), a company established in the PRC with limited liability
“%”	per cent

By order of the Board
Sheng Ye Capital Limited
Tung Chi Fung
Chairman

Hong Kong, 19 January 2018

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 document misleading.

As at the date of this announcement, the Board comprises two executive Directors: Mr. Tung Chi Fung and Mr. Chen Jen-Tse; one non-executive Director: Ms. Tung Ching Ching; and three independent non-executive Directors: Mr. Hung Ka Hai Clement, Mr. Loo Yau Soon and Mr. Tsoon Wai Mun, Benjamin.

The English transliteration of the Chinese name(s) in this announcement, where indicated with “”, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).*

Unless otherwise stated, translation of RMB into HK\$ is based on the approximate exchange rate of RMB1.00 to HK\$1.19 for information purpose only. Such translation should not be construed as a representation that the relevant amounts have been, could have been, or could be converted at that or any other rate or at all.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.

This announcement will remain on the Stock Exchange’s website at www.hkexnews.hk and, in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.shengyecapital.com.