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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)

GENERAL DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by China Tianyi Holdings Limited (the “**Company**”) in compliance with the disclosure requirements under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 14 October 2014 (after trading hours), the Company (as borrower), six of its non-PRC incorporated subsidiaries (as corporate guarantors) and Mr. Sin Ke (“**Mr. Sin**”) (as individual guarantor) entered into a facility agreement (the “**Facility Agreement**”) with several financial institutions (as lenders) (the “**Lenders**”). Pursuant to the Facility Agreement, a term facility up to an amount of US\$35,000,000 (the “**Facility**”) with a final maturity of 3 years from the date of the Facility Agreement (subject to any prepayment by the Company) was granted to the Company.

Pursuant to the Facility Agreement, it would be an event of default under the Facility Agreement if (i) Mr. Sin and his family (defined as his spouse, children, step-children, parents, grandparents, and the trustees of any trust of which Mr. Sin or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object) acting in concert do not, or cease to beneficially own (directly or indirectly) 30% or more of the issued voting equity share capital of the Company or do not, or cease to exercise the power to direct the Company’s policies and management, whether by contract or otherwise; or (ii) Mr. Sin is not, or ceases to be the chairman and president of the Company and/or does not, or ceases to, have legal capacity to execute, deliver and perform his obligations under the Facility Agreement.

Upon the occurrence of an event of default under the Facility Agreement, the Lenders may, amongst others, cancel the Facility and/or declare that all or part of the loan made to the Company under the Facility Agreement including all accrued interest be immediately due and payable.

As at the date of this announcement, Mr. Sin is a controlling shareholder of the Company who is deemed to be interested in approximately 41.97% in aggregate of the issued share capital of the Company under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) and is an executive director, the chairman and the president of the Company.

If the above obligations of Mr. Sin continue to exist, the Company will make continuing disclosures in its subsequent interim and annual reports to comply with the disclosure requirements under Rule 13.21 of the Listing Rules.

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

Hong Kong, 14 October 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