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**Tree Holdings Limited**  
**齊家控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8395)**

## **CHANGE OF COMPLIANCE ADVISER**

This announcement is made by Tree Holdings Limited (the “**Company**”) pursuant to Rule 6A.29 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 6 January 2020, the Company and China Tonghai Capital Limited (“**China Tonghai**”) have mutually agreed to terminate the compliance adviser agreement entered into between them dated 21 December 2016 with effect from 31 December 2019, due to recent changes in personnel of China Tonghai.

Save as disclosed in this announcement, the Board and China Tonghai confirm that, as at the date of this announcement, there are no other matters relating to the resignation of the compliance adviser that need to be drawn to the attention of the shareholders of the Company and the Stock Exchange.

The Board further announces that Rainbow Capital (HK) Limited (“**Rainbow Capital**”) has been appointed as the new compliance adviser to the Company as required pursuant to Rule 6A.27 of the GEM Listing Rules with effect from 6 January 2020 until the date, pursuant to Rule 6A.19 of the GEM Listing Rules, on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of the financial results of the Company for the second full financial year commencing after the date of the Company’s initial listing (being the financial year ending 31 March 2020), or until the compliance adviser agreement entered into between the Company and Rainbow Capital is terminated in accordance with its terms, whichever is earlier.

Rainbow Capital is a licensed corporation permitted to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

By order of the Board  
**Tree Holdings Limited**  
**TONG Tang Joseph**  
*Chairman and Chief Executive Officer*

Hong Kong, 6 January 2020

*As at the date of this announcement, the Board comprises Mr. TONG Tang Joseph, Ms. Mary Kathleen BABINGTON, and Mr. TSUI Wing Tak as executive Directors, Mr. YEUNG Man Chung Charles, Mr. TSANG Wai Yin, and Mr. SIT Hoi Wah Kenneth as the independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will appear on the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least seven days after the date of publication and on the website of the Company ([www.treeholdings.com](http://www.treeholdings.com)).*