

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.



SUNLEY HOLDINGS LIMITED

新利控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1240)

POSITIVE PROFIT ALERT

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the shareholders and potential investors of the Company that the Group is expected to record a significant increase in revenue and net profit for the financial year ending 31 March 2014 as compared to that of the financial year ended 31 March 2013.

Shareholders and potential investors of the Company should note that the Statement has not been reported on and the Statement does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on the Statement in assessing the merits and demerits of the Offer, and are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Sunley Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rule**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

Further to the Company's profit alert announcement dated 28 October 2013 and the interim results announcement dated 25 November 2013, it is disclosed that, among other things, the Group recorded a profit for the six months ended 30 September 2013, which increase significantly when compare to that for the six months ended 30 September 2012. The board (the "**Board**") of directors (the "**Directors**") of the Company wishes to inform the shareholders and potential investors of the Company that, based on the unaudited consolidated management accounts of the Company and existing construction contracts of the Group, the Group is expected to record a significant increase in revenue and net profit for the financial year ending 31 March 2014 as compared to that of the financial year ended 31 March 2013 (the "**Statement**"), unless there is any material adverse change to the Group from the date of this announcement to 31 March 2014. The expectation of increase in revenue and net profit is mainly attributable to the increase in average contract sum of the construction projects that contributed to the revenue and net profits to the Group, as compared to that of the financial year ended 31 March 2013.

As the financial year ending 31 March 2014 has not yet ended, the annual results of the Group for the financial year ending 31 March 2014 are not yet available. The information contained in this announcement is only a preliminary assessment by the management of the Company based on the unaudited consolidated management accounts of the Group, which have not yet been audited or reviewed by the auditors of the Company or audit committee of the Company, and may be subject to adjustments. Further details of the Group's performance will be disclosed when the annual results of the Company for the financial year ending 31 March 2014 is announced.

With the publication of announcement dated 14 February 2014 issued jointly by the Company and CNQC Development Limited (the "**Offeror**") in relation to, among other things, possible mandatory unconditional cash offer by The Hongkong and Shanghai Banking Corporation Limited on behalf of the Offeror to acquire all the issued shares in the issued share capital of the Company (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it) (the "**Offer**"), the offer period has commenced since 14 February 2014 and the Statement constitutes a profit forecast under Rule 10 of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"), and must be reported on by the auditors of the Company and its financial adviser.

In view of the requirements of timely disclosure of the inside information under Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO and the practical difficulties in terms of the additional time required for the preparation of the reports by the Company's auditors and its financial adviser in respect of the Statement, the relevant reports have not been prepared as required under Rule 10 of the Takeovers Code. The Statement will be reported on in compliance with the requirements of the Takeovers Code as soon as practicable and the relevant reports will be contained in the composite document to be issued by the Offeror and the Company in respect of the Offer which is expected to be issued on or before 21 March 2014.

Shareholders and potential investors of the Company should note that the Statement has not been reported on and the Statement does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on the Statement in assessing the merits and demerits of the Offer, and are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 11 March 2014

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. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond.

The Directors jointly and severally accept fully responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.