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SHEN YOU HOLDINGS LIMITED

申酉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8377)

ANNOUNCEMENT OF QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 31 MARCH 2021

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors (the “**Directors**”) of Shen You Holdings Limited (the “**Company**”) 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 (the “**GEM Listing Rules**”) 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.*

FINANCIAL HIGHLIGHTS

For the three months ended 31 March 2021, the unaudited operating results of the Company and its subsidiaries (collectively, the “**Group**”) were as follows:

- revenue recorded for the three months ended 31 March 2021 amounted to approximately HK\$14.2 million;
- loss after taxation for the three months ended 31 March 2021 amounted to approximately HK\$15.2 million; and
- basic and diluted loss per share of the Company for the three months ended 31 March 2021 was approximately HK4.99 cents.

FIRST QUARTERLY RESULTS

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated financial results of the Group for the three months ended 31 March 2021 together with the comparative unaudited figures for the corresponding period in 2020, which are presented in Hong Kong dollars (“**HK\$**”) as follows:

Unaudited Condensed Consolidated Statement of Profit or Loss

For the three months ended 31 March 2021

	Notes	For the three months ended 31 March	
		2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Revenue	3	14,186	8,114
Cost of sales		<u>(11,660)</u>	<u>(6,843)</u>
Gross profit		2,526	1,271
Other income and gains	4	770	939
Selling and distribution expenses		(1,482)	(1,354)
Administrative expenses		(5,097)	(3,273)
Other expenses		(638)	(237)
Finance costs	5	(144)	(203)
Impairment loss on goodwill	6	<u>(11,128)</u>	<u>–</u>
LOSS BEFORE TAX	7	(15,193)	(2,857)
Income tax credit	8	<u>–</u>	<u>–</u>
LOSS FOR THE PERIOD		<u>(15,193)</u>	<u>(2,857)</u>
LOSS ATTRIBUTABLE TO OWNERS OF THE PARENT		<u>(15,193)</u>	<u>(2,857)</u>
			(Restated)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT	10		
Basic and diluted (expressed in HK cents per share)		<u>(4.99)</u>	<u>(1.79)</u>

Unaudited Condensed Consolidated Statement of Comprehensive Income

For the three months ended 31 March 2021

	For the three months ended 31 March	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
LOSS FOR THE PERIOD	<u>(15,193)</u>	<u>(2,857)</u>
OTHER COMPREHENSIVE LOSS		
Exchange differences on translation of foreign operations	<u>(463)</u>	<u>(1,161)</u>
OTHER COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX	<u>(463)</u>	<u>(1,161)</u>
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	<u>(15,656)</u>	<u>(4,018)</u>
ATTRIBUTABLE TO OWNERS OF THE PARENT	<u>(15,656)</u>	<u>(4,018)</u>

Unaudited Condensed Consolidated Statement of Changes in Equity

For the three months ended 31 March 2021

	Share capital HK\$'000	Share premium HK\$'000	Merger reserve HK\$'000	Statutory surplus reserve HK\$'000	Exchange fluctuation reserve HK\$'000	Accumulated losses HK\$'000	Total equity HK\$'000
As at 1 January 2020 (audited)	8,000	57,751	(1,000)	5,670	6,037	(33,986)	42,472
Loss for the period	-	-	-	-	-	(2,857)	(2,857)
Other comprehensive loss for the period:							
Exchange differences on translation of foreign operations	-	-	-	-	(1,161)	-	(1,161)
Total comprehensive loss for the period	-	-	-	-	(1,161)	(2,857)	(4,018)
As at 31 March 2020 (unaudited)	<u>8,000</u>	<u>57,751</u>	<u>(1,000)</u>	<u>5,670</u>	<u>4,876</u>	<u>(36,843)</u>	<u>38,454</u>
As at 1 January 2021 (audited)	12,000	68,392	(1,000)	5,670	10,127	(49,581)	45,608
Loss for the period	-	-	-	-	-	(15,193)	(15,193)
Other comprehensive loss for the period:							
Exchange differences on translation of foreign operations	-	-	-	-	(463)	-	(463)
Total comprehensive loss for the period	-	-	-	-	(463)	(15,193)	(15,656)
Issue of consideration shares for acquisition	3,372	22,256	-	-	-	-	25,628
Issue of new shares under general mandate	2,400	11,521	-	-	-	-	13,921
As at 31 March 2021 (unaudited)	<u>17,772</u>	<u>102,169</u>	<u>(1,000)</u>	<u>5,670</u>	<u>9,664</u>	<u>(64,774)</u>	<u>69,501</u>

