

CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 198101278D

ANNOUNCEMENT

PROPOSED ACQUISITIONS OF THE GUIXING EXPRESSWAY, THE GUIYANG EXPRESSWAY AND THE YANGPING EXPRESSWAY IN THE PEOPLE'S REPUBLIC OF CHINA

DESPATCH OF CIRCULAR TO SHAREHOLDERS AND CLARIFICATION ON ACQUISITIONS ANNOUNCEMENT

1. INTRODUCTION

The board of directors (the **"Board"**) of China Merchants Holdings (Pacific) Limited (the **"Company"**) refers to the proposed acquisitions of three expressways (the **"Acquisitions"**) located in the Guangxi Zhuang Autonomous Region, the People's Republic of China, namely, the Guilin – Xing'an Expressway, the Guilin – Yangshuo Expressway (the **"Guiyang Expressway"**) and the Yangshuo – Pingle Expressway, by three direct wholly-owned subsidiaries of the Company, Xinan Guixing Expressway Pte. Ltd., Xinan Guiyang Expressway Pte. Ltd. and Xinan Yangping Expressway Pte. Ltd. respectively, pursuant to three conditional share purchase agreements each dated 23 June 2015.

*All capitalised terms used and not defined herein shall have the same meanings given to them in the Circular (as defined below) and the announcement dated 23 June 2015 (the **"Acquisitions Announcement"**) made by the Company in connection with the Acquisitions.*

2. DESPATCH OF CIRCULAR TO SHAREHOLDERS

The Board wishes to announce that the Company has today despatched the circular to Shareholders dated 28 August 2015 (the **"Circular"**) setting out information on the Acquisitions.

The Board would also like to refer Shareholders to the announcement by the Company dated 28 August 2015 setting out the notice of extraordinary general meeting convened in connection with the Acquisitions.

Shareholders who do not receive the Circular within a week from the date hereof should contact the share registrar of the Company in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., situated at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

3. CLARIFICATION ON ACQUISITIONS ANNOUNCEMENT

The Board wishes to clarify the following in relation to the Acquisitions Announcement:

- (a) as stated in paragraph 1.3(b) of the Circular, for the purpose of calculating the relative figure in relation to the Guiyang Acquisition under Rule 1006(c), the Guiyang Consideration set out in paragraph 10.2 of the Acquisitions Announcement should be HK\$1,174.125 million instead of HK\$1,174.126 million;

- (b) as stated in paragraph 1.3(c) of the Circular, for the purpose of calculating the relative figure in relation to the Guixing Acquisition and the Guiyang Acquisition on an aggregate basis under Rule 1006(c), the aggregate of the consideration payable for the Guixing Acquisition and the Guiyang Consideration set out in paragraph 10.3 of the Acquisitions Announcement should be HK\$2,958.035 million instead of HK\$2,958.036 million;
- (c) as stated in paragraph 5.3 of the Circular, the Guiyang Target's toll operating rights for the Guiyang Expressway have been formally granted by the relevant governmental authorities in Guangxi, PRC, for a period of 29 years, from 1 August 2008 to 31 July 2037, instead of being provisionally granted as stated in paragraph 4.3 of the Acquisitions Announcement; and
- (d) as stated in paragraph 6.3 of the Circular, the Guiyang Consideration set out in paragraph 5.3 of the Acquisitions Announcement should be RMB930,000,000 (approximately HK\$1,174,125,000 based on an exchange rate of RMB1.00 : HK\$1.2625), instead of RMB930,001,000 (approximately HK\$1,174,126,262.50 based on an exchange rate of RMB1.00 : HK\$1.2625).

Save as disclosed in this Announcement, all other information set out in the Circular and the Acquisitions Announcement in connection with the Acquisitions remains the same.

BY ORDER OF THE BOARD

Lim Lay Hoon
Company Secretary
Singapore, 28 August 2015