

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 27 September 2012 (the “**Prospectus**”) issued by Sunley Holdings Limited for detailed information about the Share Offer described in the Prospectus before deciding whether or not to invest in the Shares thereby being offered.*

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the Prospectus.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent of registration or an exemption from registration under the U.S. Securities Act. The Offer Shares are being offered and sold outside of the United States in offshore transactions in accordance with Regulation S. There will not and is not currently intended to be any public offering of securities of the Company in the United States.

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SUNLEY HOLDINGS LIMITED

新利控股有限公司

(incorporated in the Cayman Islands with limited liability)

PLACING AND PUBLIC OFFER

Number of Offer Shares : 75,000,000 Shares (subject to the Offer Size Adjustment Option)

Number of Public Offer Shares : 7,500,000 Shares (subject to reallocation)

Number of Placing Shares : 67,500,000 Shares (subject to reallocation and the Offer Size Adjustment Option)

Offer Price : Not more than HK\$0.94 per Offer Share and expected to be not less than HK\$0.83 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)

Nominal value : HK\$0.01 per Share

Stock code : 1240

Sponsor

AmCap

Ample Capital Limited

豐盛融資有限公司

Joint Bookrunners and Joint Lead Managers



SBI E2-Capital Financial Services Limited



Astrum Capital Management Limited

Co-Lead Manager

AmCap

Ample Orient Capital Limited

Co-Managers

Cheong Lee

昌利證券
昌利期貨

Cheong Lee Securities Limited



太陽國際証券有限公司

Sun International Securities Limited

Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Share Offer and the Capitalisation Issue and any Shares which may fall to be issued upon the exercise of the Offer Size Adjustment Option and Shares to be issued upon the exercise of any options which may be granted under the Share Option Scheme. The Share Offer comprises the Public Offer of initially 7,500,000 Shares, representing 10% of the total number of Shares initially being offered in the Share Offer (subject to reallocation) and the Placing of initially 67,500,000 Shares, representing 90% of the total number of Shares initially being offered in the Share Offer (subject to the Offer Size Adjustment Option and reallocation). In the event the Offer Size Adjustment Option is exercised, an announcement will be made by the Company. The Offer Price will be not more than HK\$0.94 per Offer Share and is expected to be not less than HK\$0.83 per Offer Share. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.94 per Offer Share together with a brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is lower than HK\$0.94.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who would like to be allotted the Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should complete and sign the **YELLOW** Application Forms.

WHERE TO COLLECT THE APPLICATION FORMS

Copies of the **YELLOW** Application Form and the Prospectus may be obtained during normal business hours from 9:00 a.m. on Thursday, 27 September 2012 until 12:00 noon on Thursday, 4 October 2012 from:

- (1) the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong; or
- (2) your stockbroker, who may have such Application Forms and the Prospectus available.

Copies of the Prospectus together with the **WHITE** Application Forms may be obtained during normal business hours from 9:00 a.m. on Thursday, 27 September 2012 until 12:00 noon on Thursday, 4 October 2012 from:

any of the following branches of Hang Seng Bank Limited:

	Branch Name	Address
Hong Kong Island	Head Office	83 Des Voeux Road Central
	Causeway Bay Branch	28 Yee Wo Street
Kowloon	Tsimshatsui Branch	18 Carnarvon Road
	Kowloon Main Branch	618 Nathan Road
New Territories	Shatin Branch	Shop 18 Lucky Plaza, Wang Pok Street, Shatin
	Tsuen Wan Branch	289 Sha Tsui Road, Tsuen Wan

Subject to the events as described in the section headed “How to apply for the Public Offer Shares — Effect of bad weather on the opening of the application lists” in the Prospectus, applicants may lodge their application forms for the Public Offer Shares as referred to in the section headed “How to apply for the Public Offer Shares” in the Prospectus during the period from Thursday, 27 September 2012 to Thursday, 4 October 2012. The application monies (including the brokerages, SFC transaction levies and Stock Exchange trading fees) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicants without interests on Wednesday, 17 October 2012.

Please refer to the sections headed “Structure of the Share Offer” and “How to apply for the Public Offer Shares” of the Prospectus for details of the conditions and procedures of the Public Offer.

PUBLICATION OF RESULTS

The Company expects to announce the final Offer Price, the indication of level of interest under the Placing, the level of applications under the Public Offer and the basis of allocation of the Public Offer Shares under the Public Offer on or before Wednesday, 17 October 2012 on the Company’s website at www.sunley-fdn.com.hk and the website of the Stock Exchange at www.hkexnews.hk. Results of allocations in the Public Offer (with successful applicants’ identification document numbers, where appropriate) will be available through a variety of channels from Wednesday, 17 October 2012 as described in the section headed “How to apply for the Public Offer Shares — Publication of results” in the Prospectus.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 18 October 2012.

The Shares will be traded in board lots of 2,500 Shares each. The stock code of the Company is 1240. The Company will not issue temporary documents of title, evidence of title or receipt for payment.

By order of the Board of
Sunley Holdings Limited
Ho Kar Chung
Chairman

Hong Kong, 27 September 2012

As at the date of this announcement, the Company has (i) three executive Directors, namely Dr. Ho Kar Chung, Mr. Cheng Wing On, Michael and Mr. Ho Chi Ling; (ii) one non-executive Director, namely Mr. Leung Chee Hon; and (iii) three independent non-executive Directors, namely Mr. Chuk Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond.

Please refer to the published version of this announcement in The Standard (in English) and Hong Kong Economic Times (in Chinese).

This announcement and a copy of the Prospectus will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.sunley-fdn.com.hk.