

*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.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities in the Company.*



**TYSAN HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 687)**

**FURTHER SUBSCRIPTIONS OF  
NEW SHARES UNDER GENERAL MANDATE**

**FURTHER SUBSCRIPTIONS OF NEW SHARES**

On 9 September 2016 (after trading hours), the Company entered into:

- (a) the CRCC Subscription Agreement with CRCC, pursuant to which the Company has conditionally agreed to allot and issue and CRCC has conditionally agreed to subscribe for 57,000,000 Subscription Shares at a price of HK\$4.08 per Subscription Share;
- (b) the Gold Mantis Subscription Agreement with Gold Mantis and Hwabao (as trustee for and on behalf of Gold Mantis), pursuant to which the Company has conditionally agreed to allot and issue and Hwabao has conditionally agreed to, for and on behalf of and for the benefit of Gold Mantis, subscribe for 10,500,000 Subscription Shares at a price of HK\$4.08 per Subscription Share;  
and
- (c) the Shengda Subscription Agreement with Shengda and Hwabao (as trustee for and on behalf of Shengda), pursuant to which the Company has conditionally agreed to allot and issue and Hwabao has conditionally agreed to, for and on behalf of and for the benefit of Shengda, subscribe for 10,500,000 Subscription Shares at a price of HK\$4.08 per Subscription Share.

The Subscription Price represents:

- (a) a discount of approximately 12.45% to the closing price of HK\$4.66 per Share as quoted on the Stock Exchange on 9 September 2016, being the date of the Subscription Agreements; and
- (b) a discount of approximately 11.65% to the average closing price of approximately HK\$4.618 per Share for the last five trading days immediately prior to the date of the Subscription Agreements.

The Subscription Shares will be issued under the 2016 General Mandate and will rank *pari passu* in all respects among themselves and with the existing Shares. The Subscription Shares represent approximately 7.46% of the existing issued Shares as at the date of this announcement and approximately 6.94% of the issued Shares as enlarged by the Subscription Shares.

The gross proceeds arising from the Subscriptions will be HK\$318,240,000 and the net proceeds arising from the Subscriptions will amount to approximately HK\$317,490,000 which is intended to be used for financing any investment opportunities when they arise and as the general working capital of the Group. The net proceeds raised per Subscription Share arising from the Subscriptions will be approximately HK\$4.07 per Subscription Share.

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

**Since the Subscriptions are subject to the conditions set out in the Subscription Agreements, the Subscriptions may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## INTRODUCTION

On 9 September 2016 (after trading hours), the Company entered into:

- (a) the CRCC Subscription Agreement with CRCC, pursuant to which the Company has conditionally agreed to allot and issue and CRCC has conditionally agreed to subscribe for 57,000,000 Subscription Shares at a price of HK\$4.08 per Subscription Share;

- (b) the Gold Mantis Subscription Agreement with Gold Mantis and Hwabao (as trustee for and on behalf of Gold Mantis), pursuant to which the Company has conditionally agreed to allot and issue and Hwabao has conditionally agreed to, for and on behalf of and for the benefit of Gold Mantis, subscribe for 10,500,000 Subscription Shares at a price of HK\$4.08 per Subscription Share; and
- (c) the Shengda Subscription Agreement with Shengda and Hwabao (as trustee for and on behalf of Shengda), pursuant to which the Company has conditionally agreed to allot and issue and Hwabao has conditionally agreed to, for and on behalf of and for the benefit of Shengda, subscribe for 10,500,000 Subscription Shares at a price of HK\$4.08 per Subscription Share.

The terms of the Subscription Agreements are substantially the same. Set out below is a summary of the principal terms of the Subscription Agreements.

## **SUBSCRIPTION AGREEMENTS**

### **Date**

9 September 2016

### **Issuer**

The Company

### **Subscribers**

- (1) CRCC
- (2) Hwabao as trustee for and on behalf of and for the benefit of Gold Mantis
- (3) Hwabao as trustee for and on behalf of and for the benefit of Shengda

As far as the Company is aware:

- (i) CRCC is a company incorporated in Hong Kong, which is principally engaged in investment management;
- (ii) Gold Mantis is a company incorporated in the PRC, which is principally engaged in construction, sale of construction materials and investment;
- (iii) Shengda is a company incorporated in the PRC, which is principally engaged in property development, construction and decoration, engineering, manufacturing of electrical machineries and equipments, agriculture and forestry, and mining; and

(iv) Hwabao is a company established in the PRC, acting as trustee for and on behalf of and for the benefit of each of Gold Mantis and Shengda under a QDII trust in respect of the Gold Mantis Subscription Agreement and the Shengda Subscription Agreement respectively and the transactions contemplated thereunder.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of CRCC, Gold Mantis, Shengda, Hwabao and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons. Each of CRCC, Gold Mantis, Shengda and Hwabao is independent of and not connected with each other and their respective close associates.

