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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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES

The Board is pleased to announce that all conditions precedent of the Subscription as set out in the Subscription Agreement have been satisfied, and the Subscription was completed on 27 March 2014 in accordance with the terms and conditions of the Subscription Agreement.

103,888,000 new Shares, representing approximately 7.77% of the issued share capital (as enlarged by the Subscription) of the Company as at the date of this announcement, have been allotted and issued by the Company to the Subscriber, at the Subscription Price of HK\$1.12 per Subscription Share under the General Mandate.

Reference is made to the announcement of China Tianyi Holdings Limited (the “**Company**”) dated 24 February 2014 (the “**Announcement**”) in relation to, among others, the Subscription. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all conditions precedent of the Subscription as set out in the Subscription Agreement have been satisfied, and the Subscription was completed on 27 March 2014 in accordance with the terms and conditions of the Subscription Agreement.

Pursuant to the Subscription Agreement, 103,888,000 new Shares, representing approximately 7.77% of the issued share capital (as enlarged by the Subscription) of the Company as at the date of this announcement, have been issued and allotted by the Company to Templeton Strategic Emerging Markets Fund, IV, LDC (the “**Subscriber**”), at the Subscription Price of HK\$1.12 per Subscription Share under the general mandate granted to the Board at the annual general meeting of the Company held on 28 October 2013 (the “**General Mandate**”). To the best of the Directors’ knowledge, information and belief and having made all reasonable enquires, other than the aforesaid holding of 103,888,000 Shares, each of the Subscriber and its ultimate owners is a third party independent of and not connected with the Company and its connected persons.

The proceeds from the Subscription have been satisfied by cash payment by the Subscriber. The total funds raised and net proceeds from the Subscription are approximately HK\$116,354,560 and HK\$115,954,560 respectively. It is expected that the net proceeds from the Subscription will be used by the Company for the capital expenditure and working capital, and other general business purposes.

CHANGES IN SHAREHOLDING STRUCTURE

To the best of the Directors' knowledge, information and belief and having made all reasonable enquires, set out below is the table of the shareholdings in the Company before and after Completion:

	Immediately before the Completion		Immediately after the Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Key Wise Group Limited ("Key Wise") (<i>Note</i>)	559,712,145	45.41	559,712,145	41.88
Mr. San Kwan	2,600,000	0.21	2,600,000	0.20
Mr. Liao Yuang-whang	3,060,000	0.25	3,060,000	0.23
Subscriber	–	–	103,888,000	7.77
China Orient Asset Management Corporation	66,872,000	5.42	66,872,000	5.00
Public Shareholders	<u>600,328,582</u>	<u>48.71</u>	<u>600,328,582</u>	<u>44.92</u>
Total	<u>1,232,572,727</u>	<u>100</u>	<u>1,336,460,727</u>	<u>100</u>

Note:

These 559,712,145 Shares are held by Key Wise, which is owned as to 49% by Cheer Sky Limited which is in turn owned as to 51% by Mr. Sin Ke, an executive Director. Therefore, Mr. Sin was deemed, or taken to be, interested in the 559,712,145 Shares held by Key Wise by virtue of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As disclosed in the above shareholding table, immediately after the Completion, over 25% of the issued share capital of the Company will be held by public Shareholders.

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

Hong Kong, 27 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.