

# VOLUNTARY CONDITIONAL CASH OFFER

by



**DBS BANK LTD.**

(Company Registration No.: 196800306E)  
(Incorporated in the Republic of Singapore)

for and on behalf of

**EASTON OVERSEAS LIMITED**

(Company Registration No.: 111542)  
(Incorporated in the British Virgin Islands)

**to acquire all the issued and paid-up ordinary shares in the capital of**

**CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED**

(Company Registration No.: 198101278D)  
(Incorporated in the Republic of Singapore)

## DEALINGS DISCLOSURE AND LEVEL OF ACCEPTANCES OF OFFER FOR 10 JUNE 2016

### 1. INTRODUCTION

DBS Bank Ltd. ("**DBS Bank**") refers to the offer document dated 30 May 2016 (the "**Offer Document**") issued by DBS Bank, for and on behalf of Easton Overseas Limited (the "**Offeror**"), in connection with the voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of China Merchants Holdings (Pacific) Limited (the "**Company**"), other than those Shares owned, controlled or agreed to be acquired by the Offeror.

All capitalised terms used but not defined herein shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

### 2. DEALINGS BY THE OFFEROR

Pursuant to Rule 12.1 of the Code, DBS Bank, for and on behalf of the Offeror, wishes to announce the following acquisitions of Shares by the Offeror on 10 June 2016:

Total number of Shares acquired	337,900
Percentage of issued share capital of the Company represented by Shares acquired <sup>1</sup>	0.02%
Price per Share acquired (excluding brokerage commission and Goods and Services Tax)	S\$1.020

<sup>1</sup> In this Announcement, unless otherwise stated, all references to percentage shareholding of the issued share capital of the Company are based on the issued 1,794,524,100 Shares.

Resultant total number of Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it (" <b>Concert Parties</b> ") (excluding any valid acceptances received by the Offeror pursuant to the Offer)	1,412,870,093 <sup>2 3</sup>
Percentage of total Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (excluding any valid acceptances received by the Offeror pursuant to the Offer)	78.73%

### 3. LEVEL OF ACCEPTANCES OF THE OFFER

Pursuant to Rule 28.1 of the Code, DBS Bank wishes to announce, for and on behalf of the Offeror, that:

- (a) **Acceptances of the Offer.** As at 5.00 p.m. (Singapore time) on 10 June 2016, the Offeror has received valid acceptances of **164,472,311 Shares** <sup>4</sup> from the Shareholders, representing approximately **9.17%** of the total number of issued Shares.
- (b) **Shares held on or before the Offer Announcement Date.** As at the Offer Announcement Date, the Offeror and its Concert Parties owned, controlled or agreed to acquire an aggregate of **1,363,236,393 Shares**<sup>2</sup>, representing approximately **75.97%** of the total number of issued Shares of the Company.
- (c) **Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 10 June 2016 (other than pursuant to valid acceptances of the Offer).** Following the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 10 June 2016, save for the acquisition by the Offeror of an aggregate of **49,633,700 Shares**, representing approximately **2.77%** of the total number of issued Shares of the Company, the Offeror and Concert Parties have not acquired or agreed to acquire any Shares (other than pursuant to valid acceptances of the Offer).

### 4. RESULTANT SHAREHOLDINGS

Accordingly, as at 5.00 p.m. (Singapore time) on 10 June 2016, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties; and (b) valid acceptances of the Offer, **amount to an aggregate of 1,577,342,404 Shares, representing approximately 87.90% of the total number of issued Shares of the Company.**

<sup>2</sup> This includes an aggregate of 1,617,000 Shares (representing approximately 0.09% of the total number of issued Shares) held by Jiang Yan Fei, being a Concert Party in connection with the Offer.

<sup>3</sup> This excludes an aggregate of 125,343,736 Shares (representing approximately 6.98% of the total number of issued Shares) held by Hongda International Asset Management Limited ("**HIAM**"). As disclosed in the Offer Document, HIAM has executed an irrevocable undertaking dated 23 May 2016 in favour of the Offeror to, *inter alia*, accept the Offer.

<sup>4</sup> This includes the 125,343,736 Shares held by HIAM which has been tendered in acceptance of the Offer.

## 5. DIRECTOR'S RESPONSIBILITY STATEMENT

The sole director of the Offeror, the directors of Cornerstone, and the directors of CM Highway (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to the Company) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the sole director of the Offeror, the directors of Cornerstone, and the directors of CM Highway has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The sole director of the Offeror, the directors of Cornerstone, and the directors of CM Highway jointly and severally accept responsibility accordingly.

Issued by  
**DBS BANK LTD.**

For and on behalf of  
**EASTON OVERSEAS LIMITED**  
10 June 2016

*Any inquiries relating to this Announcement, the Offer or the Convertible Bonds Offer should be directed during office hours to:*

**DBS Bank Ltd.**  
**Strategic Advisory**

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