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中國天溢控股有限公司  
**China Tianyi Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 00756)**

**GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of China Tianyi Holdings Limited (the “**Company**”) hereby announces that on 19 November 2015 (the “**Date of grant**”), 54,000,000 share options (the “**Share Options**”) to subscribe for up to a total of 54,000,000 ordinary shares of HK\$0.010 each (the “**Shares**”) of the Company were granted to qualified participants (“**Grantees**”) pursuant to the share option scheme adopted by the Company on 7 June 2008 and refreshed at the annual general meeting held on 5 November 2012, which were subject to acceptance by the grantee. Details of the Share Options are as follows:

Date of grant:	19 November 2015
Exercise price of Share Option granted:	HK\$1.112 per Share, which represents the highest of (i) the closing price of HK\$1.100 per Share on the Date of grant; (ii) the average closing price of HK\$1.112 per Share for the five business days immediately preceding the Date of grant; and (iii) the nominal value of HK\$0.010 per Share
Closing price of the Shares on the Date of grant:	HK\$1.100 per Share
Number of Share Options granted:	54,000,000 (each Share Option shall entitle the holder thereof to subscribe for one Share)
Validity period of the Share Options:	From 19 November 2015 to 18 November 2020

Vesting conditions: Subject to the Listing Rules, the Board reserves its rights to specify appropriate terms and conditions before the exercise of the Share Options for each of the individual Grantees at its absolute discretion

Among the total 54,000,000 Share Options offered to be granted, 6,000,000 Share Options were offered to the directors of the Company as follows:

<b>Name of directors</b>	<b>Position</b>	<b>No. of Share Options to be granted</b>
Mr. Sin Ke	Executive director, the chairman of the Board and the chief executive officer	4,000,000
Mr. San Kwan	Executive director	2,000,000

The grants of the Share Options to each of the above directors of the Company were approved by all of the independent non-executive Directors pursuant to Rule 17.04(1) of the Listing Rules.

Save as disclosed above, none of the Grantees of the Share Options are the directors or substantial shareholders of the Company, nor an associate (as defined under the Listing Rules) of any of them.

By Order of the Board  
**China Tianyi Holdings Limited**  
**Sin Ke**  
*Chairman*

Hong Kong, 19 November 2015

*As at the date of this announcement, the Board comprises: Mr. SIN Ke and Mr. SAN Kwan as executive Directors; Mr. TSANG Sze Wei Claudius as non-executive Director; and Mr. ZENG Jianzhong, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan as independent non-executive Directors.*