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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)

**SUPPLEMENTAL AGREEMENT IN RESPECT OF  
SUBSCRIPTION AGREEMENT IN RELATION TO SUBSCRIPTION OF  
NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement of China Tianyi Holdings Limited (the “**Company**”) dated 24 February 2014 in relation to the subscription of new shares of the Company by Templeton Strategic Emerging Markets Fund, IV, LDC (the “**Announcement**”). Unless otherwise specified herein, all capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board announces that on 5 March 2014, the Company and the Subscriber entered into a supplemental agreement (the “**Supplemental Agreement**”) to amend certain terms of the Subscription Agreement. Details of the Supplemental Agreement are set out below.

**SUPPLEMENTAL AGREEMENT**

**Date:** 5 March 2014

**Parties:**

- (i) the Subscriber
- (ii) the Company

Pursuant to the Supplemental Agreement, the Company and the Subscriber agreed to amend the Subscription Agreement by removing, among other things, the following terms:

- (i) the right of the Subscriber to nominate the Nominee as a non-executive Director;
- (ii) the obligation of the Company to take all necessary steps and actions to, among other things, convene a meeting of the Board or a Board committee to approve the appointment of the Nominee as a non-executive Director as soon as reasonably practicable and in any event not later than the next annual general meeting of the Company;
- (iii) the obligation of the Company to recommend to the Shareholders to ratify the appointment of the Nominee as a non-executive Director at the next following general meeting of the Company; and
- (iv) the right of the Subscriber to cause the Nominee to resign, and upon which the right of the Subscriber to immediately nominate another person as a non-executive Director as it may determine from time to time.

Save as the amendments disclosed above, all other terms and conditions under the Subscription Agreement shall remain in full force and effect.

#### **REASONS FOR ENTERING INTO THE SUPPLEMENTAL AGREEMENT**

In order to ensure all Shareholders are treated fairly and equally under the Listing Rules, after careful and thorough consideration, the Company and the Subscriber entered into the Supplemental Agreement to remove the contractual arrangement between the Company and the Subscriber regarding the nomination of the Nominee as a non-executive Director.

Nonetheless, as provided in the Deed of Undertaking, the controlling Shareholder, Mr. Sin will undertake to use his best endeavours to, as soon as reasonably practicable and in any event not later than the next annual general meeting of the Company, to procure the appointment of the Nominee from Templeton Strategic Emerging Markets Fund, IV, LDC as a non-executive Director.

**Shareholders and potential investors who wish to deal in the securities of the Company should note that the Subscription may or may not proceed and therefore are advised to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**China Tianyi Holdings Limited**  
**Sin Ke**  
*Chairman*

Hong Kong, 5 March 2014

*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. ZHUANG Xueyuan as independent non-executive Directors.*