

CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 198101278D)

ANNOUNCEMENT

PROPOSED BONUS ISSUE – APPROVAL IN-PRINCIPLE

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as in the announcement made by China Merchants Holdings (Pacific) Limited (the “Company”) on 27 February 2015 in relation to the Proposed Bonus Issue (the “Announcement”).

1. RECEIPT OF APPROVAL IN-PRINCIPLE

- 1.1 Further to the Announcement, the Directors of the Company are pleased to announce that the SGX-ST has given its approval in-principle (the “AIP”) for the listing and quotation of up to 60,283,007 Bonus Shares¹, on the basis of one (1) Bonus Share to be credited as fully paid for every twenty (20) existing Shares held by Shareholders, on the Official List of the SGX-ST.
- 1.2 The Proposed Bonus Issue will be effected by capitalising up to approximately HK\$310,523,892² (expressed in HK\$ based on an exchange rate of S\$1.00 : HK\$5.736) by way of a transfer from the accumulated profits of the Company to the share capital account of the Company and applying the same towards payment in full for the Bonus Shares.
- 1.3 The Bonus Shares when allotted and issued, will rank *pari passu* in all respects with the existing issued Shares and with each other, except that the Bonus Shares will not be entitled to such dividends, rights, allotments and other distributions, the record date of which falls before the date of issue of the Bonus Shares.

2. CONDITIONS

- 2.1 The AIP is subject to the following conditions:
- 2.1.1 compliance with the SGX-ST’s listing requirements;
- 2.1.2 Shareholders’ approval for the Proposed Bonus Issue; and
- 2.1.3 submission of a written confirmation that the Proposed Bonus Issue is in compliance with the Companies Act, Chapter 50 of Singapore.
- 2.2 The AIP is not an indication of the merits of the Proposed Bonus Issue, the Bonus Shares, the Shares, the Company and/or its subsidiaries.

¹ This is based on a maximum issued and paid up share capital of the Company comprising 1,205,660,143 Shares as at the date hereof (taking into account the Shares which may be issued pursuant to the exercise of the options under the Scheme, and the conversion of the Convertible Bonds in full and assuming there is no change to the number of issued Shares from the date hereof to the Books Closure Date. For completeness, the Company wishes to clarify that the Announcement had referred to 52,703,503 Bonus Shares as this was based on the issued and paid up share capital of the Company comprising 1,054,070,078 Shares as at the date of the Announcement.

² For completeness, the Company wishes to clarify that the Announcement had referred to an amount of HK\$334,441,000 to be capitalised based on an exchange rate of S\$1.00 : HK\$5.8756 but following a recalculation, the amount to be capitalised for the Proposed Bonus Issue will be up to approximately HK\$310,523,892 (based on an exchange rate of S\$1.00 : HK\$5.736).

3. EXTRAORDINARY GENERAL MEETING

- 3.1** The Proposed Bonus Issue is subject to the approval of the Shareholders by way of an ordinary resolution at an EGM to be convened. The circular containing, *inter alia*, details of the Proposed Bonus Issue and the notice of the EGM will be despatched to the Shareholders in due course.
- 3.2** The Books Closure Date for the purpose of determining the entitlements of the Shareholders under the Proposed Bonus Issue will be announced in due course.

BY ORDER OF THE BOARD

Lim Lay Hoon
Company Secretary
Singapore, 1 April 2015