Notes to the Unaudited Condensed Consolidated Financial Statements

For the three months ended 31 March 2021

1. CORPORATE AND GROUP INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (as revised) of the Cayman Islands on 18 August 2016. The registered office address of the Company is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands.

The Company is an investment holding company. During the period, the Company's subsidiaries were principally engaged in the manufacture and trading of sewing threads and broad categories of garment accessories and also in the provision of interior design, fitting out and decoration services.

In the opinion of the Directors, the ultimate holding company of the Group is Three Gates Investment Limited, which was incorporated in the British Virgin Islands ("BVI") with limited liability and is controlled by Mr. Wong Kwok Wai, Albert.

As at the date of this announcement, the Company has direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the particulars of which are set out below:

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary/ paid-up/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Strat Tech Holdings Limited	BVI	US\$1	100%	–	Investment holding
Shen You (China) Limited	Hong Kong	HK\$10,000,000	100%	–	Investment holding
Tseyu International Trading Company Limited	Hong Kong	HK\$45,000,000	–	100%	Trading of sewing threads and broad categories of garment accessories
Newchamp Industries Limited	Hong Kong	HK\$30,000,000	–	100%	Trading of sewing threads
Clolab International Limited	Hong Kong	HK\$10,000	–	100%	Dormant
Cheerful Keen Limited	BVI	US\$1	–	100%	Trading of sewing threads and broad categories of garment accessories

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary/ paid-up/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Guangzhou Xinhua Thread Company Limited*	People's Republic of China (the "PRC")/Mainland China	HK\$56,250,000	–	100%	Manufacture and trading of sewing threads and broad categories of garment accessories
申酉辰鑫企業(上海)有限公司*	PRC/Mainland China	HK\$5,000,000	–	100%	Investment holding
杭州新裕線業有限公司	PRC/Mainland China	RMB500,000	–	100%	Trading of sewing threads and broad categories of garment accessories
Diamond Motto Limited	BVI	US\$300	100%	–	Investment holding
LMP International Limited	Hong Kong	HK\$1	–	100%	Provision of interior design, fitting out and decoration services

* Registered as wholly-foreign-owned enterprises under PRC law.

2. BASIS OF PREPARATION

- (a) These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards ("HKASs") and interpretations (hereinafter collectively referred to as the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and the Companies Ordinances.
- (b) In January 2020, the Independent Commission Against Corruption (the "ICAC") conducted a search of the registered office of the Company and the Company's chairman and chief executive officer was under investigation (the "Investigation") with no prosecution issued by the ICAC up to the date of approval of these consolidated financial statements.

As at the date of this announcement, the ICAC investigation is still ongoing. The Company will make further announcement(s) as and when appropriate pursuant to the requirements under the GEM Listing Rules.

In the opinion of the directors of the Company (the "Directors"), the Investigation does not have material impact to these financial statements.

The accounting policies adopted in preparing the unaudited consolidated results for the three months ended 31 March 2021 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2020.

3. OPERATING SEGMENT INFORMATION

The Group identifies its operating segments and prepared segment information based on the regular internal financial information reported to the Group's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance.

