

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.



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)

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules in respect of the Credit Facility Agreement for a term loan facility in an aggregate amount of USD16,000,000 entered into by the Company with various commercial banks. The Credit Facility Agreement imposes specific performance obligations on the controlling shareholder of the Company.

This announcement is made by China Tianyi Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 4 October 2013, the Company as borrower and Far Eastern International Bank (Hong Kong Branch) together with other commercial banks as lenders (the “**Lenders**”) entered into a credit facility agreement (the “**Credit Facility Agreement**”). Pursuant to the Credit Facility Agreement, a term loan facility in an aggregate sum of USD16,000,000 (equivalent to approximately HK\$124,000,000) (the “**Credit Facility**”) is made available by the Lenders to the Company on the terms and conditions contained therein. The Credit Facility shall be guaranteed by Mr. Sin Ke (the chairman and an executive director of the Company) and the companies incorporated or invested by the Company outside the People’s Republic of China (the “**Offshore Guarantors**”). The final maturity date and final repayment date of the Credit Facility shall be thirty-six months after the date of the Credit Facility Agreement.

Pursuant to the Credit Facility Agreement, the borrower undertakes to procure that Mr. Sin Ke, his family members and the Offshore Guarantors shall maintain, individually or jointly, their beneficial ownership of not less than 30% of the total issued share capital of the Company. Any breach of such undertaking shall lead to an event of default under the Credit Facility Agreement. As of the date of this announcement, Mr. Sin Ke and his family members are beneficially interested in approximately 45.99% of the total issued share capital of the Company.

On and at any time after an event of default has occurred or is continuing, the Lenders (or their agent bank) may by notice to the Company: (a) cancel the total or any part of commitments under the Credit Facility Agreement; and/or (b) declare that the all or part of the loans made under the Credit Facility together with the accrued interest, and all other amounts accrued or outstanding under the Credit Facility Agreement be immediately due and payable.

The board of directors of the Company (the “**Board**”) considers that the Credit Facility will enable the Company to expand its production scale, effectively reduce its financing costs and further enhance its shareholder returns. Moreover, this is the first time the Company was granted a three-year credit facility without assets being pledged to commercial banks, which in the view of the Board represents that the Company’s operations and performance are widely recognised by the commercial banks.

The Company will continue to make the relevant disclosure in its subsequent interim and annual reports pursuant to Rule 13.21 of the Listing Rules so long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

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

Hong Kong, 4 October 2013

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