

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.

SHEN YOU HOLDINGS LIMITED

申酉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8377)

APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Shen You Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Shane McGrath (“**Mr. McGrath**”) will be appointed as an executive Director with effect from 3 January 2022.

The biographical details of Mr. McGrath are set out as follows:

Mr. Shane McGrath, aged 43, has over 20 years of experience in the horse racing and breeding industry in Australia. Mr. McGrath has been the chief executive officer of Aquis Farm since May 2017 and will resign from such position with effect from 31 December 2021. He was a bloodstock sales manager at Coolmore Australia from November 2009 to May 2017 and a general manager at Eliza Park Stud from March 2000 to March 2009.

At Eliza Park Stud, in addition to the development of a successful pre-training and racing division, Mr. McGrath oversaw the stallion operation from a three-stallion roster to 12 during his tenure. Under his leadership, Eliza Park Stud became one of the most recognized stud farms in Victoria, Australia with participation from local and international partners Mr. McGrath introduced.

At Coolmore Australia, Mr. McGrath promoted successfully the syndication concept with an aim to achieve risk sharing and capital participation in its stallion portfolio and assisted in raising fresh capital for expansion. Two of the most famous stallion syndicates promoted by Mr. McGrath were retired champion racehorses “Pierro” and “So You Think”.

During his tenure at Aquis Farm, Mr. McGrath was the chief executive officer and oversaw a team of approximately 150 staff. He led the team and established stud bases in different states across eastern Australia, most notably a Hunter Valley base in the state of New South Wales, in partnership with Emirates Park in which the stallion careers of Invader and Spieth were launched. In addition, at the Canungra headquarters in the state of Queensland, inaugural stallion “Spill The Beans” served a record number of mares in his first season and also subsequently became the champion first season sire in Queensland. Mr. McGrath was also instrumental in selecting high calibre racehorses for Aquis Farm including Farnan, Anders, Prague, Sunlight, Fundamentalist, Houtzen, Away Game, Osamu and Holyfield. Under Mr. McGrath’s leadership, Invader, The Mission, Divine Prophet, Spieth have commenced their stallion careers.

Mr. McGrath has entered into a service agreement with the Company (the “**Service Agreement**”) for an initial term of three years which will commence from 3 January 2022 (the “**Commencement Date**”) and shall continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. He is also subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years according to the articles of association of the Company, the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and other applicable laws.

Mr. McGrath is entitled to a Director’s remuneration of AUD400,000 per annum. Mr. McGrath is also entitled to a sign up and performance bonus payment of 1% of the adjusted average market capitalisation of the Company, as calculated by the 21-day average closing price per share of the Company (the “**Share(s)**”) as quoted on the Stock Exchange up to and inclusive of 30 June 2023, multiplied by the number of issued shares of the Company as at 31 December 2021 (as may be adjusted for any capital reorganisation which may be carried out by the Company from time to time and become effective during the period from 31 December 2021 to 30 June 2023 (both days inclusive)), to be payable by the Company in cash on 3 January 2024, provided that:

- (i) the benchmarked market capitalisation of the Company, as calculated by the 21-day average closing price per Share as quoted on the Stock Exchange up to and inclusive of 30 June 2023, multiplied by the number of the then issued shares of the Company as at 30 June 2023 (after deduction of such additional number of issued shares of the Company which may be allotted and issued as a result of any capital issuance in cash or other equity fundraising activities which may be conducted by the Company from time to time during the period from the date of the Service Agreement to 30 June 2023 (both days inclusive)), exceeds HK\$250,000,000; and
- (ii) Mr. McGrath remains as a Director as at 3 January 2024.

On the Commencement Date and subsequently at each anniversary of the Commencement Date during the initial term of three years, Mr. McGrath will be granted share options entitling him to subscribe for Shares equivalent to 1% of the then issued share capital of the Company under any share option scheme from time to time adopted by the Company, provided that Mr. McGrath remains as a Director as at the date of such grant. Further announcement(s) will be made by the Company as and when appropriate in relation to the grant of share options in compliance with the GEM Listing Rules.

The remuneration payable to Mr. McGrath is determined by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board with reference to his duties and responsibilities, experience and time commitment to the Group as well as the remuneration benchmark in the industry and the prevailing market conditions, and shall be reviewed by the Remuneration Committee from time to time.

Save as disclosed herein, as at the date of this announcement, Mr. McGrath:

- (i) does not hold any position in the Company or other members of the Group;
- (ii) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas;
- (iii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and
- (iv) does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to Mr. McGrath’s appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to extend its warmest welcome to Mr. McGrath for joining the Company.

By order of the Board
Shen You Holdings Limited
Mr. Wong Kwok Wai, Albert
*Chairman, chief executive officer and
executive Director*

Hong Kong, 6 December 2021

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Wong Kwok Wai, Albert, Mr. Chan Yiu Tung, Enoch, Mr. Leung King Yue, Alex and Mr. Ma Pok Man Josiah; and three independent non-executive Directors, namely, Mr. Sung Alfred Lee Ming, Mr. Chan Tsun Choi, Arnold and Mr. Chow Chin Hang, Joel.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and be posted on the website of the Company at www.shenyouholdings.com.