The Group has two reportable segments as follows:

Manufacture and trading of threads	— manufacture and trading of high performance sewing threads and broad categories of garment accessories
Interior design and decoration	— trading of furnishing and the provision of interior design, fitting out and decoration services

Segment profit or loss does not include unallocated corporate results. Information about reportable segment profit or loss:

Information about reportable segment profit or loss:

	Three months ended 31 March					
	Manufacturing and trading of threads		Interior design and decoration		Total	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (audited)	2020 HK\$'000 (unaudited)	2021 HK\$'000 (audited)	2020 HK\$'000 (unaudited)
Revenue from external customers	11,642	8,114	2,544	—	14,186	8,114
Segment profit/(loss)	<u>(1,629)</u>	<u>(1,386)</u>	<u>(594)</u>	<u>—</u>	<u>(2,223)</u>	<u>(1,386)</u>

Reconciliations of reportable segment profit or loss:

	Three months ended 31 March	
	2021 HK\$'000 (unaudited)	2020 HK\$'000 (unaudited)
Total loss of reportable segments	2,223	1,386
Unallocated corporate results	<u>12,970</u>	<u>1,471</u>
Consolidated loss for the period	<u>15,193</u>	<u>2,857</u>

An analysis of revenue by geographic location, based on shipping destination and location of service provided, is set out below:

	Three months ended	
	31 March	
	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
PRC	6,151	4,366
Overseas	4,477	2,948
Hong Kong	3,558	800
	<hr/>	<hr/>
	14,186	8,114
	<hr/> <hr/>	<hr/> <hr/>

4. OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

	Three months ended	
	31 March	
	2021	2020
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Exchange gains, net	193	608
Gross rental income	527	295
Others	50	36
	<hr/>	<hr/>
	770	939
	<hr/> <hr/>	<hr/> <hr/>

5. FINANCE COSTS

An analysis of finance costs is as follows:

	For the three months ended 31 March	
	2021	2020
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Interest on bank loans and overdrafts	62	116
Interest on lease liabilities	82	87
	<u>144</u>	<u>203</u>

6. IMPAIRMENT LOSS OF GOODWILL

During the three months ended 31 March 2021, the Group recognised an impairment loss of HK\$11,128,000 in relation to the goodwill arising on the acquisition of Diamond Motto Limited. Details of the acquisition are set out in the Company's circular dated 12 January 2021 and the announcement dated 9 February 2021.

In connection with the acquisition of Diamond Motto Limited, 67,441,860 consideration shares were transferred at the issue price of HK\$0.215 each. The difference between (i) the grant date fair value of the consideration shares for the Acquisition of Diamond Motto Limited as determined based on the closing price of HK\$0.38 per share of the Company on the completion date and (ii) the issue price of HK\$0.215 per consideration share pursuant to the sale and purchase agreement for the Acquisition of Diamond Motto Limited, has resulted in an increase in the goodwill and share premium by the same amount of approximately HK\$11,128,000.

Given such unexpected increase in the total consideration transferred for Acquisition of Diamond Motto Limited, from HK\$14,500,000, being the consideration as stipulated in sale and purchase agreement for the acquisition of Diamond Motto Limited, to HK\$25,628,000, being the fair value of the consideration having been transferred, and the fact that there have been no other substantial changes in relation to the Acquisition of Diamond Motto Limited from the date of acquisition to the Completion Date, the Directors of the Company considered there is an indicator of which the goodwill may be impaired. According to the impairment assessment made on the Completion Date, the Directors of the Company concluded that the carrying amount of the Diamond Motto Limited exceeded its recoverable amount of HK\$14,500,000 and an impairment loss on goodwill of HK\$11,128,000 had been charged to profit or loss during the three months ended 31 March 2021.

7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/ (crediting):

	For the three months ended	
	31 March	
	2021	2020
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Cost of inventories sold	9,487	6,843
Depreciation of fixed assets	407	356
Depreciation of right-of-use assets	353	446
Lease payments not included in the measurement of lease liabilities	107	–
Auditor's remuneration	105	450
Employees' benefit expenses (excluding Directors' remuneration)	5,062	3,645
Net exchange gain	(192)	(608)
Loss on disposal of fixed assets	–	124
	<u> </u>	<u> </u>

8. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which subsidiaries of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in the Cayman Islands and BVI.

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2018/2019. The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Pursuant to the PRC Income Tax Law and the respective regulations, the subsidiaries which operate in Mainland China are subject to corporate income tax at a rate of 25% on the taxable income.

	For the three months ended 31 March	
	2021 <i>HK\$'000</i> (unaudited)	2020 <i>HK\$'000</i> (unaudited)
Current — Hong Kong and Mainland China	—	—
Deferred	—	—
	<u>—</u>	<u>—</u>
Tax credit	<u>—</u>	<u>—</u>

9. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2021.

10. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT

	For the three months ended 31 March	
	2021 (unaudited)	2020 (unaudited)
Loss attributable to owners of the parent (HK\$'000)	<u>15,193</u>	<u>2,857</u>
		(Restated)
Weighted average number of ordinary shares for the purpose of basic loss per share	<u>304,350,387</u>	<u>160,000,000</u>
Basic and diluted loss per Share (HK cents)	<u>4.99</u>	<u>1.79</u>

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in the manufacturing and selling of high performance sewing threads. It currently manufactures polyester sewing threads, which are mainly used for garments. The major product of the Group is 100% spun polyester sewing threads. Other types of sewing threads are also offered, including textured polyester series, elastic filament sewing threads and weft yarn. The Group's customers are located in the People's Republic of China (the "PRC"), Hong Kong as well as overseas countries, including the United Arab Emirates ("UAE"), Mauritius and Switzerland. While the Group's customers in the PRC and Hong Kong are mainly garment manufacturers, its overseas customers are mainly wholesalers. The production facilities of the Group, where the sewing threads manufacturing process is conducted, are located in Liwan, Guangzhou (the "**Guangzhou Production Facilities**").

To diversify our business focus, the Group has completed an acquisition for the acquisition of 100% of equity interest of Diamond Motto Limited ("DML") and its subsidiary, LMP International Limited (collectively, the "**DML Group**") on 9 February 2021. DML Group is principally engaged in the provision of interior design, fitting out and decoration services. The Group consider that there is a growing popularity of interior design, fitting-out and decoration in commercial, residential and public sectors in Hong Kong and the Greater Bay Area to seek individuality and style. Hence, the Group expected the new line of business can diversify its existing business portfolio and to increase source of income.

For the three months ended 31 March 2021, the Group's recorded an unaudited revenue of approximately HK\$14.2 million, representing an increase of approximately 74.8% as compared with approximately HK\$8.1 million for the three months ended 31 March 2020. The increase in revenue is mainly attributable to successful completion of the acquisition of DML Group and the recovery of the sewing threads business due to the tension of COVID-19 seemed to be abating. The gross profit margin increased to approximately 17.8% for the three months ended 31 March 2021 from approximately 15.7% for the same period in the preceding year.

The loss attributable to the owners of the parent increased to approximately HK\$15.2 million for the three months ended 31 March 2021 from approximately HK\$2.9 million for the same period in 2020, representing a increase of approximately 431.8%. Such increase was primarily due to the impairment loss of goodwill and increase of administrative cost.

FINANCIAL REVIEW

Revenue

The revenue was generated from the segment of manufacturing and trading of threads product and interior design and decoration. The following table sets out a breakdown of the Group's revenue attributable to two business segments of the Group of the three months ended 31 March 2020 and 2021.

	Three months ended 31 March				Rate of change %
	2021		2020		
	HK\$'000	% of total revenue	HK\$'000	% of total revenue	
Manufacturing and trading of threads	11,642	82.1	8,114	100.0	43.5
Interior design and decoration	2,544	17.9	–	–	–
	<u>14,186</u>	<u>100.0</u>	<u>8,114</u>	<u>100.0</u>	<u>74.8</u>

Manufacturing and trading of threads

The revenue attributable to the manufacturing and trading of threads increased to approximately HK\$11.6 million for the three months ended 31 March 2021 from approximately HK\$8.1 million for the three months ended 31 March 2020, representing an increase of approximately 43.5%. The revenue increase was mainly attributable to the increase in sales in PRC market and the overseas market due to the tension of COVID-19 seemed to be abating.

Interior design and decoration

The Group completed the acquisition of Diamond Motto Limited on 9 February 2021. No revenue recorded for the segment of interior design and decoration was recorded for the three months ended 2020 and the revenue for the three months ended 2021 is covered the period from 9 February 2021 to 31 March 2021. The revenue attributable to the interior design decoration for the three months ended 31 March 2021 was HK\$2.5 million.

