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TEN PAO GROUP HOLDINGS LIMITED

天寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1979)

CHANGE OF COMPLIANCE ADVISER

The board of directors (the “**Board**”) of Ten Pao Group Holdings Limited (the “**Company**”) hereby announces that the Company and Guosen Securities (HK) Capital Company Ltd (“**Guosen**”) have mutually agreed to terminate the compliance adviser agreement entered into between the Company and Guosen dated 20 June 2015, with effect from 1 August 2016 (the “**Termination**”) due to commercial reasons.

Save as disclosed in this announcement, the Board and Guosen confirm that, as at the date of this announcement, there are no other matters relating to the Termination that need to be drawn to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board further announces that Fortune Financial Capital Limited (“**Fortune Financial**”) has been appointed as the new compliance adviser to the Company pursuant to Rule 3A.27 of The Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) with effect from 1 August 2016 until the date, pursuant to Rule 3A.19 of the Listing Rules, on which the Company complies with Rule 13.46 of the Listing Rules in respect of the financial results of the Company for the first full financial year commencing after the date of the Company’s initial listing (being the financial year ending 31 December 2016), or until the compliance adviser agreement entered into between the Company and Fortune Financial is terminated in accordance with its terms, whichever is earlier.

Fortune Financial is a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

By order of the Board
Ten Pao Group Holdings Limited
Hung Kwong Yee
Chairman and Executive Director

Hong Kong, 1 August 2016

As at the date of this announcement, the executive directors of the Company are Mr. Hung Kwong Yee, Mr. Hong Guangdai, Mr. Hung Sui Tak; and the independent non-executive directors of the Company are Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung.