

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 November 2015 (“**Prospectus**”) issued by Ten Pao Group Holdings Limited (“**Company**”).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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 offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Placing described below before deciding whether or not to invest in the Shares thereby offered.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (“**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The Offer Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.*

*In connection with the Global Offering, Guosen Securities (HK) Capital Company Limited, as stabilising manager (“**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilising period which begins on the Listing Date, and is expected to expire on 2 January 2016, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



TEN PAO GROUP HOLDINGS LIMITED

天寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares	:	250,000,000 Shares (subject to adjustment and the exercise of the Over-allotment Option)
Number of Hong Kong Offer Shares	:	25,000,000 Shares (subject to adjustment)
Number of International Placing Shares	:	225,000,000 Shares (subject to adjustment and the exercise of the Over-allotment Option)
Maximum Offer Price	:	HK\$0.80 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	1979

Joint Sponsors



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Capitalisation Issue; (ii) the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the exercise of any options which may be granted under the Share Option Scheme). Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Friday, 11 December 2015, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 11 December 2015. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.tenpao.com and the Stock Exchange's website at www.hkexnews.hk.

The Global Offering of 250,000,000 Shares (subject to adjustment and the exercise of the Over-allotment Option) comprises: (1) International Placing of 225,000,000 Shares (subject to adjustment and the exercise of the Over-allotment Option); and (2) Hong Kong Public Offering of 25,000,000 Shares (subject to adjustment). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section "Structure and Conditions of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators pursuant to the International Underwriting Agreement, to require the Company to allot and issue up to 37,500,000 additional Offer Shares, representing 15% of the total number of Shares initially available under the Global Offering, at the Offer Price to cover over-allocation in the International Placing, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.80 per Offer Share and is currently expected to be not less than HK\$0.55 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Public Offer Shares are required to pay, on application, the Maximum Offer Price of HK\$0.80 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, equal to a total of HK\$3,232.25 for one board lot of 4,000 Shares, subject to refund if the Offer Price as finally determined is less than HK\$0.80 per Offer Share.

Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms and the designated website (www.hkeipo.hk) for the HK eIPO White Form.

Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to the stock accounts of their designated CCASS Participants should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be collected during normal business hours from 9:00 a.m. on Monday, 30 November 2015, until 12:00 noon on Thursday, 3 December 2015 from:

1. any of the following offices of the **Hong Kong Underwriters**:

DBS Asia Capital Limited	17/F, The Center, 99 Queen's Road Central, Hong Kong
Guosen Securities (HK) Capital Company Limited	42/F, Two International Finance Centre, No.8 Finance Street, Central, Hong Kong
Aristo Securities Limited	21/F, Henry Centre, 131 Wo Yi Hop Road, Kwai Chung, New Territories, Hong Kong
Convoy Investment Services Limited	24C, @ Convoy, 169 Electric Road, North Point, Hong Kong

2. any of the following branches of **DBS Bank (Hong Kong) Limited**:

	Branch Name	Address
Hong Kong Island	Head Office	G/F, The Center 99 Queen's Road Central
	United Centre Branch	Shops 1015-1018, 1/F & Shops 2032-2034, 2/F, United Centre, 95 Queensway, Admiralty
	North Point Branch	G/F, 391 King's Road, North Point
Kowloon	Nathan Road Branch	G/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
	Hoi Yuen Road Branch	Unit 2, G/F, Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong
New Territories	Yuen Long Branch	G/F, 1-5 Tai Tong Road, Yuen Long
	Shatin Plaza Branch	Shop 47 & 48, Level 1, Shatin Plaza, No. 21-27 Sha Tin Centre Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Monday, 30 November 2015 until 12:00 noon on Thursday, 3 December 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order payable to "Ting Hong Nominees Limited – Ten Pao Public Offer" attached should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** Service at www.hkeipo.hk from 9:00 a.m. on Monday, 30 November 2015 until 11:30 a.m. on Thursday, 3 December 2015 or such later time as described in the section "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, 30 November 2015 until 12:00 noon on Thursday, 3 December 2015 or such later time as described in the section “How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections “Structure and Conditions of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, 10 December 2015 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the Company’s website (www.tenpao.com) and on the Stock Exchange’s website (www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels at the times and dates and in the manner as described in the section “How to Apply for Hong Kong Offer Shares – 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, 11 December 2015 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for termination” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 11 December 2015. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 1979.

By order of the Board of Directors
Ten Pao Group Holdings Limited
Hung Kwong Yee
Chairman and Executive Director

Hong Kong, 30 November 2015

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Hung Kwong Yee, Mr. Hong Guangdai and Mr. Hung Sui Tak as Executive Directors, and Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung as Independent Non-executive Directors.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).