

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or a solicitation of an offer to acquire, purchase or subscribe for any securities of the Company.*



## **Tian Shan Development (Holding) Limited**

**天山發展(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2118)**

### **ANNOUNCEMENT VOLUNTARY ANNOUNCEMENT**

#### **RESOLUTIONS TO ISSUE BONDS**

On 28 June 2016, the Board resolved that the Company would be allowed to issue bonds in various tranches with an aggregate principal amount of up to HK\$200,000,000 during the period from 28 June 2016 to 31 December 2017. The Bonds will carry an interest rate of 5% to 7% per annum with a maturity date from 2 years to 8 years from the issue date. The Bonds may be issued directly to the subscriber(s) or through placing agent(s). Specific terms of each tranche of the Bonds to be issued are to be separately agreed between the Company and the subscriber(s) or placing agent(s).

**The issue of the Bonds will be subject to the specific terms of each tranche of issue, which are to be determined separately by the Company and the subscriber(s) or the placing agent(s). The issue of the Bonds may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

#### **RESOLUTIONS TO ISSUE BONDS**

On 28 June 2016, the Board had resolved that the Company would be allowed to issue bonds (the “**Bonds**”) on the following framework and terms:

Status of Bonds	:	The Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Company
Interest rate	:	From 5% to 7% per annum payable semi-annually in arrears on 31 March and 30 September in each year

Term of the Bonds	:	From 2 years to 8 years
Maximum aggregate principal amount	:	HK\$200,000,000
Denomination	:	HK\$1,000,000 each
Issue price	:	100% of the principal amount
Redemption	:	<ul style="list-style-type: none"> <li>– No early redemption by the bondholder</li> <li>– The Company may redeem the Bonds at any time from its issue date to the maturity date by serving notice to the bondholder at an amount equal to the principal amount plus the interest accrued and other payments become due</li> <li>– Upon the occurrence of an event of default, the Bonds may be mandatorily redeemed</li> </ul>
Transferability	:	The Bonds may be freely transferred in whole or in part with the prior written consent of the Company
Target bondholders	:	Professional investors as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Listing and public offer	:	The Bonds will not be listed on any stock exchange and will not be offered to the public in Hong Kong or elsewhere
Issue period	:	The Bonds will be issued by the Company from 28 June 2016 to 31 December 2017 (the “ <b>Issue Period</b> ”) and in such number of tranches as any Director sees fit and proper. For the avoidance of doubt, no further Bonds shall be issued upon expiry of the Issue Period unless approved otherwise by the board of Directors
Manner of issue	:	The Bonds may be issued directly to the relevant subscriber(s) or by way of placing through a placing agent

Subject to the above framework and terms, the specific terms of each tranche of the issue of the Bonds will be separately agreed by the Company and the subscriber(s) or the placing agent(s).

## REASONS FOR THE ISSUE OF BONDS

The Company was incorporated in the Cayman Islands with limited liability. The Company is an investment holding company and its subsidiaries are principally engaged in development and sales of properties in the PRC. The Directors consider that the issue of the Bonds provides the Company an opportunity to raise long term debt for the Company to increase the liquidity of the Group.

On the assumption that Bonds in the maximum aggregate principal amount of HK\$200,000,000 are issued successfully within the Issue Period, the maximum gross proceeds from the issue of the Bonds are expected to be HK\$200,000,000 and the maximum net proceeds from the issue of the Bonds are expected to be approximately HK\$190,000,000. The Company intends to use the net proceeds from the issue of the Bonds for general working capital of the Group.

**The issue of the Bonds will be subject to the specific terms of each tranche of issue, which are to be determined separately by the Company and the subscriber(s) or the placing agent(s). The issue of the Bonds may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“Board”	board of Directors
“Business Day(s)”	any day(s) (excluding Saturday, Sunday or public holiday) on which banks in Hong Kong are open for business throughout their normal business hours
“Company”	Tian Shan Development (Holding) Limited, a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2118)
“Connected Persons”	has the meaning ascribed thereto in the Listing Rules
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board  
**Tian Shan Development (Holding) Limited**  
**Wu Zhen Shan**  
*Chairman*

Hong Kong, 28 June 2016

*As at the date of this announcement, the executive Directors are Mr. Wu Zhen Shan, Mr. Wu Zhen Ling, Mr. Zhang Zhen Hai and Mr. Wu Zhen He; and the independent non-executive Directors are Mr. Tian Chong Hou, Mr. Wang Ping and Mr. Cheung Ying Kwan.*