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Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated May 22, 2025 (the “**Prospectus**”) issued by Shouhui Group Limited (手回集團有限公司) (the “**Company**”).

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 any 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.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or to any person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended from time to time, (the “**U.S. Securities Act**”)) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions.

The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or any state securities law of the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. There will be no public offer of securities in the United States.

The Hong Kong Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus. The Hong Kong Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong. Potential investors of the Offer Shares should note that the Sponsor-Overall Coordinators (for itself and on behalf of the Hong Kong Underwriters) shall be entitled to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting – Underwriting Arrangements and Expenses – The Hong Kong Public Offering – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is currently expected to be on Monday, May 30, 2025.



Shouhui Group Limited
手回集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 24,358,400 Shares
Number of Hong Kong Offer Shares	: 12,179,200 Shares (as adjusted after reallocation)
Number of International Offer Shares	: 12,179,200 Shares (as adjusted after reallocation and the Over-allotment Option)
Final Offer Price	: HK\$8.08 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.00001 per Share
Stock code	: 2621

*Joint Sponsors, Overall Coordinators, Joint Global Coordinators,
Joint Bookrunners and Joint Lead Managers*



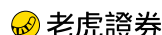
Overall Coordinator, Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Bookrunners and Joint Lead Managers



SHOUHUI GROUP LIMITED/手回集團有限公司

ANNOUNCEMENT OF ALLOTMENT RESULTS

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated May 22, 2025 (the “Prospectus”) issued by Shouhui Group Limited (the “Company”).

Warning: In view of high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could move substantially even with a small number of Shares traded and should exercise extreme caution when dealing in the Shares.

SUMMARY

Company information

Stock code	2621
Stock short name	SHOUHUI GROUP
Dealings commencement date	May 30, 2025*

* see note at the end of the announcement

Price Information

Final Offer Price	HK\$8.08
Offer Price Range	HK\$6.48 – HK\$8.08
Offer Price Adjustment exercised	No

Offer Shares and Share Capital

Number of Offer Shares	24,358,400
Number of Offer Shares in Hong Kong Public Offering (as adjusted after reallocation)	12,179,200
Number of offer shares in International Offering (as adjusted after reallocation)	12,179,200
Number of issued shares upon Listing (before exercise of the Over-allotment Option)	226,378,600

Over-allocation

No. of Offer Shares over-allocated	2,435,600
<i>Such over-allocation may be covered by exercising the Over-allotment Option or by making purchases in the secondary market at prices that do not exceed the Offer Price or through deferred delivery or a combination of these means. In the event the Over-allotment Option is exercised, an announcement will be made on the Stock Exchange’s website.</i>	

Proceeds

Gross proceeds (Note)	HK\$196.82 million
Less: Estimated listing expenses payable based on Final Offer Price	HK\$62.59 million
Net proceeds	HK\$134.22 million

Note: Gross proceeds refers to the amount to which the issuer is entitled receive. For details of the use of proceeds, please refer to the Prospectus.

ALLOTMENT RESULTS DETAILS

Hong Kong Public Offering

No. of valid applications	53,647
No. of successful applications	14,172
Subscription level	990.00 times
Claw-back triggered	Yes
No. of Offer Shares initially available under the Hong Kong Public Offering	2,436,000
No. of Offer Shares reallocated from the International Offering (claw-back)	9,743,200
Final no. of Offer Shares under the Hong Kong Public Offering (after reallocation)	12,179,200
% of final no. of Offer Shares under the Hong Kong Public Offering to the Global Offering	50.0%

Note: For details of the final allocation of shares to the Hong Kong Public Offering, investors can refer to <https://www.hkeipo.hk/iporesult> to perform a search by name or identification number or <https://www.hkeipo.hk/iporesult> for the full list of allottees.

International Offering

No. of placees	130
Subscription Level	1.13 times
No. of Offer Shares initially available under the International Offering	21,922,400
Final no. of Offer Shares under the International Offering	12,179,200
% of final no. of Offer Shares under the International Offering to the Global Offering	50.0%

The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by the placees and the public have been financed directly or indirectly by the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates; and (ii) none of the placees and the public who have purchased the Offer Shares are accustomed to taking instructions from the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it.

