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TESSON HOLDINGS LIMITED

天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement of Tesson Holdings Limited (the “**Company**”) dated 17 June 2016 in relation to, amongst other things, the proposed Open Offer, the Underwriting Agreement, the Whitewash Waiver, the major transaction and the proposed increase in authorised share capital and resumption of trading of the Company (the “**Announcement**”). Unless the context requires otherwise, all capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that KGI Capital Asia Limited (“**KGI Capital**”) has been appointed as the independent financial adviser of the Company (the “**Independent Financial Adviser**”) to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Open Offer, the Underwriting Agreement and the Whitewash Waiver (collectively, the “**Transactions**”) are fair and reasonable and whether the Transactions are in the interests of the Company and the Independent Shareholders as a whole, and to advise the Independent Shareholders on how to vote on the proposed resolutions at the SGM. The appointment of the Independent Financial Adviser has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code. The letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Open Offer, the Underwriting Agreement and the Whitewash Waiver will be included in the circular to be despatched to the Independent Shareholders by the Company in due course.

KGI Capital is a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO.

By Order of the Board
Tesson Holdings Limited
Tin Kong
Chairman & Executive Director

Hong Kong, 24 June 2016

As at the date of this announcement, the executive Directors are Ms. Cheng Hung Mui, Mr. Tin Kong, Mr. Zhou Jin, Mr. Chen Dekun, Mr. Tao Fei Hu and Mr. Sheng Siguang; and the independent non-executive Directors are Mr. Wang Jinlin, Mr. Chen Weixi and Mr. Ng Ka Wing.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.