Cost of sales

The Group's cost of sales primarily consists of direct material costs, processing fees, direct labour costs and welfare and social insurance. The following table sets out a breakdown of the Group's cost of sales attributable to two business segments of the Group of the three months ended 31 March 2020 and 2021.

	Three months ended 31 March		
	2021 HK\$'000	2020 HK\$'000	Rate of change %
Manufacturing and trading of threads	9,487	6,843	38.6
Interior design and decoration (<i>Note</i>)	2,172	–	–
	<u>11,659</u>	<u>6,843</u>	<u>58.7</u>

Manufacturing and trading of threads

The cost of sales attributable to the manufacturing and trading of threads increase to approximately HK\$9.5 million for the three months ended 31 March 2021 from approximately HK\$6.8 million for the three months ended 31 March 2020, representing an increase of 38.6%. The cost of sales for the manufacturing and trading of threads increased due to the significant increase in sale for the period.

Interior design and decoration

The cost of sales attributable to the interior design decoration for the three months ended 31 March 2021 was HK\$2.1 million. No revenue recorded for the three months ended 31 March 2020 due to Group completed the acquisition of Diamond Motto Limited during this period.

Gross profit and gross profit margin

The Group's gross profit increased to approximately HK\$2.5 million for the three months ended 31 March 2021 from approximately HK\$1.3 million for the three months ended 31 March 2020, representing an increase of approximately 98.7%. The increase in gross profit was mainly attributable to the significant increase in sales for the segment of manufacturing and trading of threads and the new segment of interior design and decoration segment acquired by the Group during the three months ended 31 March 2021. The gross profit margin increased to approximately 17.8% for the three months ended 31 March 2021 from approximately 15.7% for the three months ended 31 March 2020 was mainly attributable to the increase of gross profit margin for the segment of manufacturing and trading of threads.

Other income and gains, net

The Group recorded other income and gains, net of approximately HK\$0.8 million for the three months ended 31 March 2021 as compared with other income and gains, net of approximately HK\$0.9 million for the three months ended 31 March 2020. Such fluctuation was mainly attributable to the recognition of exchange gain of approximately HK\$0.2 million for the three months ended 31 March 2021 while an exchange gain of approximately HK\$0.6 million was recorded for the same period in the preceding year.

Selling and distribution expenses

Selling and distribution expenses mainly consist of staff costs of the sales department and transportation expenses. Selling and distribution expenses increased to approximately HK\$1.5 million for the three months ended 31 March 2021 from approximately HK\$1.4 million for the three months ended 31 March 2020, representing an increase of approximately 7.1%. The increase in the Group's selling and distribution expenses was mainly attributable to the slightly increase of staff costs.

Administrative expenses

Administrative expenses primarily consist of staff costs, audit fee, Directors' remuneration and legal and professional fees. Administrative expenses increased to approximately HK\$5.1 million for the three months ended 31 March 2021 from approximately HK\$3.3 million for the three months ended 31 March 2020, representing an increase of approximately 55.7%. Such decrease was mainly attributable to the increase in staff costs for the new business segment and increase in legal and professional fee of the acquisition of the new business segment during the period.

Loss before income tax

As a result of the aforesaid, the Group recorded a loss before income tax of approximately HK\$15.2 million for the three months ended 31 March 2021, representing an increase of approximately 431.8% from approximately HK\$2.9 million for the same period of the preceding year.

Total comprehensive loss attributable to the owners of the parent

The total comprehensive loss attributable to owners of the parent was approximately HK\$15.7 million for the three months ended 31 March 2021. In comparison, for the corresponding period in 2020, a total comprehensive loss of approximately HK\$4.0 million was recorded. Such change was mainly due to the impairment loss of goodwill during the acquisition and the combined effect of increase in the Group's loss for the three months ended 31 March 2021 mentioned above.

Basic and diluted loss per Share

The Company's basic and diluted loss per Share for the three months ended 31 March 2021 was approximately HK4.99 cents (2020: HK1.79 cents (restated)), representing an increase of approximately HK3.20 cents, or approximately 178.8%, which was primarily due to the decrease in loss for the three months ended 31 March 2021.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2021.

