

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated June 29, 2021 (the “**Prospectus**”) issued by Ling Yue Services Group Limited (the “**Company**”).

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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 securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

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Ling Yue Services Group Limited

領悅服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2165)

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Global Coordinator (for itself and on behalf of the other International Underwriters) on August 4, 2021 (after trading hours), in respect of an aggregate of 5,685,000 Shares, representing approximately 8.12% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), to facilitate the return of part of the Shares borrowed under the Stock Borrowing Agreement which were used to cover over-allocations in the International Offering. The Over-allotment Shares will be allotted and issued by the Company at HK\$4.19 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces that the stabilization period in connection with the Global Offering ended on August 4, 2021, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Further information on the stabilizing actions undertaken by the Stabilizing Manager during the stabilization period is set out in this announcement.

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Sole Global Coordinator (for itself and on behalf of the other International Underwriters) on August 4, 2021 (after trading hours) in respect of an aggregate of 5,685,000 Shares (the “**Over-allotment Shares**”), representing approximately 8.12% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option).

The Over-allotment Shares will be allotted and issued by the Company at HK\$4.19 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return of part of the Shares borrowed by the Stabilizing Manager from Yuelai Holding Limited (“**Yuelai Holding**”) under the Stock Borrowing Agreement, which were used to cover over-allocations of Shares in the International Offering.

APPROVAL OF LISTING

Approval for the listing of, and permission to deal in, the Over-allotment Shares has already been granted by the Stock Exchange. Listing of, and dealing in, the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on August 9, 2021.

SHAREHOLDING STRUCTURE OF THE COMPANY UPON THE PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The shareholding structure of the Company immediately before and immediately after the completion of the partial exercise of the Over-allotment Option is as follows:

Shareholders	Shares held immediately before the allotment and issue of the Over-allotment Shares		Shares held immediately after the allotment and issue of the Over-allotment Shares	
	Number	Approximate Percentage of the Company's issued share capital	Number	Approximate Percentage of the Company's issued share capital
Mr. Liu Haowei ⁽¹⁾⁽²⁾	207,900,000	74.25%	207,900,000	72.77%
Tianyue Holding ⁽¹⁾⁽²⁾	68,960,430	24.62%	68,960,430	24.14%
Mr. Liu Ce ⁽¹⁾⁽³⁾	207,900,000	74.25%	207,900,000	72.77%
Linghui Holding ⁽¹⁾⁽³⁾	68,939,640	24.62%	68,939,640	24.13%
Mr. Liu Yuhui ⁽¹⁾⁽⁴⁾	207,900,000	74.25%	207,900,000	72.77%
Yuelai Holding ⁽¹⁾⁽⁴⁾	68,939,640	24.62%	68,939,640	24.13%
Ms. Wang Tao ⁽¹⁾⁽⁵⁾	207,900,000	74.25%	207,900,000	72.77%
Tianyue Capital ⁽¹⁾⁽⁵⁾	353,430	0.13%	353,430	0.12%
Ms. Long Yiqin ⁽¹⁾⁽⁶⁾	207,900,000	74.25%	207,900,000	72.77%
Fusheng Capital ⁽¹⁾⁽⁶⁾	353,430	0.13%	353,430	0.12%
Ms. Hou Sanli ⁽¹⁾⁽⁷⁾	207,900,000	74.25%	207,900,000	72.77%
Linghui Capital ⁽¹⁾⁽⁷⁾	353,430	0.13%	353,430	0.12%
Public Shareholders	72,100,000	25.75%	77,785,000	27.23%

Notes:

