

VOLUNTARY 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)

CLOSE OF THE OFFER AND THE CONVERTIBLE BONDS OFFER LEVEL OF ACCEPTANCES FOR 11 JULY 2016

**EASTON OVERSEAS LIMITED OWNS, CONTROLS OR HAS AGREED TO ACQUIRE 98.49% OF
THE SHARES IN CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED¹**

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:

- (a) the voluntary 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; and
- (b) the offer to acquire the outstanding 1.25% convertible bonds ("**Convertible Bonds**") in the principal amount of HK\$150,000,000 due 6 November 2017 issued by the Company, other than those already owned, controlled or agreed to be acquired by the Offeror (the "**Convertible Bonds Offer**").

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.

¹ 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.

2. CLOSE OF THE OFFER AND THE CONVERTIBLE BONDS OFFER

DBS Bank wishes to announce, for and on behalf of the Offeror, that the Offer and the Convertible Bonds Offer closed at 5.30 p.m. (Singapore time) on 11 July 2016. **Accordingly, the Offer and the Convertible Bonds Offer are no longer open for acceptance and any acceptances received thereafter will be rejected.**

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 5.30 p.m. (Singapore time) on 11 July 2016, the Offeror has received valid acceptances of:

- (i) 1,617,000 Shares from Jiang Yan Fei, being a person acting in concert with the Offeror ("**Concert Party**") in connection with the Offer (representing approximately 0.09% of the total number of Shares); and
- (ii) 331,324,816 Shares from the other Shareholders ² (representing approximately 18.46% of the total number of Shares),

amounting in aggregate of **332,941,816 Shares**, representing approximately **18.55%** of the total number of 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** ³, representing approximately **75.97%** of the total number of Shares.

(c) **Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.30 p.m. (Singapore time) on 11 July 2016 (other than pursuant to valid acceptances of the Offer).** Following the Offer Announcement Date and up to 5.30 p.m. (Singapore time) on 11 July 2016, save for the acquisition by the Offeror of an aggregate of **72,950,600 Shares**, representing approximately **4.07%** of the total number of Shares, the Offeror and its 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 5.30 p.m. (Singapore time) on 11 July 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 1,767,511,809 Shares, representing approximately 98.49% of the total number of Shares of the Company.**

² This includes 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. HIAM has tendered in acceptance of the Offer in respect of its 125,343,736 Shares.

³ Including the 1,617,000 Shares held by Jiang Yan Fei.

5. LEVEL OF ACCEPTANCES OF THE CONVERTIBLE BONDS 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 Convertible Bonds Offer.** As at 5.30 p.m. (Singapore time) on 11 July 2016, the Offeror has received valid acceptances in respect of an aggregate principal amount of **HK\$150,000,000 Convertible Bonds**, representing **100.00%** of the outstanding aggregate principal amount of the Convertible Bonds.
- (b) **Convertible Bonds held on or before the Offer Announcement Date.** As at the Offer Announcement Date, none of the Offeror and its Concert Parties owned, controlled or had agreed to acquire any Convertible Bonds.
- (c) **Convertible Bonds acquired or agreed to be acquired after the Offer Announcement Date and up to 5.30 p.m. (Singapore time) on 11 July 2016 (other than pursuant to valid acceptances of the Convertible Bonds Offer).** Following the Offer Announcement Date and up to 5.30 p.m. (Singapore time) on 11 July 2016, none of the Offeror and its Concert Parties acquired or agreed to acquire any Convertible Bonds.

6. RESULTANT BONDHOLDINGS

Accordingly, as at 5.30 p.m. (Singapore time) on 11 July 2016, the aggregate principal amount of (a) Convertible Bonds owned, controlled or agreed to be acquired by the Offeror and its Concert Parties; and (b) valid acceptances of the Convertible Bonds Offer, amount to an aggregate principal amount of **HK\$150,000,000 Convertible Bonds, representing 100.00% of the outstanding aggregate principal amount of Convertible Bonds of the Company.**

7. DIRECTORS' 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
11 July 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

Tel: (65) 6682 8999