CAPITAL STRUCTURE

On 9 February 2021, the Group has completed the acquisition of 100% equity interest in Diamond Motto Limited by the allotment and issuance of an aggregate of 67,441,860 consideration shares and the closing price of the Company's share on the acquisition date was HK\$0.38. Details of the acquisition are set out in the Company's circular dated 12 January 2021 and the announcement dated 9 February 2021.

On 19 January 2021, the Company entered into the subscription agreement with the subscriber, pursuant to which the subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 24,000,000 new Shares at the subscription Price of HK\$0.30 per subscription share. Also, the placing agent and the Company entered into the placing agreement, pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 24,000,000 placing shares at the placing price of HK\$0.30 per placing share to not less than six placees who and whose beneficial owners shall be Independent Third Parties. The subscription and placing of the new shares has been completed on 11 February 2021. Details of the subscription and placing of the new shares are set out in the announcements of the Company dated 19 January 2021, 2 February 2021 and 11 February 2021.

As at 31 March 2021, the Company's issued share capital amounted to approximately HK\$17.8 million, divided by 355,441,860 Shares of HK\$0.05 each.

SIGNIFICANT INVESTMENTS

As at 31 March 2021, the Group did not hold any significant investments (as at 31 March 2020: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group is exposed to foreign currency risk when it enters into transactions which are not denominated in the Group's functional currency. Such exposure mainly relates to the distribution and sale of the Group's products and purchases of raw materials in the PRC. As at 31 March 2021, the Group did not have a foreign currency hedging policy. Yet, the Group's management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

CONTINGENT LIABILITIES

As at 31 March 2021, the Group did not have material contingent liabilities (as at 31 March 2020: Nil).

FUTURE PLANS AND PROSPECTS

For the existing principal business of manufacturing and selling of sewing threads, the Group has experienced some difficulties owing to the outbreak of the coronavirus ("COVID-19") pandemic and uncertainties due to the ongoing trade conflict between the People's Republic of China (the "PRC") and the United States of America ("U.S.") as well as the gradual slowdown of the PRC economy. In coming year, although the tension of COVID-19 seemed to be abating, we expect that the trade conflict between the PRC and the US and the COVID-19 will still continue impacting our business. The Group will continue to pay close attention to the trade conflict and COVID-19 and to evaluate its impact on the financial position, cashflows and operating result of this business line.

On the other hand, the Group has completed the acquisition for the DML Group which engaged in the provision of interior design, fitting out and decoration services on February 2021. The Group consider that there is a growing popularity of interior design, fitting-out and decoration in commercial, residential and public sectors in Hong Kong and the Greater Bay Area to seek individuality and style. Hence, the Group expected the new line of business can diversify its existing business portfolio and to increase source of income.

The Group would continue to review the existing businesses of the Group from time to time with a view to improving the business operation and financial position of the Group. The Group is in the course of feasibility study to invest in new business related to quality thoroughbred, acquire the horse racing and breeding operations. The Board considers that it is beneficial for the Group to seek suitable investment opportunities with a view to increasing the value of the Group and maximising returns to the Shareholders.

OTHER INFORMATION

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY ASSOCIATED CORPORATION

As at 31 March 2021, the interests or short positions of each of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “SFO”), which were (a) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO); or (b) required to be recorded in the register required to be kept under section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long position in the Shares and Underlying Shares

Name of Director	Nature of interest/holding capacity	Number of ordinary Shares held	Percentage of issued share capital of the Company (Note 1)
Mr. Wong Kwok Wai, Albert	Interest of a controlled corporation	120,000,000 (L) (Note 2)	33.76%
Mr. Leung King Yue, Alex	Beneficial owner	10,000,000 (L)	2.81%

Notes:

1. As at the date of this announcement, the Company’s issued ordinary share capital was HK\$17,772,093 divided into 355,441,860 Shares of HK\$0.05 each.
2. Three Gates Investment Limited (“**Three Gates Investment**”), a company incorporated in the British Virgin Islands on 15 August 2016, is wholly and beneficially owned by Mr. Wong Kwok Wai, Albert (“**Mr. Wong**”), who is the chairman and an executive Director of the Company. Therefore, Mr. Wong is deemed to be interested in 120,000,000 Shares held by Three Gates Investment by virtue of the SFO.

