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SY HOLDINGS GROUP LIMITED
盛業控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6069)

COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE

Reference is made to the announcement of SY Holdings Group Limited (the "**Company**") dated 3 September 2025 in relation to the Placing (the "**Announcement**"). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meaning as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions set out in the Placing Agreement had been fulfilled and completion of the Placing took place on 10 September 2025. An aggregate of 56,286,000 Placing Shares, representing (i) approximately 5.58% of the issued share capital of the Company immediately before completion of the Placing; and (ii) approximately 5.29% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, have been successfully placed to not less than six Placees, at the Placing Price of HK$10.66 per Placing Share pursuant to the terms of the Placing Agreement.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners (where applicable) are independent third parties and none of the Placees has become a substantial shareholder (as defined under the Listing Rules) of the Company immediately after completion of the Placing.

The gross proceeds from the Placing are approximately HK$600.01 million and the net proceeds (after deduction of the placing commission, discretionary fee and other expenses of the Placing) are approximately HK$592.87 million, representing a net issue price of approximately HK$10.53 per Placing Share.

The Company intends to apply the net proceeds in the following ways:

(i) For Research and Development ("**R&D**") in AI Agent & other innovative technologies, and for empowering the Company's business expansion in innovation sectors such as e-commerce and robotics: to build a global supply chain technology platform that offers comprehensive one-stop solutions including resilient supply chain services, financing solutions, currency risk management, and digitization enablement;

(ii) International Growth & Strategic Investment: to drive international expansion to build a global supply chain service network, and accelerate the integration of the international industrial ecosystem through strategic investments and mergers and acquisitions, while aligning with the Company's globalization strategy;

(iii) Other general working capital purposes.

The Company currently expects that approximately 40% of the net proceeds from the Placing will be allocated to each of category (i) and (ii) of the abovementioned purposes respectively, and the remaining net proceeds towards category (iii) of the abovementioned purposes. Such allocation is based on the best estimation of the Directors (assuming no unforeseen circumstances) and may be adjusted in response to the development of the Group, market conditions, and business expansion opportunities. The Board will continuously assess the plan for the use of proceeds and may revise or amend such plan where necessary to cope with the changing market conditions and strive for better business performance of the Group. Further announcement(s) and/or disclosure(s) in respect of change in use of proceeds, if any, will be made by the Company in accordance with the requirements of the Listing Rules as and when appropriate.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing is set out as follows:

Shareholder	**Immediately before completion of the Placing**		**Immediately after completion of the Placing**	
	Number of Shares	*Approx.% (Note 2)*	*Number of Shares*	*Approx.% (Note 2)*
Wisdom Cosmos *(Note 1)*	561,957,960	55.72	564,628,960 *(Note 3)*	53.03
Mr. Lo Wai Hung	360,000	0.04	360,000	0.03
Mr. Fong Heng Boo	100,000	0.01	100,000	0.01
Placees	–	–	56,286,000	5.29
Other Public Shareholders	446,100,832	44.23	443,429,832 *(Note 3)*	41.64
Total	1,008,518,792	100.0	1,064,804,792	100.0

Notes:

1. Wisdom Cosmos Limited ("**Wisdom Cosmos**"), a company incorporated in the British Virgin Islands ("**BVI**"), is the beneficial owner of 564,628,960 shares of the Company as at the date of this announcement, representing approximately 53.03% shareholding interests in the Company. The entire issued share capital of Wisdom Cosmos is owned by Eander Limited ("**Eander**"), a company incorporated in the BVI, which is in turn wholly owned by TMF (Cayman) Ltd ("**TMF Trust**"), trustee of the Pak Jeff Trust ("**PJ Trust**"), an irrevocable reserved power trust established by Mr. Tung Chi Fung. Mr. Tung Chi Fung and his family members are the beneficiaries of the PJ Trust. Under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), Mr. Tung Chi Fung, TMF Trust and Eander are deemed to be interested in all the shares of the Company registered in the name of Wisdom Cosmos.

2. The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

3. Wisdom Cosmos acquired an aggregate of 2,671,000 shares of the Company on the open market on September 3, 2025, at an average price of approximately HK$11.29 per share and a maximum price of approximately HK$11.86 per share. For further details, please refer to the relevant announcement of the Company dated 5 September 2025.

CLARIFICATION IN RELATION TO THE ANNOUNCEMENT OF THE COMPANY DATED 3 SEPTEMBER 2025 IN RELATION TO THE PLACING

The Company hereby refers to the announcement of the Company dated 3 September 2025 in relation to the placing (the "**Announcement**") and clarifies the statements regarding the "General Mandate" in the Announcement as follows:

The Announcement defines the "General Mandate" in its entirety as "the general mandate granted by the Shareholders to the Directors at the 2025 Annual General Meeting"; however, the section headed "FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS" of the Announcement states that "The placing of 17,480,000 Shares under the General Mandate pursuant to the placing agreement dated 13 May 2025, which was completed on 20 May 2025". The "General Mandate" mentioned herein actually refers to "the general mandate granted by the Shareholders to the Directors at the 2024 Annual General Meeting".

To avoid ambiguity, the Company hereby provides a clear clarification on this matter to distinguish the specific basis of the "General Mandate" under different scenarios in the Announcement.

By Order of the Board
SY Holdings Group Limited
Tung Chi Fung
Chairman

Hong Kong, 10 September 2025

As at the date of this announcement, the Board comprises two Executive Directors: Mr. Tung Chi Fung and Ms. Wang Ying; one Non-Executive Director: Mr. Lo Wai Hung; and three Independent Non-Executive Directors: Tang King San Terence, Ms. Chan Yuk Ying Phyllis and Mr. Sun Wei Yung Kevin.

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