The placees in the International Offer include the following:

Cornerstone Investors

Investor	No. of Offer Shares allocated	% of Offer Shares	% of total issued share capital after the Global Offering	Existing shareholders or their close associates
HiTai (Hong Kong) Limited (海泰(香港)有限公司)	4,746,800	19.49%	2.10%	No
Taller industrial Co., Limited (韜越實業有限公司)	1,324,400	5.44%	0.59%	No
Subtotal	6,071,200	24.92%	2.68%	
<i>Note:</i> For further details of the Cornerstone Investors, please refer to the section headed “Cornerstone Investors” in the Prospectus.				

Allottee with Consent Obtained

Allottee	No. of Offer Shares allocated	% of Offer Shares <i>Note 1</i>	% of total issued share capital after the Global Offering <i>Note 1</i>	Relationship
Allottee with consent under paragraph 5(1) of the Placing Guidelines and Chapter 4.15 of the Guide for New Listing Applicants in relation to allocations to connected client <i>Note 2</i>				
Huatai Capital Investment Limited (“ HTCI ”)	264,400	1.09%	0.12%	Huatai Financial Holdings (Hong Kong) Limited, an Overall Coordinator, and HTCI are fellow subsidiaries of Huatai Securities Co., Ltd. (“ Huatai Securities ”)
<i>Notes:</i> 1. Assuming the Over-allotment Option is not exercised. 2. Connected client is holding beneficial interests in the Offer Shares on a non-discretionary basis.				

LOCK-UP UNDERTAKINGS

Controlling Shareholders

Name	Number of Shares held in the Company subject to lock-up undertakings upon Listing	% of shareholding in the Company subject to lock-up undertakings upon Listing (assuming the Over-allotment Option is not exercised)	Last day subject to the lock-up undertakings
Little Blue Light Ltd ("Little Blue Light") ^{Note 1}	59,955,200	26.48%	November 29, 2025 (First Six Month Period) ^{Note 2}
			May 29, 2026 (Second Six Month Period) ^{Note 2}
Subtotal	59,955,200	26.48%	

Notes:

- Pursuant to the voting proxy agreements executed on August 23, 2024, November 12, 2024 and December 16, 2024, the Proxy Shareholders agreed to appoint Little Blue Light Ltd, a company wholly owned by Mr. Guang, as their attorney and proxy to exercise the voting rights attached to certain Shares held by them, at the general meetings of our Company. The relevant voting rights under the voting proxy agreements will be vested on Little Blue Light Ltd with effect from the Listing Date, and such voting rights shall be exercised by Little Blue Light Ltd solely at all general meetings of the Company (with or without the attendance of the Proxy Shareholders or their respective representatives). For more details, please refer to the section headed "History, Reorganization and Corporate Structure — Voting Proxy Arrangements" in the Prospectus.

As a result, immediately after the completion of the Capitalization Issue and the Global Offering (assuming the Over-allotment Option is not exercised), Mr. Guang, through Little Green Light Ltd and Little Blue Light Ltd, will control approximately 47.64% of all the voting power at the general meetings of our Company, comprising approximately 26.48% beneficially owned by himself through Little Green Light Ltd and Little Blue Light Ltd and approximately 21.16% vested to Little Blue Light Ltd by the Proxy Shareholders. Therefore, Mr. Guang, Little Green Light Ltd and Little Blue Light Ltd will be our Controlling Shareholders upon Listing.

- The expiry date of the lock-up period shown in the table above are pursuant to the Listing Rules and the Hong Kong Underwriting Agreement. Pursuant to the Listing Rules, the Controlling Shareholders may dispose of or transfer Shares upon the expiry of the First Six Month Period subject to that the Controlling Shareholders will not cease to be Controlling Shareholders, whereas the Controlling Shareholders will cease to be prohibited from disposing of or transferring Shares upon the expiry of the Second Six Month Period. Pursuant to the Hong Kong Underwriting Agreement, during the Twelve-Month Period, the Controlling Shareholders will be prohibited from disposing of or transferring Shares. For details, please refer to the sections headed "Underwriting – Undertakings to the Stock Exchange pursuant to the Listing Rules" and "Underwriting – Undertakings pursuant to the Hong Kong Underwriting Agreement" in the Prospectus.