Save as disclosed above, as at 31 March 2021, none of the Directors or the chief executive of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Exchange according to rules 5.46 to 5.67 of the GEM Listing Rules.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

To the best knowledge of the Directors, as at 31 March 2021, the following persons or corporations (other than the Directors and the chief executive of the Company) who had interests and/or short positions in the shares or underlying shares of the Company which would be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

Long position in the Shares and Underlying Shares

Name of Substantial Shareholder	Nature of interest/ Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company (Note 1)
Three Gates Investment	Beneficial owner	120,000,000 (Notes 2, 3)	33.76%
Gold-Face Finance Limited	Person having a security interest in Shares	80,000,000 (Notes 3, 4)	22.51%
Upbest Credit and Mortgage Limited	Person having a security interest in Shares	80,000,000 (Notes 3, 4)	22.51%
Good Foundation Company Limited	Person having a security interest in Shares	80,000,000 (Notes 3, 4)	22.51%
Upbest Strategic Company Limited	Person having a security interest in Shares	80,000,000 (Notes 3, 4)	22.51%

Name of Substantial Shareholder	Nature of interest/ Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company (Note 1)
Upbest Financial Holdings Limited	Person having a security interest in Shares	80,000,000 (Notes 3, 4)	22.51%
Upbest Group Limited	Person having a security interest in Shares	80,000,000 (Notes 3, 4)	22.51%
Mr. Leong Chi Wai	Interest of controlled corporation	17,875,972 (Note 5)	5.03%
Glory Radiance International Limited	Beneficial owner	17,875,972 (Note 5)	5.03%
Fung Wing Cheung, Tony	Beneficial owner	24,000,000	6.75%

Notes:

1. As at the date of this announcement, the Company's issued ordinary share capital was HK\$17,772,093 divided into 355,441,860 Shares of HK\$0.05 each.
2. Three Gates Investment is wholly and beneficially owned by Mr. Wong, who is the chairman and an executive Director of the Company. Therefore, Mr. Wong is deemed to be interested in 120,000,000 Shares held by Three Gates Investment by virtue of his 100% shareholding interest in Three Gates Investment.
3. 80,000,000 Shares held by Three Gates Investment have been charged in favour of Gold-Face Finance Limited ("**Gold-Face**") as security for a loan granted in favour of Mr. Wong Kwok Wai, Albert, the chairman, chief executive officer, executive director and controlling shareholder of the Company.
4. As Gold-Face is wholly-owned by Upbest Credit and Mortgage Limited, which in turn is wholly-owned by Upbest Strategic Company Limited and Good Foundation Company Limited in equal parts, which in turn are both wholly-owned by Upbest Financial Holdings Limited, which in turn is wholly-owned by Upbest Group Limited, Upbest Credit and Mortgage Limited, Upbest Strategic Company Limited, Good Foundation Company Limited, Upbest Financial Holdings Limited and Upbest Group Limited are all deemed to be interested in the security interest in the 80,000,000 Shares charged in favour of Gold-Face by virtue of the SFO.
5. Glory Radiance International Limited ("**Glory Radiance**") is wholly and beneficially owned by Mr. Leong Chi Wai. Mr. Leong Chi Wai is deemed to be interested in the 17,875,972 Shares held by Glory Radiance by virtue of the SFO.

Save as disclosed above, as at 31 March 2021, the Directors are not aware of any interests and short positions owned by other parties, other than a Director or the chief executive of the Company who held interests or short positions in the shares and the underlying shares of the Company which were required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESSES

The Directors and the controlling shareholders of the Company have confirmed that for the three months ended 31 March 2021 and up to the date of this announcement, none of the Directors, controlling shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules), engaged in any business that competes or may compete with the business of the Group, or had any other conflict of interest with the Group.

CORPORATE GOVERNANCE PRACTICES

The Board believes that cultivating and maintaining a culture focused on good corporate governance is essential to effect strong business growth and continue the efficient management of the Company. The Directors are of the view that strong corporate governance practices can safeguard the interests of and ensure accountability to the Shareholders as a whole.