- Pursuant to the Acting in Concert Deed, the Ultimate Controlling Shareholders have agreed and confirmed that from the date when they became the registered owners and/or beneficial owners of the equity interests in the Group until after Listing and to the date when any one of them cease to be the Controlling Shareholders: (a) they had been and would continue to be parties acting in concert and they have agreed to consult with each other and reach an unanimous consensus among themselves before the decision, implementation and agreement on all material management affairs, votings and/or commercial decisions, including but not limited to financial and operational matters, of any member of the Group; (b) they had casted and would continue to cast their votes as directors and/or shareholders (as appropriate) unanimously for or against all resolutions in all board and shareholders' meetings and discussions of any member of the Group; and (c) they had cooperated and would continue to cooperate with one another to acquire, maintain and consolidate the control and management of the Group. By virtue of the SFO, each of the Ultimate Controlling Shareholders together with their respective investment holding companies (being Tianyue Holding, Linghui Holding, Yuelai Holding, Tianyue Capital, Fusheng Capital and Linghui Capital) are all deemed to be interested in the total Shares directly held by Tianyue Holding, Linghui Holding, Yuelai Holding, Tianyue Capital, Fusheng Capital and Linghui Capital.
- Tianyue Holding is wholly owned by Mr. Liu Haowei. By virtue of SFO, Mr. Liu Haowei is deemed to be interested in the Shares held by Tianyue Holding.
- Linghui Holding is wholly owned by Mr. Liu Ce. By virtue of SFO, Mr. Liu Ce is deemed to be interested in the Shares held by Linghui Holding.

- (4) Yuelai Holding is wholly owned by Mr. Liu Yuhui. By virtue of SFO, Mr. Liu Yuhui is deemed to be interested in the Shares held by Yuelai Holding.
- (5) Tianyue Capital is wholly owned by Ms. Wang Tao. By virtue of SFO, Ms. Wang Tao is deemed to be interested in the Shares held by Tianyue Capital.
- (6) Fusheng Capital is wholly owned by Ms. Long Yiqin. By virtue of SFO, Ms. Long Yiqin is deemed to be interested in the Shares held by Fusheng Capital.
- (7) Linghui Capital is wholly owned by Ms. Hou Sanli. By virtue of SFO, Ms. Hou Sanli is deemed to be interested in the Shares held by Linghui Capital.

USE OF PROCEEDS

The Company will receive additional net proceeds of approximately HK\$23.34 million from the issue of the Over-allotment Shares, after deducting the commission and other offering expenses payable by the Company in relation to the partial exercise of the Over-allotment Option. The Company intends to utilize the additional net proceeds on a pro rata basis for the purposes as set out in the section headed “Future Plans and Use of Proceeds – Use of Proceeds” in the Prospectus.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces that the stabilization period in connection with the Global Offering ended on August 4, 2021, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing actions undertaken by CCB International Capital Limited, as Stabilizing Manager, or any person acting for it during the stabilization period were:

- (1) over-allocations of an aggregate of 10,500,000 Shares, representing 15% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (2) borrowing of 10,500,000 Shares by the Stabilizing Manager from Yuelai Holding, pursuant to the Stock Borrowing Agreement to cover the over-allocations in the International Offering. Such Shares will be returned and redelivered to Yuelai Holding in accordance with the terms of the Stock Borrowing Agreement;
- (3) successive purchases of an aggregate of 4,815,000 Shares at the price of HK\$4.19 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period. The last purchase made by the Stabilizing Manager on the market during the stabilization period was on August 4, 2021 at the price of HK\$4.19 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%); and
- (4) partial exercise of the Over-allotment Option by the Sole Global Coordinator (for itself and on behalf of the other International Underwriters) on August 4, 2021 in respect of an aggregate of 5,685,000 Shares, representing approximately 8.12% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), at the Offer Price, to facilitate the return to Yuelai Holding of part of the Shares borrowed by the Stabilizing Manager as described in paragraph (2) above.

PUBLIC FLOAT

Immediately following the allotment and issue of the Over-allotment Shares pursuant to the Over-allotment Option, the number of issued Shares in public hands represents 27.23% of the total number of issued Shares and the Company continues to satisfy the minimum percentage as prescribed by Rule 8.08 of the Listing Rules.

By order of the Board
Ling Yue Services Group Limited
Liu Yuhui
Chairman

Hong Kong, August 5, 2021

As of the date of this announcement, the Board of Directors comprises Mr. Liu Yuhui and Ms. Luo Hongping as executive Directors; Ms. Wang Tao and Ms. Hou Sanli as non-executive Directors; Ms. Luo Ying, Ms. Zhang Qian and Ms. Zou Dan as independent non-executive Directors.