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中國天溢控股有限公司
China Tianyi Holdings Limited
(incorporated in the Cayman Islands with limited liability)
(Stock code: 00756)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of China Tianyi Holdings Limited (the “**Company**”) hereby announces that on 21 March 2013 (the “**Date of grant**” and the “**Acceptance Date**”), 57,200,000 share options (the “**Share Options**”) to subscribe for up to a total of 57,200,000 ordinary shares of HK\$0.01 each (the “**Shares**”) of the Company were granted to qualified participants pursuant to the share option scheme adopted by the Company on 7 June 2008 and refreshed at the annual general meeting held on 5 November 2012, which were subject to acceptance by the grantee. Details of the Share Options are as follows:

Date of grant:	21 March 2013
Exercise price of Share Option granted:	HK\$1.03 per Share
Closing price of the Shares on the Date of grant:	HK\$1.03 per Share
Number of Share Options granted:	57,200,000 (each Share Option shall entitle the holder thereof to subscribe for one Share)
Validity period of the Share Options:	From 21 March 2013 to 20 March 2015
Vesting date of the Share Options:	All Share Options granted will vest on the Acceptance Date and shall be expired after the second anniversary of the Acceptance Date

Among the total 57,200,000 Share Options to be granted, 6,000,000 Share Options were offered to the directors and the senior management of the Company as follows:

Name of director/ senior management	Position	No. of Share Options offered
Sin Ke	Executive Director	1,200,000
San Kwan	Executive Director	2,800,000
Liao Yuang-whang	Chief Executive Officer	2,000,000

The above offer of Share Options has been approved by the remuneration committee of the Board and the Board in accordance with Rule 17.04(1) of the Listing Rules.

Save as disclosed above, none of the other grantees of the Share Options are the directors, senior management or substantial shareholders of the Company, nor an associate (as defined under the Listing Rules) of any of them.

By Order of the Board
China Tianyi Holdings Limited
Sin Ke
Chairman

Hong Kong, 21 March 2013

As at the date of this announcement, the Board comprises: Mr. SIN Ke and Mr. SAN Kwan as executive Directors; Mr. CHEN Qiuming as non-executive Director; and Mr. ZENG Jianzhong, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan as independent non-executive Directors.