

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated Friday, 18 May 2018 (the “**Prospectus**”) issued by Tian Yuan Group Holdings Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

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Tian Yuan Group Holdings Limited
天源集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares under the Share Offer	: 150,000,000 Shares
Number of Public Offer Shares	: 15,000,000 Shares (subject to adjustment)
Number of Placing Shares	: 135,000,000 Shares (subject to adjustment)
Offer Price (subject to a Downward Offer Price Adjustment)	: Not more than HK\$1.0 and not less than HK\$0.84 per Offer Share (payable in full at the maximum Offer Price on application in Hong Kong dollars, subject to refund on final pricing, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) <i>(If the Offer Price is set at 10% below the bottom end of the indicative Offer Price range after making a Downward Offer Price Adjustment, the Offer Price will be HK\$0.76 per Offer Share)</i>
Nominal value	: HK\$0.01 each
Stock code	: 6119

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued under the Capitalisation Issue and the Offer Shares being offered under the Share Offer, and Shares which may be issued on the exercise of any options which may be granted under the Share Option Scheme.

The Share Offer comprises the Public Offer of initially 15,000,000 Public Offer Shares and the Placing of initially 135,000,000 Placing Shares, in each case, subject to reallocation on the basis as described in the section headed “Structure of the Share Offer” in the Prospectus. In particular, the Joint Bookrunners may, in certain circumstances, reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be allocated to the Public Offer following such reallocation shall not be more than double the initial allocation to the Public Offer (i.e. 30,000,000 Offer Shares, being 20% of the Share Offer), and the final Offer Price shall be fixed at the low-end of the indicative offer price range (i.e. HK\$0.84 per Offer Share) stated in the Prospectus.

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealing in the Shares or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.0 per Offer Share and is expected to be not less than HK\$0.84 per Offer Share (subject to a reduction of up to 10% below the bottom end of the indicative Offer Price range) through making a Downward Offer Price Adjustment as set out in the Prospectus. If the Offer Price is set after making a 10% Downward Offer Price Adjustment, the Offer Price will be HK\$0.76 per Offer Share. Applicants for the Public Offer Shares must pay, on application, the maximum Offer Price of HK\$1.0 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is lower than HK\$1.0 per Offer Share.

If the Company decides to reduce the Offer Price by making a Downward Offer Price Adjustment (a reduction of up to 10% below the bottom end of the indicative Offer Price range), the Company will separately announce the final Offer Price no later than 31 May 2018 on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.tianyuangroupholdings.com.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.

Applicants who would like the Public Offer Shares to be allotted in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk through the **HK eIPO White Form** service. Applicants who would like the Public Offer Shares to be allotted in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours between 9:00 a.m. on Friday, 18 May 2018 until 12:00 noon on Thursday, 24 May 2018 from:

(i) any of the following addresses of the Public Offer Underwriters:

RaffAello Securities (HK) Limited	Room 2002 and 2002B, 20/F Tower Two, Lippo Centre 89 Queensway, Admiralty Hong Kong
China Industrial Securities International Capital Limited	7/F, Three Exchange Square 8 Connaught Place, Central Hong Kong
Ping An Securities Limited	Unit 02, 2/F, China Merchants Building 152-155 Connaught Road Central Hong Kong

**Zhongtai International Securities
Limited**

7/F Li Po Chun Chambers,
189 Des Voeux Road Central
Hong Kong

(ii) or any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

	Branch Name	Address
Hong Kong Island	Central Branch	G/F, 1/F, 2/F and 27/F, Two Chinachem Central, 26 Des Voeux Road Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
	Aberdeen Branch	Shop 4A, G/F and Shop 1, 1/F, Aberdeen Centre Site 5, No.6-12 Nam Ning Street, Aberdeen
Kowloon	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kowloon Bay
	Tsimshatsui Branch	Shop G30 & B117-23, G/F, Mira Place One, 132 Nathan Road, Tsim Sha Tsui
New Territories	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 18 May 2018 until 12:00 noon on Thursday, 24 May 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "Horsford Nominees Limited — Tian Yuan Group Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the sub-branches of the receiving bank listed above, at the following times:

Friday, 18 May 2018 — 9:00 a.m. to 5:00 p.m.
Saturday, 19 May 2018 — 9:00 a.m. to 1:00 p.m.
Monday, 21 May 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, 23 May 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 24 May 2018 — 9:00 a.m. to 12:00 noon

Applicants applying through the **HK eIPO White Form** service may submit applications through the designated website at www.hkeipo.hk from 9:00 a.m. on Friday, 18 May 2018 until 11:30 a.m. on Thursday, 24 May 2018 (24 hours daily, except on the last application day) or such later time as described in the section headed "How to Apply for Public Offer Shares — (x) Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 18 May 2018 until 12:00 noon on Thursday, 24 May 2018 or such later time as described in the section headed "How to Apply for Public Offer Shares — (x) Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus. Electronic application instructions can be inputted by CCASS Clearing/Custodian Participants at the following times on the following dates:

Friday, 18 May 2018 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 19 May 2018 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, 21 May 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 23 May 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 24 May 2018 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

The application for the Public Offer Shares will commence on Friday, 18 May 2018 through Thursday, 24 May 2018. The application monies (including the brokerage fees, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists

and the refund monies, if any, will be returned to the applicants without interest on or before Thursday, 31 May 2018. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Friday, 1 June 2018.

Please refer to the sections headed “Structure of the Share Offer” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

Irrespective of whether a Downward Offer Price Adjustment is made, the Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Thursday, 31 May 2018 in the South China Morning Post (in English), and the Hong Kong Economic Times (in Chinese), and on the Company’s website at www.tianyuangroup Holdings.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants (where applicable) under the Public Offer will be made available through a variety of channels as described in the section headed “How to Apply for Public Offer Shares — (xi) Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$1.0 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with “Structure of the Share Offer — Conditions of the Public Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, 1 June 2018 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised.

Assuming that the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 1 June 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 1 June 2018. The Shares will be traded in board lots of 3,000 Shares each. The stock code of the Shares is 6119.

By order of the Board
Tian Yuan Group Holdings Limited
Yang Jinming
Chairman

Hong Kong, 18 May 2018

As at the date of this announcement, the executive Directors are Mr Yang Jinming, Ms Tong Wai Man and Mr Su Baihan, the non-executive Director is Mr Yang Fan, and the independent non-executive Directors are Mr Pang Hon Chung, Professor Wu Jinwen and Mr Huang Yaohui.