The corporate governance code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules has been adopted by the Board. Nevertheless, the Directors are committed to regularly reviewing its corporate governance practices to ensure conformity with the standard set out in the CG Code, as well as meeting the rising expectation of the Shareholders and other stakeholders of the Company.

Except for the deviation from code provision A.2.1 of the CG Code, the Board is of the view that the Company has complied with the code provisions of the CG code for the three months ended 31 March 2021.

Mr. Wong Kwok Wai, Albert is the chairman of the Board and the chief executive officer of the Company and has been involved in the daily operations management of the Group since 2008. The Directors believe that vesting the roles of the chairman of the Board and the chief executive officer of the Company in Mr. Wong will ensure strong and consistent leadership, facilitate the Group's business strategies and boost the effectiveness of its operation. The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company when such role splitting is beneficial to the Group as a whole.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the standard of dealings regarding securities transactions by the Directors equivalent to the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Directors have all confirmed, having been made specific enquiry by the Company, that they have complied with the required standard of dealings and the required standard concerning securities transactions by the Directors for the three months ended 31 March 2021.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2021.

CONNECTED TRANSACTION

Shareholder's loan agreement between Mr. Wong and Tseyu International

On 31 March 2020, Mr. Wong Kwok Wai, Albert, a controlling shareholder of the Company and an executive Director ("**Mr. Wong**"), and Tseyu International Trading Company Limited ("**Tseyu International**"), a wholly-owned subsidiary of the Company, entered into a shareholder's loan agreement in respect of the shareholder's loans provided by Mr. Wong to Tseyu International. The shareholder's loans, amounting to HK\$19,171,000, are interest-free, unsecured and repayable in cash on demand. As the shareholder's loans were provided on normal commercial terms or better and were not secured by the assets of the Group, the shareholder's loans are fully exempt under Chapter 20 of the GEM Listing Rules. Details of the shareholder's loan agreement are set out in the circular dated 16 February 2021.

Loan agreement between Mr. Wong and Guangzhou Xinhua

On 31 March 2020, Mr. Wong and Guangzhou Xinhua Thread Company (廣州新華線業有限公司) (“**Guangzhou Xinhua**”), a wholly-owned subsidiary of the Company, entered into a loan agreement in relation to the intra-group current accounts balance in a sum of RMB16,760,277 (equivalent to HK\$18,603,907) due from Mr. Wong to Guangzhou Xinhua. It was agreed that, among other things, interest shall be payable by Mr. Wong to Guangzhou Xinhua to be accrued at a rate of 2% per annum on the outstanding current accounts balance from the date of the loan agreement and the current accounts balance shall be repaid by Mr. Wong within three years from the date of the loan agreement. Such loan agreement has been approved by the independent shareholders based on Chapter 20 of the GEM Listing Rules. Details of the loan agreement are set out in the circular dated 16 February 2021 and announcements of the Company dated 8 March 2021.

Save as disclosed above, there are no other transactions for the three months ended 31 March 2021 under the definition of connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules. The Company confirms that it has complied with the applicable disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

EVENTS AFTER REPORTING DATE

There are no material subsequent events undertaken by the Group after 31 March 2021 and up to the date of this announcement.

AUDIT COMMITTEES

The audit committee of the Company (the “**Audit Committee**”) was established pursuant to rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The Audit Committee is mainly responsible for reviewing financial information, monitoring the Company’s financial reporting system and internal control procedures and maintaining the relationship with the Company’s auditors.

The Audit Committee consists of three independent non-executive Directors, namely, Mr. Sung Alfred Lee Ming (the chairman), Mr. Chan Tsun Choi, Arnold and Mr. Chow Chin Hang, Joel. No member of the current Audit Committee is a member of the previous independent auditor of the Company. The Audit Committee has reviewed this announcement as well as the unaudited first quarterly results of the Group for the three months ended 31 March 2021.

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

Hong Kong, 12 May 2021

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Wong Kwok Wai, Albert, Mr. Chan Yiu Tung, Enoch and Mr. Leung King Yue, Alex and three independent nonexecutive 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 Company Announcements” 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.shenyoutholdings.com.