SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM

3
(Electronic Format)

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

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1.	Name of Listed Issuer:
	China Merchants Holdings (Pacific) Limited
2.	Type of Listed Issuer: ✓ Company/Corporation ☐ Registered/Recognised Business Trust ☐ Real Estate Investment Trust
3.	Is more than one Substantial Shareholder/Unitholder giving notice in this form? No (Please proceed to complete Part II) Yes (Please proceed to complete Parts III & IV)
4.	Date of notification to Listed Issuer:
	28-Sep-2015

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder 🖊



Sui	Stantial Shareholder/Onlitholder A
1.	Name of Substantial Shareholder/Unitholder:
	China Merchants Group Limited ("CMG")
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes
	✓ No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	28-Sep-2015
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	28-Sep-2015
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
7.	Quantum of total voting shares/units (including voting shares/units underlying rights/options, warrants/convertible debentures {conversion price known}) held by Substantial Shareholder, Unitholder before and after the transaction:
	Immediately before the transaction Direct Interest Deemed Interest Total

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	764,814,750	764,814,750
As a percentage of total no. of voting shares/units:	0	63.93	63.93
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest 0	Deemed Interest 1,361,619,393	Total 1,361,619,393

Circumstances giving rise to deemed interests (if the interest is such): 8. [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises] The change in percentage level of interest of CMG arises from the allotment and issue of 596,804,643 voting shares on 28 September 2015 in connection with the non-renounceable non-underwritten preferential offering (the "Preferential Offering") of 598,174,700 new ordinary shares in the capital of the Listed Issuer (the "New Shares") at the issue price of \$\$1.00 for each New Share, on the basis of one (1) New Share for every two (2) existing ordinary shares in the capital of the Listed Issuer held by shareholders of the Listed Issuer who are eligible to participate in the Preferential Offering as at 5.00 p.m. on 7 September 2015 (the "Transaction"). The filing of CMG's interest arises from the direct interest in the Listed Issuer held by Easton Overseas Limited ("Easton"). Easton is a wholly-owned direct subsidiary of Cornerstone Holdings Limited ("Cornerstone"), while Cornerstone is a wholly-owned direct subsidiary of China Merchants Huajian Highway Investment Co., Ltd ("Huajian") and Huajian is in turn a wholly-owned direct subsidiary of CMG. As at 28 September 2015 and prior to the allotment and issue of the New Shares pursuant to the Transaction, Easton held 764,814,750 issued voting shares in the capital of the Listed Issuer ("CMHP Shares"), representing approximately 63.93% of the issued share capital of the Listed Issuer. Following the allotment and issue of the New Shares pursuant to the Transaction, Easton held 1,361,619,393 CMHP Shares, representing approximately 75.88% of the enlarged issued share capital of the Listed Issuer. As such, prior to the Transaction, CMG had a deemed interest of 63.93% in the Listed Issuer and following the Transaction, CMG has a deemed interest of 75.88% in the Listed Issuer. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders1 Easton is a wholly-owned direct subsidiary of Cornerstone, while Cornerstone is a wholly-owned direct subsidiary of Huajian and Huajian is in turn a wholly-owned direct subsidiary of CMG. 10. Attachments (if any): 👔 (The total file size for all attachment(s) should not exceed 1MB.) If this is a **replacement** of an earlier notification, please provide: (a) SGXNet announcement reference of the first notification which was announced on SGXNet (the "Initial Announcement"): (b) Date of the Initial Announcement: 15-digit transaction reference number of the relevant transaction in the Form 3 (c) which was attached in the Initial Announcement:

12. Remarks (if any):

The percentage of interest disclosed herein before the allotment and issue of the New Shares pursuant to the Transaction is calculated based on a total issued share capital of 1,196,349,400 fully paid up ordinary shares of the Listed Issuer.

The percentage of interest disclosed herein after the allotment and issue of the New Shares pursuant to the

Transaction is calculated based on a total issued share capital of 1,794,524,100 fully paid up ordinary shares of the Listed Issuer. Substantial Shareholder/Unitholder B 1. Name of Substantial Shareholder/Unitholder: China Merchants Huajian Highway Investment Co., Ltd ("Huajian") 2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? ☐ Yes ✓ No Notification in respect of: 3. ☐ Becoming a Substantial Shareholder/Unitholder Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder Ceasing to be a Substantial Shareholder/Unitholder 4. Date of acquisition of or change in interest: 28-Sep-2015 5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date): 28-Sep-2015 Explanation (if the date of becoming aware is different from the date of acquisition of, or the 6. change in, interest):

