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TIMES CHINA HOLDINGS LIMITED

時代中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1233)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
TIMES NEIGHBORHOOD HOLDINGS LIMITED
ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**BASIS OF ASSURED ENTITLEMENT OF
QUALIFYING SHAREHOLDERS
IN THE CONDITIONAL DISTRIBUTION AND
THE PREFERENTIAL OFFERING**

The Company announces that the basis of the Assured Entitlement of Qualifying Shareholders to the Reserved Shares in the Preferential Offering, and to the Times Neighborhood Shares in the Conditional Distribution, if and when made, has been determined.

The basis of the Assured Entitlement for the Preferential Offering is one (1) Reserved Share for every integral multiple of 24 Shares held by Qualifying Shareholders on Monday, 2 December 2019, being the Record Date (the “Record Date”).

The basis of the Conditional Distribution is one (1) Times Neighborhood Share for every 2.6 Shares held by Qualifying Shareholders on the Record Date.

INTRODUCTION

Reference is made to the announcements of the Company dated 9 September 2019 and 15 November 2019 (the “**Announcements**”) in relation to the Proposed Spin-off. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

BASIS OF THE ASSURED ENTITLEMENT OF QUALIFYING SHAREHOLDERS TO THE PREFERENTIAL OFFERING

The Company announces that the basis of the Assured Entitlement of Qualifying Shareholders to Times Neighborhood Shares in the Preferential Offering (the “**Reserved Shares**”), if and when the Preferential Offering is made, has been determined, which is one (1) Reserved Share for every integral multiple of 24 Shares held by Qualifying Shareholders on the Record Date.

The Assured Entitlement of Qualifying Shareholders to the Reserved Shares are not transferable and there will not be any trading in nil-paid entitlements on the Stock Exchange.

Qualifying Shareholders may apply for a number of Reserved Shares which is greater than, equal to or less than their Assured Entitlement, or may apply only for excess Reserved Shares under the Preferential Offering.

A valid application for a number of Reserved Shares which is less than or equal to a Qualifying Shareholder’s Assured Entitlement under the Preferential Offering will be accepted in full, subject to the terms and conditions of the Preferential Offering.

Where a Qualifying Shareholder applies for a number of Reserved Shares greater than the Qualifying Shareholder’s Assured Entitlement under the Preferential Offering, the relevant Assured Entitlement will be satisfied in full (subject to the terms and conditions as mentioned above), but the excess portion of such application will only be satisfied to the extent that there are sufficient available Reserved Shares not taken up by Qualifying Shareholders pursuant to their Assured Entitlement under the Preferential Offering. Details of how such excess portion will be satisfied will be further described in the prospectus of Times Neighborhood (the “**Prospectus**”).

Qualifying Shareholders who hold less than 24 Shares on the Record Date and therefore will not have an Assured Entitlement to the Reserved Shares will still be entitled to participate in the Preferential Offering by applying for excess Reserved Shares only. Such applications will only be satisfied to the extent that there are sufficient available Reserved Shares not taken up by Qualifying Shareholders pursuant to their Assured Entitlement under the Preferential Offering.

If the Preferential Offering proceeds, details of the Preferential Offering, including the terms and conditions for applications (including excess applications) for the Reserved Shares under the Preferential Offering, will be set out in the Prospectus and the accompanying blue application form.

As the size and structure of the Global Offering have not yet been finalised, the basis of the Assured Entitlement of Qualifying Shareholders to the Reserved Shares in the Preferential Offering as set out in this announcement is subject to change. In the event that there is a change in the basis of the Assured Entitlement of Qualifying Shareholders to the Reserved Shares in the Preferential Offering, a further announcement will be made by the Company.

BASIS OF THE ASSURED ENTITLEMENT OF QUALIFYING SHAREHOLDERS TO THE CONDITIONAL DISTRIBUTION

On 15 November 2019, the Board declared the Conditional Distribution. The basis of the Assured Entitlement of Qualifying Shareholders to Times Neighborhood Shares in the Conditional Distribution, if and when made, has been determined.

The Conditional Distribution, as declared by the Board, is conditional upon the Listing Committee granting the listing approval and such approval not having been revoked prior to 8:00 a.m. (Hong Kong time) on the date on which dealings in the Times Neighborhood Shares on the main board of the Stock Exchange first commence. If this condition is not satisfied, the Conditional Distribution will not be made and the Proposed Spin-off will not take place.

If the Conditional Distribution becomes unconditional, it will be satisfied wholly by way of a distribution in specie to Qualifying Shareholders on a basis pro-rata to their shareholdings in the Company on the Record Date on basis of one (1) Times Neighborhood Share for every 2.6 Shares held by Qualifying Shareholders on the Record Date.

As the size and structure of the Global Offering have not yet been finalised, the basis of the Assured Entitlement of Qualifying Shareholders to the Times Neighborhood Shares in the Conditional Distribution as set out in this announcement is subject to change. In the event that there is a change in the basis of the Assured Entitlement of Qualifying Shareholders to the Times Neighborhood Shares in the Conditional Distribution, a further announcement will be made by the Company.

PRC STOCK CONNECT INVESTORS

According to the “Stock Connect Shareholding Search” available on the Stock Exchange’s website (www.hkexnews.hk), as at 27 November 2019, China Securities Depository and Clearing Corporation Limited (“ChinaClear”) held 110,527,757 Shares, representing approximately 5.69% (as issued share capital: 1,941,817,142) of the total issued Shares. ChinaClear is a CCASS Participant with HKSCC Nominees Limited.

Under Article 23 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland China-Hong Kong Stock Markets Connect Program (內地與香港股票市場互聯互通機制登記、存管、結算業務實施細則), ChinaClear does not provide services relating to the subscription of newly issued shares.

Accordingly, the PRC Stock Connect Investors are Non-Qualifying Shareholders and cannot participate in the Preferential Offering through the trading mechanism of Shenzhen-Hong Kong Stock Connect and Shanghai-Hong Kong Stock Connect.

Pursuant to the Measures of the Shenzhen Stock Exchange for the Implementation of Shenzhen-Hong Kong Stock Connect (《深圳證券交易所深港通業務實施辦法》) amended and effective on 28 October 2019 and the Measures of the Shanghai Stock Exchange for the Implementation of Shanghai-Hong Kong Stock Connect (《上海證券交易所滬港通業務實施辦法》) revised and effective on 18 October 2019, the Shareholder(s) through Shenzhen-Hong Kong Stock Connect and/or Shanghai-Hong Kong Stock Connect who may hold the Shares pursuant to the Conditional Distribution through ChinaClear as nominee (the “**PRC Stock Connect Investors**”) (or the relevant ChinaClear participants, as the case may be) whose stock accounts in ChinaClear are credited with Times Neighborhood Shares may only sell these Shares on the Stock Exchange under the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect.

Under Article 23 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland China-Hong Kong Stock Markets Connect Program (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》), China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司) (“**ChinaClear**”) does not provide services relating to the subscription of newly issued shares. Accordingly, the PRC Stock Connect Investors are Non-Qualifying Shareholders and cannot participate in the Preferential Offering through the trading mechanism of Shenzhen-Hong Kong Stock Connect and Shanghai-Hong Kong Stock Connect.

PRC Stock Connect Investors should seek advice from their intermediary (including broker, custodian, nominee or ChinaClear participant) and/or other professional advisers for details of the logistical arrangements as required by ChinaClear.

GENERAL

In connection with the Global Offering, the price of the Times Neighborhood Shares may be stabilised in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilisation and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) will be contained in the Prospectus.

The Proposed Spin-off is subject to, among other things, the approval of the Listing Committee, the final decisions of the Board and of the board of directors of Times Neighborhood, market conditions and other considerations. The Proposed Spin-off may or may not materialise. If the Proposed Spin-off does not proceed for any reason, the Conditional Distribution and the Preferential Offering will not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

By Order of the Board
Times China Holdings Limited
Shum Chiu Hung
Chairman

Hong Kong, 28 November 2019

As at the date of this announcement, the executive Directors are Mr. Shum Chiu Hung, Mr. Guan Jianhui, Mr. Bai Xihong, Mr. Li Qiang, Mr. Shum Siu Hung and Mr. Niu Jimin; and the independent non-executive Directors are Mr. Jin Qingjun, Ms. Sun Hui and Mr. Wong Wai Man.