Convolution Ltd, Plmmliu Ltd and Pre-IPO Investors

Name	Number of Shares held in the Company subject to lock-up undertakings upon Listing	% of shareholding in the Company subject to lock-up undertakings upon Listing (assuming the Over-allotment Option is not exercised)	Last day subject to the lock-up undertakings
Convolution Ltd	16,522,800	7.30%	May 29, 2026 <i>Note 1</i>
Plmmliu Ltd	2,486,800	1.10%	May 29, 2026 <i>Note 1</i>
Jiaxing Jidixintian I Capital Partnership (L.P.)* (嘉興極地信天壹期投資合夥企業(有限合夥)) (“ Jidixintian ”)	13,670,600	6.04%	November 29, 2025 <i>Note 2</i>
Beijing Yucheng Management Consulting Center (Limited Partnership)* (北京雨澄管理諮詢中心(有限合夥)) (“ Hongshan Yucheng ”)	26,354,400	11.64%	November 29, 2025 <i>Note 2</i>
Shanghai Weiyong Enterprise Management Partnership (Limited Partnership)* (上海緯鏞企業管理合夥企業(有限合夥)) (“ Matrix SPV ”)	11,264,000	4.98%	November 29, 2025 <i>Note 2</i>
Tianjin Gopher Nuochen Enterprise Management Partnership (Limited Partnership)* (天津歌斐諾辰企業管理合夥企業(有限合夥)) (“ Gopher SPV ”)	28,411,400	12.55%	November 29, 2025 <i>Note 2</i>

Name	Number of Shares held in the Company subject to lock-up undertakings upon Listing	% of shareholding in the Company subject to lock-up undertakings upon Listing (assuming the Over-allotment Option is not exercised)	Last day subject to the lock-up undertakings
Tibet Juzhi Venture Capital Limited Liability Company* (西藏聚智創業投資有限公司) (“ Tibet Juzhi ”)	20,184,600	8.92%	November 29, 2025 <i>Note 2</i>
Tianjin Juxin Technology Development Partnership (Limited Partnership)* (天津聚新科技發展合夥企業(有限合夥)) (“ Tianjin Juxin ”)	6,518,600	2.88%	November 29, 2025 <i>Note 2</i>
StarReach Tech Limited	2,020,200	0.89%	November 29, 2025 <i>Note 2</i>
Subtotal	127,433,400	56.29%	
<p><i>Notes:</i></p> <ol style="list-style-type: none"> 1. The expiry date of the lock-up period shown in the table above is pursuant to the respective lock-up undertaking entered into by each of Convolution Ltd and Plmmliu Ltd, under which each of Convolution Ltd and Plmmliu Ltd has irrevocably undertaken to lock up all their Shares for a period of 12 months commencing from the Listing Date. 2. The expiry date of the lock-up period shown in the table above is pursuant to the respective lock-up undertaking entered into by each of the Pre-IPO Investors, pursuant to which each of the Pre-IPO Investors has irrevocably undertaken to lock up all their Shares for a period of six months commencing from the Listing Date. 			

Cornerstone Investors

Name	Number of Shares held in the Company subject to lock-up undertakings upon Listing	% of shareholding in the Company subject to lock-up undertakings upon Listing (assuming the Over-allotment Option is not exercised)	Last day subject to the lock-up undertakings
HiTai (Hong Kong) Limited (海泰(香港)有限公司)	4,746,800	2.10%	November 29, 2025
Taller industrial Co., Limited (韜越實業有限公司)	1,324,400	0.59%	November 29, 2025
Subtotal	6,071,200	2.68%	
<p><i>Note: Each of the Cornerstone Investors shall not dispose of any of the Offer Shares subscribed pursuant to the Cornerstone Investment Agreements on or before the indicate date. For further details, please refer to “Cornerstone Investors – Restrictions on Disposal of Offer Shares by the Cornerstone Investors” in the Prospectus.</i></p>			

PLACEE CONCENTRATION ANALYSIS

Placees	Number of Shares Allotted	Allotment as % of International Offering (assuming no exercise of the Over-allotment Option)	Allotment as % of International Offering (assuming the Over-allotment Option is fully exercised)	Allotment as % of Total Offer Offering (assuming no exercise of the Over-allotment Option)	Allotment as % of Total Offer Offering (assuming the Over-allotment Option is fully exercised)	Number of Shares held upon Listing	% of total issued share capital upon listing (assuming no exercise of the Over-allotment Option)	% of total issued share capital upon listing (assuming the Over-allotment Option is fully exercised)
Top 1	4,746,800	38.97	32.48	19.49	17.72	4,746,800	2.10	2.07
Top 5	10,594,400	86.99	72.49	43.49	39.54	10,594,400	4.68	4.63
Top 10	13,240,000	108.71	90.59	54.35	49.41	13,240,000	5.85	5.79
Top 25	14,415,600	118.36	98.64	59.18	53.80	14,415,600	6.37	6.30