7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	764,814,750	764,814,750
As a percentage of total no. of voting shares/units:	0	63.93	63.93
Immediately after the transaction	Direct Interest	Deemed Interest	Total
miniodiatory arter the transaction	Direct interest	Deemed interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	1,361,619,393	1,361,619,393

Circumstances giving rise to deemed interests (if the interest is such): 8. [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

The change in percentage level of interest of Huajian arises from the allotment and issue of 596,804,643 voting shares on 28 September 2015 in connection with the non-renounceable non-underwritten preferential offering (the "Preferential Offering") of 598,174,700 new ordinary shares in the capital of the Listed Issuer (the "New Shares") at the issue price of S\$1.00 for each New Share, on the basis of one (1) New Share for every two (2) existing ordinary shares in the capital of the Listed Issuer held by shareholders of the Listed Issuer who are eligible to participate in the Preferential Offering as at 5.00 p.m. on 7 September 2015 (the "Transaction").

The filing of Huajian's interest arises from the direct interest in the Listed Issuer held by Easton Overseas Limited ("Easton"). Easton is a wholly-owned direct subsidiary of Cornerstone Holdings Limited ("Cornerstone"), while Cornerstone is a wholly-owned direct subsidiary of Huajian and Huajian is in turn a wholly-owned direct subsidiary of China Merchants Group Limited.

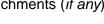
As at 28 September 2015 and prior to the allotment and issue of the New Shares pursuant to the Transaction, Easton held 764,814,750 issued voting shares in the capital of the Listed Issuer ("CMHP Shares"), representing approximately 63.93% of the issued share capital of the Listed Issuer. Following the allotment and issue of the New Shares pursuant to the Transaction, Easton held 1,361,619,393 CMHP Shares, representing approximately 75.88% of the enlarged issued share capital of the Listed Issuer.

As such, prior to the Transaction, Huajian had a deemed interest of 63.93% in the Listed Issuer and following the Transaction, Huajian has a deemed interest of 75.88% in the Listed Issuer.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders1

Easton is a wholly-owned direct subsidiary of Cornerstone, while Cornerstone is a wholly-owned direct subsidiary of Huajian and Huajian is in turn a wholly-owned direct subsidiary of China Merchants Group Limited.

10. Attachments (if any): 👔



(The total file size for all attachment(s) should not exceed 1MB.)

- If this is a **replacement** of an earlier notification, please provide:
 - SGXNet announcement reference of the first notification which was announced (a) on SGXNet (the "Initial Announcement"):

Date of the Initial Announcement: (b)

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

The percentage of interest disclosed herein before the allotment and issue of the New Shares pursuant to the Transaction is calculated based on a total issued share capital of 1,196,349,400 fully paid up ordinary shares of the Listed Issuer.

The percentage of interest disclosed herein after the allotment and issue of the New Shares pursuant to the Transaction is calculated based on a total issued share capital of 1,794,524,100 fully paid up ordinary shares of the Listed Issuer.

	Name of Substantial Shareholder/Unitholder:
_	ornerstone Holdings Limited ("Cornerstone")
	s Substantial Shareholder/Unitholder a fund manager or a person whose interest in the ecurities of the Listed Issuer are held solely through fund manager(s)? Yes
/] No
•	Notification in respect of:
_	Becoming a Substantial Shareholder/Unitholder
	Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholde
	Ceasing to be a Substantial Shareholder/Unitholder
_	Opto of acquinition of ar change in interest.
_	Date of acquisition of or change in interest:
	8-Sep-2015
	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the hange in, interest (if different from item 4 above, please specify the date):
2	8-Sep-2015
	explanation (if the date of becoming aware is different from the date of acquisition of, or the hange in, interest):
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7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/warrants/convertible debentures* {*conversion price known*}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	764,814,750	764,814,750
As a percentage of total no. of voting shares/units:	0	63.93	63.93
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	1,361,619,393	1,361,619,393

	centage of total no. of vo	oting shares/	75.88	75.88				
[Yo	Circumstances giving rise to deemed interests (if the interest is such): [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]							
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Lim owr	The filing of Cornerstone's interest arises from the direct interest in the Listed Issuer held by Easton Overseas Limited ("Easton"). Easton is a wholly-owned direct subsidiary of Cornerstone, while Cornerstone is a wholly-owned direct subsidiary of China Merchants Huajian Highway Investment Co., Ltd ("Huajian") and Huajian is in turn a wholly-owned direct subsidiary of China Merchants Group Limited.							
East app the	on held 764,814,750 is roximately 63.93% of tl New Shares pursuant t	and prior to the allotment sued voting shares in the he issued share capital of the Transaction, Easto he enlarged issued shar	ne capital of the Listed I of the Listed Issuer. Fol	ssuer ("CMHP Shares") lowing the allotment a CMHP Shares, represen	, representing and issue of			
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The percentage of interest disclosed herein before the allotment and issue of the New Shares pursuant to the Transaction is calculated based on a total issued share capital of 1,196,349,400 fully paid up ordinary shares of the Listed Issuer.