Immediately upon Completion, each of CRCC, Gold Mantis, Shengda and Hwabao will not become a substantial shareholder of the Company.

### **Number of Subscription Shares**

According to the Subscription Agreements, CRCC will subscribe for 57,000,000 Subscription Shares and Hwabao will subscribe for 10,500,000 for and on behalf of and for the benefit of each of Gold Mantis and Shengda. The Subscription Shares in aggregate represent approximately 7.46% of the existing issued Shares as at the date of this announcement and approximately 6.94% of the issued Shares as enlarged by the Subscription Shares. The Subscription Shares to be subscribed under the Subscription Agreements will be issued under the 2016 General Mandate. The aggregate nominal value of the Subscription Shares is HK\$7,800,000.

### **Ranking of the Subscription Shares**

The Subscription Shares will rank *pari passu* in all respects among themselves and with the existing Shares in issue on the date of Completion.

### **Subscription Price**

The Subscription Price is HK\$4.08 per Subscription Share. The Subscription Price represents:

- (a) a discount of approximately 12.45% to the closing price of HK\$4.66 per Share as quoted on the Stock Exchange on 9 September 2016, being the date of the Subscription Agreements; and

- (b) a discount of approximately 11.65% to the average closing price of approximately HK\$4.618 per Share for the last five trading days immediately prior to the date of the Subscription Agreements.

After deduction of relevant expenses of the Subscriptions, the net proceeds raised per Subscription Share is approximately HK\$4.07.

The Subscription Price was determined after arm's length negotiations between the Company and each of CRCC, Gold Mantis and Shengda with reference to (i) the prevailing market price of the Shares; and (ii) the current market conditions. Accordingly, the Directors consider that the terms of the Subscription Agreements and the Subscription Price are fair and reasonable based on the current market conditions and are in the interests of the Company and the Shareholders as a whole.

The aggregate consideration for the Subscription Shares shall be HK\$318,240,000 and shall be payable in cash by CRCC and Hwabao, as applicable to the Subscription Shares being subscribed for by it to the Company on Completion.

#### **Conditions of the Subscriptions**

Completion will be subject to and conditional upon the following conditions:

- (a) the Listing Committee of the Stock Exchange having granted the listing approval for the listing of and permission to deal in the Subscription Shares and such approval not having been withdrawn or revoked prior to Completion; and
- (b) all other necessary approvals and consents as may be required from any Government Authorities and/or other persons, or pursuant to applicable law for the Subscriptions, the Subscription Agreements and the transactions contemplated thereunder having been obtained and not having been withdrawn or revoked prior to Completion.

If the above conditions are not fulfilled on or before 27 October 2016 (or such other date as may be agreed between parties to the relevant Subscription Agreement), the rights and obligations of the relevant parties in respect of the Subscriptions shall forthwith terminate and none of them can have any claim against the other save and except any liability for antecedent breaches by either party.

## **Non-disposal Undertaking**

Each of CRCC and Hwabao has undertaken to the Company, and each of Gold Mantis and Shengda has undertaken to the Company to procure Hwabao, not to sell or enter into any agreement to sell the Subscription Shares as subscribed for by it and not to impose any options, rights, interests or encumbrances on the relevant Subscription Shares for a period of nine months after the date of the Completion (both dates inclusive).

## **Completion**

Completion shall take place on the later of (i) the date falling 15 Business Days immediately after the date of satisfaction of the conditions precedent as stipulated in the Subscription Agreements or (ii) 5 October 2016, or such other dates as may be agreed between the relevant parties to the relevant Subscription Agreement.

## **GENERAL MANDATE**

The Company was authorised to allot and issue a maximum of 174,933,180 new Shares, being 20% of the number of Shares in issue as at the date of the passing of the resolution under the 2016 General Mandate granted by the Shareholders to the Directors at the annual general meeting of the Company held on 23 August 2016. As at the date of this announcement, except for any Shares which may be allotted and issued pursuant to the Terart Subscription Agreement, no new Shares have been allotted and issued under the 2016 General Mandate. The Subscription Shares will be issued under the 2016 General Mandate and is not subject to further approval of the Shareholders.

