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WISE TRIUMPH LIMITED

(Incorporated in the British Virgin Island with limited liability)

SHEUNG YUE GROUP HOLDINGS LIMITED

上諭集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1633)

JOINT ANNOUNCEMENT

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY
CONSTANCE CAPITAL LIMITED FOR AND ON BEHALF OF
WISE TRIUMPH LIMITED TO ACQUIRE ALL THE ISSUED SHARES
OF SHEUNG YUE GROUP HOLDINGS LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY WISE TRIUMPH LIMITED,
ITS ULTIMATE BENEFICIAL OWNER OR
PARTIES ACTING IN CONCERT WITH ANY OF THEM);
(2) RESULTS OF THE OFFER;
(3) SETTLEMENT OF THE OFFER; AND
(4) PUBLIC FLOAT OF THE COMPANY**

Joint financial advisers to the Offeror



華安證券(香港)

HUAAN SECURITIES (HONG KONG)

**Huaan Securities (Hong Kong)
Corporate Finance Limited**

MESSIS 大有融資

Messis Capital Limited

Offer Agent to the Offeror



Constance Capital Limited

Independent Financial Adviser to the Independent Board Committee

RAINBOW.

RAINBOW CAPITAL (HK) LIMITED
溢博資本有限公司

Rainbow Capital (HK) Limited

References are made to (i) the joint announcement dated 24 July 2026 issued by Wise Triumph Limited (the “**Offeror**”) and Sheung Yue Group Holdings Limited (the “**Company**”); and (ii) the composite offer and response document jointly issued by the Offeror and the Company dated 14 August 2026 (the “**Composite Document**”), in respect of, among other things, the Offer. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 4 September 2026 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Friday, 4 September 2026, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror received five (5) valid acceptances in respect of a total of 639,000 Offer Shares under the Offer (the “**Acceptance Shares**”), representing approximately 0.0933% of the total issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer and taking into account the Acceptance Shares and subject to the due registration by the Share Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror, its ultimate beneficial owner and the parties acting in concert with any of them would hold an aggregate of 502,779,000 Shares, representing approximately 73.43% of the issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the valid acceptances in respect of 639,000 Offer Shares under the Offer at the Offer Price of HK\$0.2848 per Offer Share, the total cash consideration payable to the Independent Shareholders who have accepted the Offer is HK\$181,987.2.

Remittances in respect of the cash consideration (after deducting the seller’s Hong Kong ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the accepting Independent Shareholders by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code.

No fractions of a Hong Kong cent will be payable and the amount of cash consideration payable to an Independent Shareholder who accepts the Offer will be rounded up to the nearest Hong Kong cent.

The latest date for posting of the remittances for amounts due under the Offer in respect of the valid acceptances received under the Offer is Tuesday, 15 September 2026.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to Completion, none of the Offeror, Mr. Chen (i.e. the Offeror's ultimate beneficial owner), nor any parties acting in concert with any of them owned, controlled or had direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately prior to the commencement of the Offer Period, which began on 24 July 2026 with the publication of the Joint Announcement, the Offeror, its beneficial owner and parties acting in concert with any of them were interested in 502,140,000 Shares, which were acquired pursuant to the Sale and Purchase Agreement, and represented approximately 73.33% of the total issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer, taking into account the 639,000 Offer Shares tendered under the Offer as mentioned above and assuming that transfer of these Offer Shares to the Offeror has been completed, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them are interested in 502,779,000 Shares, representing approximately 73.43% of the total issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror, its ultimate beneficial owner or any of the parties acting in concert with any of them has (a) held, controlled or directed any Shares or rights over Shares immediately before the commencement of the Offer Period; (b) acquired or agreed to acquire any Shares or rights over Shares during the Offer Period; or (c) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this joint announcement.

Set out below is the shareholding structure of the Company (i) immediately prior to the Completion; (ii) immediately after the Completion and prior to commencement of the Offer Period; and (iii) immediately after the close of the Offer (assuming that transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

Shareholders	Immediately prior to the Completion		Immediately after the Completion and prior to commencement of the Offer Period		Immediately after the close of the Offer (assuming that transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement	
	<i>Approximate %</i>		<i>Approximate %</i>		<i>Approximate %</i>	
	<i>Number of Shares</i>	<i>of Shares in issue (Note 3)</i>	<i>Number of Shares</i>	<i>of Shares in issue (Note 3)</i>	<i>Number of Shares</i>	<i>of Shares in issue (Note 3)</i>
Offeror, its ultimate beneficial owner and parties acting in concert with any of them	–	–	502,140,000	73.33	502,779,000	73.43
Vendor A (<i>Notes 1, 2</i>)	495,000,000	72.29	–	–	–	–
Vendor B (<i>Note 2</i>)	71,400,000	1.04	–	–	–	–
Sub-total:	502,140,000	73.33	502,140,000	73.33	502,779,000	73.43
Public Shareholders	182,610,000	26.67	182,610,000	26.67	181,971,000	26.57
Total	<u>684,750,000</u>	<u>100.00</u>	<u>684,750,000</u>	<u>100.00</u>	<u>684,750,000</u>	<u>100.00</u>

Notes:

- As at the date of this joint announcement, Vendor A is beneficially owned as to 45% by Mr. Chan Lap Wai Gary, 28% by Mr. Chan Lap Chuen Edmond, 18% by Vendor B, and 9% by Ms. Chan Chin Ling Chrissy.
- Mr. Chan Lap Wai Gary, Mr. Chan Lap Chuen Edmond and Vendor B are Directors as at the date of this joint announcement.
- Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as total may not be in arithmetic aggregation of the figures preceding them.

PUBLIC FLOAT OF THE COMPANY

Immediately after the close of the Offer and as at the date of this joint announcement, assuming that transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed, a total of 181,971,000 Shares, representing approximately 26.57% of the total issued share capital of the Company, are held by the public (within the meaning of the Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement of 25% as set out under Rule 8.08(1)(a) of the Listing Rules.

By Order of the board of director of
Wise Triumph Limited
Chen Haining
Sole director

By Order of the Board
Sheung Yue Group Holdings Limited
Chan Lap Wai Gary
Chairman and Executive Director

Hong Kong, 4 September 2026

As at the date of this joint announcement, Mr. Chen Haining is the sole director of the Offeror. As the sole director of the Offeror, Mr. Chen Haining accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Vendors and the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacities as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, Mr. Chan Lap Wai Gary (being an ultimate beneficial owner, a controlling shareholder and director of Vendor A), Mr. Chan Lap Chuen Edmond, and Ms. Chan Chin Ying Amanda in their capacities as directors of Vendor A and Ms. Chan Chin Ying Amanda as Vendor B, jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Mr. Chan Lap Wai Gary (Chairman), Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda as executive Directors, and Mr. Li Hon Hung, BBS, MH, JP, Mr. Cheng Chi Hung and Mr. Wong Yip Kong as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and the Vendors) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading. In the event of any inconsistency, the English text of this joint announcement shall prevail over the Chinese text.