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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Ten Pao Group Holdings Limited (the “**Company**”) hereby announces that on 15 September 2016, the Company offered to grant a total of 19,348,000 share options (the “**Share Options**”) to subscribe for a total of 19,348,000 ordinary shares of the Company (the “**Shares**”), representing approximately 1.93% of the issued share capital of the Company as at the date of this announcement, to certain eligible participants (the “**Grantees**”) under the share option scheme adopted by the written resolutions of the shareholders of the Company on 23 November 2015. The grant of the Share Options will be subject to the acceptance of the Grantees. Details of the Share Options are as follows:

- | | |
|-------------------------------------|---|
| Date of Offer | : 15 September 2016 (the “ Date of Offer ”) |
| Exercise price of the Share Options | : HK\$1.31 per Share, which represents the highest of (i) the closing price of HK\$1.31 per Share on the Stock Exchange on the Date of Offer; (ii) the average closing price of HK\$1.26 per Share on the Stock Exchange for the five business days immediately preceding the Date of Offer; and (iii) the nominal value of a Share at HK\$0.01 |
| Number of the Share Options offered | : 19,348,000 (each Share Option shall entitle the holder to subscribe for one Share upon exercise) |

Closing price of the Shares
on the Date of Offer : HK\$1.31 per Share

Validity period of the
Share Options : All Share Options are exercisable from 15 September
2016 to 14 September 2019 (both days inclusive).

Among the Share Options offered, 2,492,000 Share Options were offered to the Directors as follows:

Name	Position(s)	Number of Shares to be issued upon full exercise of the Share Options and the approximate percentage in the issued share capital of the Company as at the date of this announcement
Hung Kwong Yee (Elder brother of Hong Guangdai and father of Hung Sui Tak)	Executive Director, Chairman and Chief Executive Officer	864,000 (0.09%)
Hong Guangdai (Younger brother of Hung Kwong Yee and uncle of Hung Sui Tak)	Executive Director and Vice President	728,000 (0.07%)
Hung Sui Tak (Son of Hung Kwong Yee and nephew of Hong Guangdai)	Executive Director and Marketing Director	300,000 (0.03%)
Lam Cheung Chuen	Independent Non-executive Director	200,000 (0.02%)
Chu Yat Pang Terry	Independent Non-executive Director	200,000 (0.02%)
Lee Kwan Hung	Independent Non-executive Director	200,000 (0.02%)

Note: Mr. Hung Kwong Yee is a substantial shareholder (as defined in the Listing Rules) of the Company.

The grant of Share Options to the above Directors has been approved by the independent non-executive Directors (except that the relevant independent non-executive Director to whom the grant was related has abstained from approving the proposed grant to himself) in accordance with Rule 17.04(1) of the Listing Rules.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company, or an associate (as defined in the Listing Rules) of any of them.

By order of the Board
Ten Pao Group Holdings Limited
天寶集團控股有限公司
Hung Kwong Yee
Chairman

Hong Kong, 15 September 2016

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