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TESSON HOLDINGS LIMITED

天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

(1) POLL RESULT OF THE SPECIAL GENERAL MEETING HELD ON 28 FEBRUARY 2017; AND (2) COMPLETION OF SUBSCRIPTION OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

Reference is made to the circular (the “**Circular**”) of Tesson Holdings Limited (the “**Company**”) dated 13 February 2017 and the notice of the special general meeting of the Company dated 13 February 2017 (the “**Notice**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless defined otherwise.

RESULT OF THE SGM

At the SGM held at 11:00 a.m. on 28 February 2017, voting of all the proposed resolutions as set out in the Notice were taken by poll. The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by the Independent Shareholders (in respect of resolution No. 1) and the Shareholders (in respect of resolution No. 2) by way of poll at the SGM. Details of the proposed ordinary resolutions were set out in the Notice and the poll results for the ordinary resolutions are as follows:

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
1.	<p>(a) to approve, confirm and ratify the Subscription Agreement;</p> <p>(b) to approve the creation and issue of the Convertible Bonds;</p> <p>(c) to approve and confirm the allotment and issue of Conversion Shares (subject to adjustment) upon the exercise of the conversion rights attached to the Convertible Bonds and the Directors be and are granted a specific mandate to exercise powers of the Company to allot and issue such number of Conversion Shares as may be required to be allotted and issued upon the exercise of the conversion rights attached to the Convertible Bonds (subject to adjustment) (including such additional number of shares of the Company that may be required to be allotted and issued following any adjustment to the conversion price of the Convertible Bonds); and</p> <p>(d) To authorise any one Director to do all such acts and things, to sign and execute all such documents for and on behalf of the Company, and if required, under the common seal of the Company, and to take such steps as he or she may in his or her absolute discretion considers necessary, appropriate and expedient to give effect to or in connection with the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Convertible Bonds and the Conversion Shares.</p>	<p>200,007,365 (88.86%)</p>	<p>25,064,146 (11.14%)</p>
2.	To grant a general mandate to the Directors to allot, issue, and deal with shares of the Company.	<p>576,414,898 (95.83%)</p>	<p>25,064,146 (4.17%)</p>

As at the date of the SGM, the total number of issued Shares is 1,036,315,700 Shares. In respects of resolution No. 1, as stated in the Circular, the Subscriber was interested in 635,887,534 Shares, representing approximately 61.36% of the total issued capital of the Company and had abstained from the voting on the resolution No. 1 pursuant to Rule 14A.36 of the Listing Rules. To the best of the Director's knowledge, information and belief after having made all reasonable enquiries, save for the Subscriber, no Shareholder was interested in the Transactions and required to abstain from voting on resolution No. 1 at the SGM. The total number of Shares entitling the Independent Shareholders to attend and vote on the resolution No. 1 at the SGM was 400,428,166 Shares. There was no Shareholder who was entitled to attend and vote only against such resolution proposed at the SGM.

In respects of resolution No. 2, no Shareholder was required to abstain from voting on resolution No. 2 at the SGM. The total number of Shares entitling the Shareholders to attend and vote on the resolution No. 2 at the SGM was 1,036,315,700 Shares. There was no Shareholder who was entitled to attend and vote only against such resolution proposed at the SGM.

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions proposed at the SGM were duly passed as ordinary resolutions of the Company.

COMPLETION OF SUBSCRIPTION OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

The Board is pleased to announce that all conditions precedent under the Subscription Agreement have been fulfilled and the Subscription has been completed on 28 February 2017 (after trading hours) in accordance with the terms of the Subscription Agreement.

Effects on the shareholding structure of the Company

Set out below is the shareholding structure of the Company (i) immediately before the Completion; and (ii) upon Completion and assuming full conversion of the Convertible Bonds at the initial Conversion Price:

	Immediately before the Completion		Upon Completion and assuming full conversion of the Convertible Bonds at the initial Conversion Price	
	Number of Shares	Approximate %	Number of Shares	Approximate %
The Subscriber	635,887,534	61.36	823,387,534	67.28
Burgeon Max Holdings Limited and its concert parties (<i>Note 1</i>)	100,000,000	9.65	100,000,000	8.17
Lankai Limited and its concert parties (<i>Note 2</i>)	100,000,000	9.65	100,000,000	8.17
Other public shareholders	<u>200,428,166</u>	<u>19.34</u>	<u>200,428,166</u>	<u>16.38</u>
Total	<u>1,036,315,700</u>	<u>100.00</u>	<u>1,223,815,700</u>	<u>100.00</u>

Notes:

1. Burgeon Max Holdings Limited is owned as to 60% by Ms. Wang Jin and 40% by Ms. Wu Siqing, an Independent Third Party. Ms. Wang Jin is the spouse of Mr. Sheng Siguang, an executive Director.
2. Lankai Limited is wholly owned by Mr. Li Yujun, an Independent Third Party.

By order of the Board
Tesson Holdings Limited
Ting Kong
Chairman

Hong Kong, 28 February 2017

As at the date of this announcement, the executive directors of the Company 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 of the Company are Mr. Wang Jinlin, Mr. Ng Ka Wing and Mr. See Tak Wah.