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TANRICH
TANRICH FINANCIAL HOLDINGS LIMITED
敦沛金融控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 812)

APPOINTMENT OF JOINT COMPANY SECRETARY

The Board announces that with effect from 19 March 2015, Mr. Luo, the authorised representative of the Company, has been appointed as a joint company secretary of the Company. Ms. Fung, the existing company secretary of the Company, will be the other joint company secretary of the Company.

The Board further announces that the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Luo as the joint company secretary, who currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules.

APPOINTMENT OF JOINT COMPANY SECRETARY

The board (the “**Board**”) of directors of Tanrich Financial Holdings Limited (the “**Company**”) announces that with effect from 19 March 2015, Mr. Luo Yi (“**Mr. Luo**”), the authorised representative of the Company, has been appointed as a joint company secretary of the Company. Ms. Fung Suk Han (“**Ms. Fung**”), the existing company secretary of the Company, will be the other joint company secretary of the Company.

* For identification purpose only

Mr. Luo graduated from Carleton University in Canada, with a Bachelor of Arts degree majoring in Economics in June 2004. He obtained a Master of Economics degree from the University of Hong Kong in December 2006. He has obtained a license issued by the Securities and Futures Commission under the Securities and Futures Ordinance to carry out Type 6 Regulated Activity (Advising on Corporate Finance) since 2008, and has become a member of the Chinese People's Political Consultative Conference of Guangzhou City since 2014.

Mr. Luo had served in GF Capital (Hong Kong) Limited consecutively as the senior manager from June 2007 to August 2009. He had also served in China Merchants Securities (HK) Co., Ltd as the executive director of the investment banking department from September 2009 to January 2013. Mr. Luo was appointed as the director of the institutional client department of Southwest Securities Co. Ltd, the controlling shareholder of the Company, from July 2013 to February 2015. Mr. Luo has been actively communicating with Ms. Fung to ensure proper control and compliance with the statutory requirements, including the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Companies Ordinance, on company secretarial matters including preparing the documents for the board meetings and providing company secretarial support during the board meetings, maintaining and improving the corporate governance of the Company including discussions with the Ms. Fung and the legal advisers, and assisting in the implementation of the corporate governance practices adopted by the Board.

Ms. Fung, the other joint company secretary of the Company, will assist Mr. Luo in his discharge of duties as the joint company secretary of the Company. Ms. Fung is an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. She has extensive experience in the company secretarial practice in the listed companies. Ms. Fung meets the requirements of a company secretary under Rules 3.28 and 8.17 of the Listing Rules.

The Board would like to express its warmest welcome to Mr. Luo for taking up the appointment.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Luo currently does not possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules. The Company has applied, and the Stock Exchange has granted, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Luo as a joint company secretary of the Company for a period of three years from the date of the said appointment (the “**Waiver Period**”) on condition that the Company engages Ms. Fung, another joint company secretary of the Company, who is able to fully comply with the requirements set out under Note 1 to Rule 3.28 of the Listing Rules, to assist in Mr. Luo and enable him to acquire the relevant experience to discharge the functions of a company secretary during the Waiver Period as required under Note 2 to Rule 3.28 of the Listing Rules (the “**Waiver**”). The Waiver will be revoked immediately when Ms. Fung ceases to be the joint company secretary of the Company. The Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

Upon expiry of the Waiver Period, the Company will notify the Stock Exchange to re-visit the situation. The qualifications and experience of Mr. Luo will be further evaluated by the Company. The Company will then endeavour to demonstrate to the Stock Exchange’s satisfaction that Mr. Luo, having had the benefit of Ms. Fung’s assistance, has acquired “relevant experience” within the meaning of Note 2 to Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

By order of the Board
Tanrich Financial Holdings Limited
Yu Weijia*
Chairman

Hong Kong, 19 March 2015

As at the date of this announcement, the executive Directors are Mr. Yu Weijia, Mr. Pu Rui*, Mr. Wu Jian*, Mr. Zhang Chunyong*, Mr. Xu Mingdi* and Ms. Liang Yiqing*; and the independent non-executive Directors are Professor Wu Jun*, Mr. Meng Gaoyuan* and Mr. Lam Kwok Cheong.*

* *The English translation of Chinese names of the PRC entities in this announcement, where indicated, is included for identification purpose only and is not the official English names for such PRC entities.*