## **EFFECT OF ISSUE OF SUBSCRIPTION SHARES ON SHAREHOLDING**

The existing and enlarged shareholding structure of the Company (i) as at the date of the Subscription Agreements; (ii) immediately upon completion of the Subscription Agreements (without taking into account any Shares which may be allotted and issued pursuant to the Terart Subscription Agreement); (iii) immediately upon completion of the Subscription Agreements and the Terart Subscription Agreement (in each case assuming that there is no change in the issued Shares from the date of this announcement and up to date of Completion other than as a result of the

allotment and issue of the Shares pursuant to the Subscription Agreements and the Terart Subscription Agreement) is set out below:

Shareholders	As at the date of the Subscription Agreements		Immediately upon completion of the Subscription Agreements (without taking into account any Shares which may be allotted and issued pursuant to the Terart Subscription Agreement)		Immediately upon completion of the Subscription Agreements and the Terart Subscription Agreement	
	<i>Number of Shares</i>	<i>Approx%</i>	<i>Number of Shares</i>	<i>Approx%</i>	<i>Number of Shares</i>	<i>Approx%</i>
<b>Controlling Shareholder:</b>						
HNA Finance I and its Concert Parties	755,862,228	72.29	755,862,228	67.27	755,862,228	66.64
<b>Public:</b>						
Public Shareholders	40,083,744	3.83	40,083,744	3.57	40,083,744	3.53
Tides Holdings II	78,719,931	7.53	78,719,931	7.01	78,719,931	6.94
CSCEC	57,000,000	5.45	57,000,000	5.07	57,000,000	5.03
BCEGI	57,000,000	5.45	57,000,000	5.07	57,000,000	5.03
HKMC	57,000,000	5.45	57,000,000	5.07	57,000,000	5.03
Terart	0	0	0	0	10,500,000	0.93
CRCC	0	0	57,000,000	5.07	57,000,000	5.03
Gold Mantis	0	0	10,500,000	0.93	10,500,000	0.93
Shengda	0	0	10,500,000	0.93	10,500,000	0.93
<b>Total</b>	<b><u>1,045,665,903</u></b>	<b><u>100</u></b>	<b><u>1,123,665,903</u></b>	<b><u>100</u></b>	<b><u>1,134,165,903</u></b>	<b><u>100</u></b>

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising activities during the 12 months immediately preceding the date of this announcement:

Date of announcement	Event	Estimated net proceeds raised	Intended use of proceeds	Actual use of proceeds
22 August 2016	Issue of new Shares under the 2015 General Mandate	Approximately HK\$697,580,000	Financing any investment opportunities when they arise and as general working capital of the Group	Not yet utilized

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS**

The Directors consider that the Subscriptions represent an opportunity to (i) continue to raise capital for the Company, (ii) broaden the Company's shareholder and capital base; (iii) increase the overall liquidity of the Shares; and (iv) strengthen the financial position of the Group as a whole. For the purpose of strengthening the Company's capital base to capitalise on future business opportunities, the Company will continue to look for potential investors and issue further new shares pursuant to the 2016 General Mandate as and when the subscription price and the market conditions are acceptable to the Company.

The gross proceeds arising from the Subscriptions will be HK\$318,240,000 and the net proceeds arising from the Subscriptions will amount to approximately HK\$317,490,000 which is intended to be used for financing any investment opportunities when they arise and as the general working capital of the Group. The net proceeds raised per Subscription Share arising from the Subscriptions will be approximately HK\$4.07 per Subscription Share.

## **GENERAL**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

The Group is principally engaged in foundation piling, property development and property investment and management.

**Since the Subscriptions are subject to the conditions set out in the Subscription Agreements, the Subscriptions may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **DEFINITIONS**

“2015 General Mandate”	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting held on 7 August 2015 to issue and allot up to 174,933,180 new Shares, representing 20% of the number of Shares in issue as at the date of passing of the relevant resolution
------------------------	--



“2016 General Mandate”	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting held on 23 August 2016 to issue and allot up to 174,933,180 new Shares, representing 20% of the number of Shares in issue as at the date of passing of the relevant resolution
“associate(s)” and/or “close associate(s)”	has the meaning ascribed to it under the Listing Rules
“BCEGI”	BCEGI (Hong Kong) Company Limited 北京建工國際(香港)有限公司, a company incorporated in Hong Kong with limited liability
“Board”	the board of Directors
“Business Day”	a day on which banks are generally open for business in Hong Kong (other than a Saturday, Sunday or public holiday)
“Company”	Tysan Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 687)
“Completion”	completion of the Subscriptions under and pursuant to the terms and conditions of the Subscription Agreements
“Concert Parties”	in relation to HNA Finance I, persons acting in concert with HNA Finance I
“connected person”	has the meaning ascribed to it under the Listing Rules
“CRCC”	CRCC Hong Kong Development Limited 中鐵香港發展有限公司, a company incorporated in Hong Kong with limited liability
“CRCC Subscription”	the allotment and issuance by the Company and the subscription by CRCC for 57,000,000 Subscription Shares pursuant to the CRCC Subscription Agreement
“CRCC Subscription Agreement”	the conditional subscription agreement dated 9 September 2016 entered into between the Company and CRCC in relation to the CRCC Subscription

