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## **TESSON HOLDINGS LIMITED**

**天臣控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1201)**

### **CLARIFICATION ANNOUNCEMENT IN RELATION TO THE 2017 ANNUAL REPORT OF THE COMPANY**

References are made to the annual report of Tesson Holdings Limited (the “**Company**”) dated 27 March 2018 (the “**Annual Report**”), the announcements of the Company dated 17 January 2017, 28 February 2017 and 16 April 2018 (the “**Announcements**”), and the circular of the Company dated 13 February 2017 (the “**Circular**”) in relation to the issue of the Convertible Bonds. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Annual Report, the Announcements and the Circular.

The board of directors of the Company would like to provide further information to the Annual Report on the use of Convertible Bonds. As disclosed in the Annual Report, the Announcements and the Circular, the Company had replaced part of its loan from the controlling shareholder amounting to HK\$300,000,000 to Convertible Bonds for the purpose of minimising the Group’s interest burden. No proceeds had been raised on the issue of Convertible Bonds.

	<b>Amount due to the controlling shareholder <i>HK\$’000</i></b>	<b>Convertible Bonds <i>HK\$’000</i></b>
Before the issue of Convertible Bonds	400,185	-
On issue of Convertible Bonds	(300,000)	300,000
After the issue of Convertible Bonds	100,185	300,000

On 16 April 2018, 150,000,000 conversion shares were allotted and issued to the controlling shareholder. As of the date of this announcement, no further conversion notice has been received in relation to the exercise of the remaining conversion rights attached to the Convertible Bonds. As no proceed was raised on the issue of Convertible Bonds, the use of the Convertible Bonds is the same as previously disclosed in the announcement published on 17 January 2017.

The board of directors of the Company confirmed that, save as disclosed above, all information in the Annual Report remains unchanged.

By Order of the Board  
**Tesson Holdings Limited**  
**Tin Kong**  
*Chairman*

Hong Kong, 6 August 2018

*As at the date of this announcement, the Board comprises Ms. Cheng Hung Mui, Mr. Tin Kong, Mr. Chen Dekun and Mr. Sheng Siguang as executive Directors, and Mr. Wang Jinlin, Mr. Ng Ka Wing and Mr. See Tak Wah, as independent non-executive Directors.*