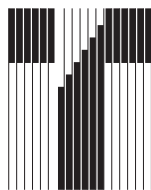


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TERN PROPERTIES COMPANY LIMITED

太興置業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 277)

EXECUTION OF THE SHARE BUY-BACK AGREEMENT AND COMPLETION OF THE SHARE BUY-BACK AND THE TRANSFER

The Board is pleased to announce that, as all the conditions to the Deed of Undertaking have been fulfilled, Grand Fort (as seller), Mr. Chim (as one of the Guarantors), Mr. Law (as one of the Guarantors) and the Company (as purchaser) entered into the Share Buy-back Agreement on 2 August 2019. As all conditions precedent under the Share Buy-back Agreement and the S&P Agreement have been fulfilled, Share Buy-back Completion and S&P Completion took place simultaneously on 2 August 2019.

Reference is made to the announcements of Tern Properties Company Limited (the “**Company**”) dated 16 May 2019 and 30 July 2019 and the circular of the Company dated 28 June 2019 (the “**Circular**”) in relation to, among other things, the Share Buy-back. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those ascribed to them in the Circular.

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As all conditions precedent under the Share Buy-back Agreement and the S&P Agreement have been fulfilled, Share Buy-back Completion and S&P Completion took place simultaneously on 2 August 2019. The 30,525,639 Buy-back Shares have been subsequently cancelled by the Company with effect as at 2 August 2019.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the Company's shareholding structure (i) immediately before Share Buy-back Completion, S&P Completion and cancellation of the Buy-back Shares; (ii) immediately upon Share Buy-back Completion and cancellation of the Buy-back Shares; and (iii) immediately upon Share Buy-back Completion, S&P Completion and the cancellation of the Buy-back Shares:

	Immediately before Share Buy-back Completion, S&P Completion and cancellation of the Buy-back Shares		Immediately upon Share Buy-back Completion and cancellation of the Buy-back Shares		Immediately upon Share Buy-back Completion, S&P Completion and cancellation of the Buy-back Shares	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Mr. Chan (<i>Notes 1, 2 & 3</i>)	2,036,000	0.66	2,036,000	0.73	2,036,000	0.73
Smartprint	–	0.00	–	0.00	30,525,638	11.01
Noranger (<i>Note 2</i>)	145,914,000	47.41	145,914,000	52.63	145,914,000	52.63
Evergrade (<i>Note 3</i>)	25,822,896	8.39	25,822,896	9.32	25,822,896	9.32
Mr. Andrew Chan (<i>Note 4</i>)	792,000	0.26	792,000	0.29	792,000	0.29
<i>Sub-total of the Chan Concert Group</i>	<i>174,564,896</i>	<i>56.72</i>	<i>174,564,896</i>	<i>62.97</i>	<i>205,090,534</i>	<i>73.98</i>
Grand Fort	61,051,277	19.84	30,525,638	11.01	–	0.00
<i>Non-public Shareholders</i>	<i>235,616,173</i>	<i>76.56</i>	<i>205,090,534</i>	<i>73.98</i>	<i>205,090,534</i>	<i>73.98</i>
Public Shareholders	72,142,349	23.44	72,142,349	26.02	72,142,349	26.02
Total	<u>307,758,522</u>	<u>100.00</u>	<u>277,232,883</u>	<u>100.00</u>	<u>277,232,883</u>	<u>100.00</u>

Notes:

- Mr. Chan is beneficially interested in 2,036,000 Shares.
- Noranger is wholly owned by Beyers which is indirectly owned by Sow Pin Trust, a discretionary trust, the beneficiaries of which are Mr. Chan and his family members. Mr. Chan is the founder of Sow Pin Trust. Credit Suisse Trust Limited, the trustee of Sow Pin Trust, is the holding company of Brock Nominees Limited which wholly owned Global Heritage Group Limited and in turn wholly owned Beyers.
- Evergrade is beneficially owned as to 50% by Mr. Chan and as to 50% by Beyers.
- Mr. Andrew Chan, an executive Director and a son of Mr. Chan, is beneficially interested in 792,000 Shares.

By order of the Board of
Tern Properties Company Limited
Lee Ka Man
Company Secretary

Hong Kong, 2 August 2019

As at the date of this announcement, the Board comprises seven directors, of which three are executive Directors, namely Mr. CHAN Hoi Sow, Mr. CHAN Yan Tin, Andrew and Ms. CHAN Yan Wai, Emily, one is non-executive Director, namely Ms. CHAN Yan Mei, Mary-ellen, and three are independent non-executive Directors, namely Mr. CHAN Kwok Wai, Mr. TSE Lai Han, Henry and Ms. CHEUNG Chong Wai, Janet.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any such statement contained in this announcement misleading.