

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.



TIAN CHANG GROUP HOLDINGS LTD.
天長集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2182)

**INSIDE INFORMATION –
DISPOSAL OF SHARES BY
THE CONTROLLING SHAREHOLDER
AND
CHANGE OF ADDRESS OF
HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE**

DISPOSAL OF SHARES BY THE CONTROLLING SHAREHOLDER

This announcement is made by Tian Chang Group Holdings Ltd. (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) was informed by Mr. Chan Tsan Lam (“**Mr. Chan**”), the controlling shareholder (as defined in the Listing Rules) and executive director of the Company (“**Director**”) that on 24 June 2019, he disposed of the entire interest in (i) New Straits Ventures Limited, which currently owns 79,205,000 shares of the Company (“**Shares**”), representing approximately 12.8% of the issued share capital of the Company as at the date of this announcement, to Mr. Cheng Chak (“**Mr. Cheng**”), former executive Director and currently a technical consultant for the Company, at the consideration of HK\$38,400,000; and (ii) Flaming Sapphire Limited, which currently owns 12,400,000 Shares, representing approximately 2.0% of the issued share capital of the Company as at the date of this announcement, to an independent third party company (the “**Purchaser**”), at the consideration of HK\$6,000,000 (the “**Disposal**”).

To the best of the Company’s knowledge, information and belief, having made all reasonable enquiries, Mr. Cheng, save for his previous positions in the Company including executive Director and his current position as a technical consultant for the Company, and the Purchaser and its ultimate beneficial owner are independent third parties of the Company and its connected persons (as defined in the Listing Rules).

Before the Disposal, Mr. Chan indirectly held 465,000,000 Shares, representing approximately 75% of the issued share capital of the Company while Mr. Cheng did not hold any Shares. Following the Disposal, Mr. Chan indirectly holds 373,395,000 Shares, representing approximately 60.2% of the issued share capital of the Company while Mr. Cheng holds 79,205,000 Shares, representing approximately 12.8% of the issued share capital of the Company, thereby becoming a substantial shareholder (as defined in the Listing Rules) of the Company.

CHANGE OF ADDRESS OF HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

With effect from 11 July 2019, the Hong Kong Share Registrar and Transfer Office of the Company, Tricor Investor Services Limited (the “**Share Registrar**”), will change its address from Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong to

**Level 54, Hopewell Centre
183 Queen’s Road East
Hong Kong**

All telephone and facsimile numbers of the Share Registrar will remain unchanged.

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

Hong Kong, 24 June 2019

As at the date of this announcement, the Board comprises Mr. Chan Tsan Lam, Ms. Poon Po Han Lisa and Ms. Chan Yin Yan as executive Directors; and Mr. Ng Chi Wai, Mr. Hung Chun Leung and Mr. Chan Bing Kai as independent non-executive Directors.