SHAREHOLDER CONCENTRATION ANALYSIS

Shareholders	Number of Shares Allotted	Allotment as % of International Offering (assuming no exercise of the Over-allotment Option)	Allotment as % of International Offering (assuming the Over-allotment Option is fully exercised)	Allotment as % of Total Offer Offering (assuming no exercise of the Over-allotment Option)	Allotment as % of Total Offer Offering (assuming the Over-allotment Option is fully exercised)	Number of Shares held upon Listing	% of total issued share capital upon listing (assuming no exercise of the Over-allotment Option)	% of total issued share capital upon listing (assuming the Over-allotment Option is fully exercised)
Top 1	–	–	–	–	–	59,955,200	26.48	26.20
Top 5	–	–	–	–	–	157,947,000	69.77	69.03
Top 10	4,746,800	38.97	32.48	19.49	17.72	202,260,000	89.35	88.39
Top 25	14,011,600	115.05	95.87	57.52	52.29	216,031,800	95.43	94.41

Notes

* *Ranking of Shareholders is based on the number of Shares (of all classes) held by the Shareholder upon Listing.*

BASIS OF ALLOCATION UNDER THE HONG KONG PUBLIC OFFERING

Subject to the satisfaction of the conditions set out in the Prospectus, valid applications made by the public will be conditionally allocated on the basis set out below:

Pool A

Number of shares applied for	Number of valid applications	Basis of allocation/ballot	Approximate percentage allotted of the total number of shares applied for
400	16,607	831 out of 16,607 applicants to receive 400 shares	5.00%
800	3,459	254 out of 3,459 applicants to receive 400 shares	3.67%
1,200	5,170	474 out of 5,170 applicants to receive 400 shares	3.06%
1,600	1,381	149 out of 1,381 applicants to receive 400 shares	2.70%
2,000	2,180	265 out of 2,180 applicants to receive 400 shares	2.43%
2,400	1,145	154 out of 1,145 applicants to receive 400 shares	2.24%
2,800	679	100 out of 679 applicants to receive 400 shares	2.10%
3,200	750	118 out of 750 applicants to receive 400 shares	1.97%
3,600	558	94 out of 558 applicants to receive 400 shares	1.87%
4,000	3,390	603 out of 3,390 applicants to receive 400 shares	1.78%
6,000	1,811	403 out of 1,811 applicants to receive 400 shares	1.48%
8,000	1,213	317 out of 1,213 applicants to receive 400 shares	1.31%
10,000	1,123	331 out of 1,123 applicants to receive 400 shares	1.18%
12,000	1,179	385 out of 1,179 applicants to receive 400 shares	1.09%
14,000	723	257 out of 723 applicants to receive 400 shares	1.02%
16,000	491	188 out of 491 applicants to receive 400 shares	0.96%
18,000	328	134 out of 328 applicants to receive 400 shares	0.91%
20,000	1,760	761 out of 1,760 applicants to receive 400 shares	0.86%
30,000	1,121	606 out of 1,121 applicants to receive 400 shares	0.72%
40,000	1,098	695 out of 1,098 applicants to receive 400 shares	0.63%
50,000	680	487 out of 680 applicants to receive 400 shares	0.57%
60,000	725	574 out of 725 applicants to receive 400 shares	0.53%
70,000	328	283 out of 328 applicants to receive 400 shares	0.49%
80,000	510	473 out of 510 applicants to receive 400 shares	0.46%
90,000	240	238 out of 240 applicants to receive 400 shares	0.44%
100,000	1,490	400 shares	0.40%
200,000	896	400 shares plus 703 out of 896 applicants to receive an additional 400 shares	0.36%

Number of shares applied for	Number of valid applications	Basis of allocation/ballot	Approximate percentage allotted of the total number of shares applied for
300,000	493	400 shares plus 454 out of 493 applicants to receive an additional 400 shares	0.26%
400,000	303	800 shares	0.20%
500,000	190	800 shares plus 72 out of 190 applicants to receive an additional 400 shares	0.19%
600,000	354	800 shares plus 248 out of 354 applicants to receive an additional 400 shares	0.18%
Total	52,375	Total number of Pool A successful applicants: 12,900	

