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Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 14 February 2018 (the “Prospectus”) issued by Tian Chang Group Holdings Ltd. (the “Company”).

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares. Potential investors should read the Prospectus for detailed information about the Global Offering before deciding whether or not to invest in Shares thereby being offered.

This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Shares have not been, and will not be, registered under the U.S. Securities Act, as amended or any state securities laws of the United States, and may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will not and is not currently intended to be any public offering of the Shares in the United States.



TIAN CHANG GROUP HOLDINGS LTD.
天長集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 155,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 15,500,000 Shares (subject to re-allocation)
Number of International Placing Shares	: 139,500,000 Shares (subject to re-allocation and the Over-allotment Option)
Maximum Offer Price	: HK\$0.75 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 on final pricing)
Nominal Value	: HK\$0.10 each
Stock Code	: 2182

Sole Sponsor



Sole Global Coordinator and Sole Bookrunner



Joint Lead Managers



Co-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 pursuant to the Capitalisation Issue, the Global Offering (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option). Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, 8 March 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 8 March 2018.

The Global Offering comprises the Hong Kong Public Offering and the International Placing. A total of 155,000,000 Offer Shares will initially be made available under the Global Offering, of which 139,500,000 Shares (subject to reallocation), representing 90% of the Offer Shares, will initially be conditionally placed with selected professional, institutional and private investors under the International Placing. The remaining 15,500,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will initially be offered to members of the public in Hong Kong under the Hong Kong Public Offering. The Hong Kong Public Offering is open to all members of the public in Hong Kong as well as to institutional and professional investors.

The allocation of Offer Shares between the Hong Kong Public Offering and the International Placing is subject to adjustment as detailed in the section headed “Structure of the Global Offering – The Hong Kong Public Offering – Reallocation” in the Prospectus. In particular, the Sole Global Coordinator may reallocate Offer Shares from the International Placing to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 31,000,000 Offer Shares).

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on Main Board of the Stock Exchange and the compliance of the Company with the stock admission requirements of HKSCC, the Offer 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 any other date as determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) 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\$0.75 per Offer Share and is expected to be not less than HK\$0.65 per Offer Share. Applicants must pay the maximum indicative Offer Price of HK\$0.75 per Offer Share plus 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee in full upon application for the Hong Kong Public Offer Shares under the terms set out in the Application Forms.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.75 per Offer Share (excluding brokerage, the SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the section headed “Structure of the Global Offering- Conditions of the Hong Kong Public Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, the SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker ‘s cashier order will not be cleared.

Any refund of your application monies will be made on or before Wednesday, 7 March 2018.

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 RELATED APPLICATION FORMS.

Applicants who wish the Hong Kong Public Offer Shares to be allotted in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) apply online through the **HK eIPO White Form Service** at www.hkeipo.hk. Applicants who wish to have the Hong Kong Public Offer Shares allotted in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (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 Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 14 February 2018 until 12:00 noon on Wednesday, 28 February 2018 from:

(i) any of the following offices of the Hong Kong Underwriters:

Wealth Link Securities Limited

Unit B1, 5/F
Guangdong Investment Tower
148 Connaught Road Central
Hong Kong

Innovax Securities Limited

Units A-C, 20/F
Neich Tower
128 Gloucester Road
Wan Chai
Hong Kong

Marketsense Securities Limited

Unit 7801-7803, 78/F
The Centre
99 Queen’s Road Central, Central
Hong Kong

Grand Partners Securities Limited

9/F, Connaught Harbourfront House
35-36 Connaught Road West
Hong Kong

- (ii) any of the following branches of the Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Hong Kong Public Offering:

District	Branch Name	Address
Hong Kong Island	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
Kowloon	Tsimshatsui Branch	Shop G30 & B117-23, G/F, Mira Place One, 132 Nathan Road, Tsim Sha Tsui
New Territories	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 14 February 2018 until 12:00 noon on Wednesday, 28 February 2018 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 the **YELLOW** Application Form and the Prospectus available. The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "HORSFORD NOMINEES LIMITED-TIAN CHANG GROUP PUBLIC OFFER" for the payment, should be 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.

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 28 February 2018, the last application day or such later time as described in the section headed "How to apply for the Hong Kong Public Offer Shares – 10. Effect of bad weather on conditions the opening of the applications lists" in the Prospectus.

Applicants may apply online through the **HK eIPO White Form** Service at www.hkeipo.hk (24 hours daily, except the last application day) from 9:00 a.m. on Wednesday, 14 February 2018 until 11:30 a.m. on Wednesday, 28 February 2018 or such later time as described in the section headed "How to apply for the Hong Kong Public Offer Shares -10. Effect of bad weather conditions on the opening of the applications lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 14 February 2018 until 12:00 noon on Wednesday, 28 February 2018 or such later time as described in the section headed "How to apply for the Hong Kong Public Offer Shares -10. Effect of bad weather conditions on the opening of the applications lists" in the Prospectus.

Please refer to the sections headed "Structure of the Global Offering" and "How to apply for the Hong Kong Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the level of indication 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 Public Offer Shares on Wednesday, 7 March 2018 on the Company's website at www.hktcgroup.com, the Stock Exchange's website at www.hkexnews.hk.

The results of allocations in the Hong Kong Public Offering, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) and the number of Hong Kong Public Offer Shares successfully applied for, will be made available through a variety of channels from Wednesday, 7 March 2018 as described in the section headed “How to apply for the Hong Kong Public Offer Shares – 11. Publication of results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on the Listing Date provided that the Global Offering has become unconditional and the right of termination under the Underwriting Agreements as described in the section headed “Underwriting” in the Prospectus has not been exercised.

Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, 8 March 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 8 March 2018. The Shares will be traded in board lots of 4,000 Shares each under the stock code 2182.

By order of the Board
Tian Chang Group Holdings Ltd.
Chan Tsan Lam
Chairman

Hong Kong, 14 February 2018

As at the date of this announcement, the executive Directors are Mr. Chan Tsan Lam, Mr. Cheng Chak and Ms. Chan Yin Yan; and the independent non-executive Directors are Mr. Lo Ka Ki, Mr. Hung Chun Leung and Mr. Chan Bing Kai.

This announcement, for which all the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Main Board Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus and the Application Forms will remain on the Stock Exchange’s website at www.hkexnews.hk, in the case of the announcement, on the “Latest Company Announcements” page for 7 days from the day of its posting. This announcement and a copy of the Prospectus and the Application Forms will also be published on the Company’s website at www.hktcgroup.com.