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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)**

**ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

Reference is made to the joint announcement of Tanrich Financial Holdings Limited (the “**Company**”) and Southwest Securities International Investment Limited (the “**Offeror**”) dated 15 August 2014 (the “**Joint Announcement**”) in respect of the Share Subscription, the Increase in Authorised Share Capital and the Offers, the announcement of the Company dated 19 September 2014 in respect of poll results regarding the aforesaid matters and update on the Share Subscription and the announcement of the Company dated 6 October 2014, 3 November 2014 and 19 November 2014 in respect of update of the Share Subscription. Capitalised terms used herein shall have the same meaning as those defined in the Joint Announcement unless stated otherwise.

The board of directors of the Company (the “**Board**”) announces that 2,400,000 Shares of HK\$0.10 each have been issued by the Company on 19 December 2014 upon exercise of 2,400,000 Share Options at an exercise price of HK\$0.1675 per Share. As at the date of this announcement, there are 1,196,096,000 Shares in issue and 200,000 outstanding Share Options.

The associates (as defined in the Takeovers Code) of the Company and the Offeror (including but not limited to a person who owns or controls 5% or more of any class of relevant securities (as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code) of the Company) are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code. Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code.

\* *For identification purpose only*

## “RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

**Warning: The Offers will only be made if Completion takes place. Completion is subject to, as applicable, satisfaction and/or waiver of the conditions precedent of 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. Tanrich Shareholders, Tanrich 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 of directors of  
**Tanrich Financial Holdings Limited**  
**Kwok Kam Hoi**  
*Deputy Chairman and Chief Executive Officer*

Hong Kong, 19 December 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.*