Pool B

Number of shares applied for	Number of valid applications	Basis of allocation/ballot	Approximate percentage allotted of the total number of shares applied for
700,000	701	4,000 shares plus 301 out of 701 applicants to receive an additional 400 shares	0.60%
800,000	89	4,400 shares	0.55%
900,000	45	4,800 shares	0.53%
1,000,000	57	5,200 shares	0.52%
1,100,000	47	5,600 shares	0.51%
1,218,000	333	6,000 shares	0.49%
Total	1,272	Total number of Pool B successful applicants: 1,272	

COMPLIANCE WITH LISTING RULES AND GUIDANCE

The Directors confirm that, except for the Listing Rules that have been waived and/or in respect of which consent has been obtained, the Company has complied with the Listing Rules and guidance materials in relation to the placing, allotment and listing of the Company's shares.

The Directors confirm that, to the best of their knowledge, the consideration paid by the placees or the public (as the case may be) directly or indirectly for each Offer Share subscribed for or purchased by them was the same as the final Offer Price in addition to any brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee payable.

OTHERS/ADDITIONAL INFORMATION

Placing to connected client with a prior consent under paragraph 5(1) of the Placing Guidelines

Under the International Offering, certain Offer Shares were placed to connected client of its connected distributor pursuant to the Placing Guidelines. Details of the placement to connected client are set out below.

No.	Connected Distributor	Connected Client	Relationship with the Connected Distributor	Identities of the ultimate beneficial owners of the Offer Shares or, where applicable, details of the structured products under which the subscription by the Connected Client was made (e.g. OTC total return swaps)	Whether the Connected Client is a collective investment scheme which is not authorised by the SFC or is expected to hold the Offer Shares on behalf of such scheme	Number of Offer Shares allocated to the connected client	Approximate percentage of total number of Offer Shares <i>Note 1</i>	Approximate percentage of total Shares in issue immediately following the completion of Global Offering <i>Note 1</i>
1	Huatai Financial Holdings (Hong Kong) Limited ("HTFH")	Huatai Capital Investment Limited ("HTCI")	HTFH and HTCI are fellow subsidiaries of Huatai Securities Co., Ltd. ("Huatai Securities")	Please refer to note 2 below.	No.	264,400	1.09%	0.12%

Notes:

- Assuming the Over-allotment Option is not exercised
- HTFH and HTCI are fellow subsidiaries of ("Huatai Securities"). Huatai Securities entered into an ISDA agreement (the "ISDA Agreement") with HTCI, its indirectly wholly-owned subsidiary, to set out the principal terms of any future total return swap between Huatai Securities and HTCI. Pursuant to the ISDA Agreement, HTCI, which intends to participate in the Global Offering as a placee, will hold the beneficial interests of the Offer Shares on a non-discretionary basis as the single underlying holder under a back-to-back total return swap (the "Huatai Back-to-back TRS") to be entered by HTCI in connection with a Huatai Client TRS (as defined below) placed by and fully funded (i.e. with no financing provided by HTCI) by certain onshore independent third party investors (each a "Huatai Ultimate Client"), by which, HTCI will pass the full economic exposure of the Offer Shares to the Huatai Ultimate Client, which in effect, HTCI will hold the beneficial interests of the Offer Shares on behalf of the Huatai Ultimate Client. Instead of directly subscribing for the Offer Shares, the Huatai Ultimate Client will place a total return swap order (the "Huatai Client TRS") with Huatai Securities in connection with the Company's IPO and Huatai Securities will place a Huatai Back-to-back TRS order to HTCI on the terms of the ISDA Agreement. To the best of HTCI's knowledge and after making all reasonable enquiries, the Huatai Ultimate Client is an independent third party of the Company and their respective associates. The purpose of HTCI to subscribe for the Offer Shares is for hedging the Huatai Back-to-back TRS in connection with the Huatai Client TRS order placed by the Huatai Ultimate Client. Pursuant to the terms of the contracts of the Huatai Back-to-back TRS and the Huatai Client TRS, during the tenor of the Huatai Back-to-back TRS and the Huatai Client TRS, all economic returns of the Offer Shares will be passed to the Huatai Ultimate Client through the Huatai Back-to-back TRS and the Huatai Client TRS and all economic loss shall be borne by the Huatai Ultimate Client. HTCI will not take any economic return or bear any economic loss in relation to the Offer Shares. The Huatai Ultimate Client may exercise an early termination right to terminate the Huatai Client TRS at any time from the issue date of the Huatai Client TRS which should be on or after the date on which the Offer Shares are listed on the Stock Exchange. Upon the termination upon maturity or early termination of the Huatai Client TRS by the Huatai Ultimate Client, HTCI will dispose the Offer Shares on the secondary market and the Huatai Ultimate Client will receive a final termination amount of the Huatai Back-to-back TRS which should have taken into account all the economic returns or economic loss in relation to the Offer Shares. If upon the maturity of the Huatai Client TRS, the Huatai Ultimate Client intend to extend the investment period, subject to further agreement between Huatai Securities and the relevant Huatai Ultimate Client, the term of the Huatai Client TRS could be extended by way of a new issuance or a tenor extension. Accordingly, Huatai Securities will extend the term of the Huatai Back-to-back TRS by way of a new issuance or a tenor extension. It is proposed that HTCI will hold the legal title and the voting right of the Offer Shares by itself, and pass through the economic exposure to the Huatai Ultimate Client, each being an onshore client who places a Huatai Client TRS order with Huatai Securities in connection with the IPO of the Company. Due to its internal policy, HTCI will not exercise the voting right of the Offer Shares during the tenor of the Huatai Back-to-back TRS. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted to the Company, consent under paragraph 5(1) of the Placing Guidelines to permit the Company to allocate Offer Shares in the International Offering to the above placee. The Offer Shares placed to the connected client is held by the connected client on behalf of Independent Third Parties and are in compliance with all the conditions under the consent granted by the Stock Exchange.

