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TANRICH
TANRICH FINANCIAL HOLDINGS LIMITED
敦沛金融控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 812)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 19 SEPTEMBER 2014
AND
UPDATE ON SHARE SUBSCRIPTION**

Reference is made to the circular (the “Circular”) of Tanrich Financial Holdings Limited (the “Company”) dated 3 September 2014. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

At the SGM held on 19 September 2014, all the proposed ordinary resolutions (the “Ordinary Resolutions”) as set out in the notice of the SGM dated 3 September 2014 were duly passed by the shareholders of the Company by way of poll.

As at the date of the SGM, the total number of issued shares in the Company was 1,191,476,000 Shares. No Shareholders were required to abstain from voting on the Ordinary Resolutions at the SGM under the Listing Rules. As such, there were a total of 1,191,476,000 Shares, representing 100% of the issued share capital of the Company as at the date of the SGM, entitling holders thereof to attend and vote on the Ordinary Resolutions at the SGM. None of the Shareholders was entitled to attend but was required to abstain from voting in favour of the Ordinary Resolutions at the SGM according to Rule 13.40 of the Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against the Ordinary Resolutions proposed or to abstain from voting at the SGM.

* *For identification purpose only*

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for vote-taking at the SGM. Set out below are the poll results in respect of the respective Ordinary Resolutions put to the vote at the SGM:–

ORDINARY RESOLUTIONS	No. of votes (%)	
	FOR	AGAINST
1. (a) To approve the Increase in Authorised Share Capital; and (b) to authorise the Directors to do all acts, sign and execute all documents or agreements or deeds in connection with the Increase in Authorised Share Capital.	821,648,000 (100%)	0 (0%)
2. Subject to the passing of the resolution no. 1, (a) to approve, ratify and confirm the Subscription Agreement; (b) to grant the Specific Mandate to the Directors to allot and issue the Subscription Shares to the Offeror pursuant to the Subscription Agreement; and (c) to approve all other transactions contemplated under the Subscription Agreement and authorise the Directors to do all acts, sign and execute all documents or agreements or deeds in connection with the Subscription Agreement.	821,648,000 (100%)	0 (0%)
3. To re-appoint Mr. Lam Kwok Cheong as an independent non-executive director of the Company.	819,496,000 (100%)	0 (0%)

Note: The full texts of the Ordinary Resolutions were set out in the notice of SGM.

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions above, all the Ordinary Resolutions were duly passed by way of poll at the SGM.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below for illustrative purposes are the shareholding structure of the Company (i) as at the date of this announcement and (ii) on Completion (assuming that there is no other change to the enlarged issued share capital of the Company up to Completion).

	As at the date of this announcement		Upon Completion but before the Offers are made (assuming none of the Share Options have been exercised at or prior to Completion)	
	<i>Number of Shares</i>	<i>% of issued share capital (approximately)</i>	<i>Number of Shares</i>	<i>% of issued share capital (approximately)</i>
The Offeror and parties acting in concert with it	–	–	1,245,124,409	51.10
Dr. Yip and Associates (<i>Note</i>)	612,484,000	51.41	415,884,000	17.07
Mr. Tsunoyama	140,200,000	11.77	140,200,000	5.75
Other Directors' interests	25,794,000	2.16	25,794,000	1.06
Public shareholders				
Existing public Shareholders	412,998,000	34.66	412,998,000	16.95
GF Securities/Independent placee(s)	–	–	196,600,000	8.07
Total public Shareholders	<u>412,998,000</u>	<u>34.66</u>	<u>609,598,000</u>	<u>25.02</u>
Total	<u><u>1,191,476,000</u></u>	<u><u>100.00</u></u>	<u><u>2,436,600,409</u></u>	<u><u>100.00</u></u>

Note:

As at the date of this announcement, Dr. Yip personally holds 102,484,000 Shares, representing approximately 8.60% of the total issued share capital of the Company. Ms. Tang Yuk Lan, the spouse of Dr. Yip, personally holds 30,000,000 Shares, representing approximately 2.52% of the total issued share capital of the Company. The discretionary trust of which Dr. Yip and members of his family are beneficiaries holds 480,000,000 Shares, representing approximately 40.29% of the total issued share capital of the Company, through Fame Harvest. Taking into account the aforesaid interests, Dr. Yip has interests in 612,484,000 Shares, representing approximate 51.41% of the total issued share capital of the Company.

Pursuant to the Placing and Underwriting Agreement, Fame Harvest has engaged GF Securities to place 196,600,000 Shares held by it to independent investor(s) on a fully underwritten basis to be completed simultaneously upon Completion.

UPDATE ON SHARE SUBSCRIPTION

As at the date of this announcement, condition (a) to the completion of the Share Subscription as set out in the section headed “SHARE SUBSCRIPTION – Conditions precedent” contained in the Circular has been fulfilled while the remaining conditions (b) to (h) have not been fulfilled or waived. The Company will make further announcement(s) in respect of the Share Subscription as and when appropriate.

Warning: The Offers will only be made if Completion takes place. Completion is subject to, as applicable, satisfaction and/or waiver of the conditions, contained in the Subscription Agreement. Accordingly, the Offers may or may not be made or implemented. The issue of this announcement does not in any way imply that the Offers will be made. The Shareholders, the Option Holders and potential investors of the Company should exercise extreme caution when dealing in the relevant securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

By order of the Board

Kwok Kam Hoi

Deputy Chairman and Chief Executive Officer

Hong Kong, 19 September 2014

As at the date of this announcement, the executive directors of the Company are Dr. Yip Man Fan (Chairman), Mr. Kwok Kam Hoi (Deputy Chairman and Chief Executive Officer), Mr. Tsunoyama Toru, Ms. Wong, Vicky Lai Ping and Mr. Lin Peng; and the independent non-executive directors of the Company are Mr. Ma, Andrew Chiu Cheung Mr. Yu King Tin and Mr. Lam Kwok Cheong.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.