“CSCEC”	CSCEC Capital (Hong Kong) Limited 中建資本(香港)有限公司, a company incorporated in Hong Kong with limited liability
“Directors”	the directors of the Company
“Governmental Authority”	any government in Hong Kong, Bermuda, the PRC or elsewhere or political subdivision thereof, any department, agency or instrumentality of any government or political subdivision thereof; any court or arbitral tribunal, and the governing body of any securities exchange, including but not limited to the Stock Exchange
“Gold Mantis”	蘇州金螳螂企業(集團)有限公司(Suzhou Gold Mantis Corporation (Group) Co., Ltd.*), a company established in the PRC
“Gold Mantis Subscription”	the allotment and issuance by the Company and the subscription by Hwabao (for and on behalf of and for the benefit of Gold Mantis) for 10,500,000 Subscription Shares pursuant to the Gold Mantis Subscription Agreement
“Gold Mantis Subscription Agreement”	the conditional subscription agreement dated 9 September 2016 entered into between the Company, Gold Mantis and Hwabao in relation to the Gold Mantis Subscription
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKMC”	Hong Kong Marine Construction Limited 香港海事建設有限公司, a company incorporated in Hong Kong with limited liability
“HNA Finance I”	HNA Finance I Co., Ltd., a company incorporated in Anguilla with limited liability and a wholly-owned subsidiary of HNA Group Co., Ltd., the controlling shareholder of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Hwabao”	華寶信託有限責任公司 (Hwabao Trust Co., Ltd.*), a company established in the PRC, acting as trustee for and on behalf of and for the benefit of each of Gold Mantis and Shengda under a QDII trust in respect of the Gold Mantis Subscription Agreement and the Shengda Subscription Agreement respectively and the transactions contemplated thereunder
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“QDII”	Qualified Domestic Institutional Investor regulated by the China Banking Regulatory Commission
“PRC”	the People’s Republic of China
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Shengda”	海南生達實業有限公司(Hainan Shengda Industrial Co., Ltd. *), a company established in the PRC
“Shengda Subscription”	the allotment and issuance by the Company and the subscription by Hwabao (for and on behalf of and for the benefit of Shengda) for 10,500,000 Subscription Shares pursuant to the Shengda Subscription Agreement
“Shengda Subscription Agreement”	the conditional subscription agreement dated 9 September 2016 entered into between the Company, Shengda and Hwabao in relation to the Shengda Subscription
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Subscriptions”	the CRCC Subscription, the Gold Mantis Subscription and the Shengda Subscription
“Subscription Agreements”	the CRCC Subscription Agreement, the Gold Mantis Subscription Agreement and the Shengda Subscription Agreement

“Subscription Price”	HK\$4.08 per Subscription Share
“Subscription Share(s)”	a total of 78,000,000 new Shares
“Terart”	深圳市特藝達裝飾設計工程有限公司(Shenzhen Terart Decoration Design Engineering Co., Ltd.*), a company established in the PRC
“Terart Subscription”	the allotment and issuance by the Company and the subscription by Hwabao (for and on behalf of and for the benefit of Terart) for 10,500,000 Shares pursuant to the Terart Subscription Agreement
“Terart Subscription Agreement”	the conditional subscription agreement dated 5 September 2016 entered into between the Company, Terart and Hwabao in relation to the Terart Subscription
“Tides Holdings II”	Tides Holdings II Ltd., a company incorporated in British Virgin Islands
“%”	per cent.

By order of the board of  
**TYSAN HOLDINGS LIMITED**  
**Li Tongshuang**  
*Chairman*

\* The English names of the PRC entities referred to in this announcement are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese name will prevail.

Hong Kong, 9 September 2016

*As at the date of this announcement, the executive Directors are Mr. Li Tongshuang, Mr. Fung Chiu Chak, Victor, Mr. Chiu Chin Hung, Mr. Lau Kin Fai, Mr. Fan Ning and Mr. Meng Yongtao; the non-executive Director is Mr. Liu Junchun; and the independent non-executive Directors are Mr. Fan Chor Ho, Mr. Tse Man Bun, Mr. Lung Chee Ming, George and Mr. Li Kit Chee.*

*Company website: [www.tysan.com](http://www.tysan.com)*