DISCLAIMERS

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and in compliance with any applicable state securities laws, or outside the United States unless in compliance with Regulation S under the U.S. Securities Act. There will be no public offer of securities in the United States.*

The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus dated May 22, 2025 issued by Shouhui Group Limited (手回集團有限公司) for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered.

* *Potential investors of the Offer Shares should note that the Sponsor-Overall Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate their obligations under the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed “Underwriting – Underwriting Arrangements and Expenses – The Hong Kong Public Offering – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on May 30, 2025).*

PUBLIC FLOAT

Immediately following the completion of the Global Offering, an aggregate of 65,944,800 Shares or approximately 29.13% of the issued share capital of the Company will be held in the public hands. Therefore, the number of Shares in the public hands represents no less than 25% of the total issued share capital of the Company, satisfying the minimum percentage requirement in compliance with Rule 8.08(1) of the Listing Rules. The Directors also confirm that, immediately following the completion of the Global Offering, (i) no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Global Offering; (ii) there will not be any new substantial Shareholder immediately after the Global Offering; (iii) the three largest public Shareholders do not hold more than 50% of the Shares held in the public hands at the time of the Listing in compliance with Rules 8.08(3) and 8.24 of the Listing Rules; and (iv) there will be at least 300 Shareholders at the time of the Listing in compliance with Rule 8.08(2) of the Listing Rules.

COMMENCEMENT OF DEALINGS

Share certificates will only become valid evidence of title at 8:00 a.m. on Friday, May 30, 2025 (Hong Kong time), provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting – Underwriting Arrangements and Expenses – The Hong Kong Public Offering – Grounds for Termination” in the Prospectus has not been exercised. Investors who trade the Shares on the basis of publicly available allocation details prior to the receipt of Share certificates or prior to the Share certificates becoming valid evidence of title do so entirely at their own risk.

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, May 30, 2025, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, May 30, 2025 (Hong Kong time).

The Shares will be traded in board lots of 400 Shares each, and the stock code of the Shares will be 2621.

By Order of the Board
Shouhui Group Limited
(手回集團有限公司)

Mr. Yao Guang

Executive Director, Chairman of the Board and Chief Executive Officer

Hong Kong, May 29, 2025

As of the date of this announcement, the Board comprises (i) Mr. Yao Guang, Mr. Liwei Han, Ms. Li Liu and Mr. Jianting Li as executive Directors; (ii) Mr. Byron Ye and Mr. Sirui Li as non-executive Directors; and (iii) Mr. Gang Shen, Mr. Haiquan Wu and Mr. Yuanxin Zhang as independent non-executive Directors.