The percentage of interest disclosed herein after the allotment and issue of the New Shares pursuant to the Transaction is calculated based on a total issued share capital of 1,794,524,100 fully paid up ordinary shares of the Listed Issuer.

ı	Name of Substantial Shareholder/Unitholder:
	Easton Overseas Limited ("Easton")
	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes
	√ No
	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholde
	Ceasing to be a Substantial Shareholder/Unitholder
	Date of acquisition of or change in interest:
	28-Sep-2015
	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	28-Sep-2015
	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	764,814,750	0	764,814,750
As a percentage of total no. of voting shares/units:	63.93	0	63.93
Immediately after the transaction	Direct Interest	Deemed Interest	Total

No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	1,361,619,393	0	1,361,619,393
As a percentage of total no. of voting shares/units:	75.88	0	75.88

8. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

The change in percentage level of interest of Easton arises from the allotment and issue of 596,804,643 voting shares on 28 September 2015 in connection with the non-renounceable non-underwritten preferential offering (the "Preferential Offering") of 598,174,700 new ordinary shares in the capital of the Listed Issuer (the "New Shares") at the issue price of \$\$1.00 for each New Share, on the basis of one (1) New Share for every two (2) existing ordinary shares in the capital of the Listed Issuer held by shareholders of the Listed Issuer who are eligible to participate in the Preferential Offering as at 5.00 p.m. on 7 September 2015 (the "Transaction").

The filing of Easton's interest arises from the direct interest in the Listed Issuer held by Easton. Easton is a wholly-owned direct subsidiary of Cornerstone Holdings Limited ("Cornerstone"), while Cornerstone is a wholly-owned direct subsidiary of China Merchants Huajian Highway Investment Co., Ltd ("Huajian") and Huajian is in turn a wholly-owned direct subsidiary of China Merchants Group Limited.

As at 28 September 2015 and prior to the allotment and issue of the New Shares pursuant to the Transaction, Easton held 764,814,750 issued voting shares in the capital of the Listed Issuer ("CMHP Shares"), representing approximately 63.93% of the issued share capital of the Listed Issuer. Following the allotment and issue of the New Shares pursuant to the Transaction, Easton held 1,361,619,393 CMHP Shares, representing approximately 75.88% of the enlarged issued share capital of the Listed Issuer.

As such, prior to the Transaction, Easton had a deemed interest of 63.93% in the Listed Issuer and following the Transaction, Easton has a deemed interest of 75.88% in the Listed Issuer.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Easton is a wholly-owned direct subsidiary of Cornerstone, while Cornerstone is a wholly-owned direct subsidiary of Huajian and Huajian is in turn a wholly-owned direct subsidiary of China Merchants Group Limited.

10. Attachments (if any): 🕥



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a)	SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (<i>the "Initial Announcement"</i>):
(b)	Date of the Initial Announcement:
(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12.	Remarks (if any):
	The percentage of interest disclosed herein before the allotment and issue of the New Shares pursuant to the Transaction is calculated based on a total issued share capital of 1,196,349,400 fully paid up ordinary shares of the Listed Issuer.
	The percentage of interest disclosed herein after the allotment and issue of the New Shares pursuant to the Transaction is calculated based on a total issued share capital of 1,794,524,100 fully paid up ordinary shares of the Listed Issuer.

Part IV - Transaction details

1.	Type of securities which are the subject of the transaction (more than one option may be chosen):
	✓ Voting shares/units
	Rights/Options/Warrants over voting shares/units
	Convertible debentures over voting shares/units (conversion price known)
	Others (please specify):
2.	Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:
	596,804,643 ordinary shares
3.	Amount of consideration paid or received by Substantial Shareholders/Unitholders (excluding brokerage and stamp duties):
	S\$596,804,643 at an issue price of S\$1.00 per ordinary share
4.	Circumstance giving rise to the interest or change in interest:
	Acquisition of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Securities via physical settlement of derivatives or other securities
	✓ Securities pursuant to rights issue
	Securities via a placement
	Securities following conversion/exercise of rights, options, warrants or other convertibles
	Disposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Other circumstances:
	Acceptance of take-over offer for the Listed Issuer
	Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (please specify):
	Others (please specify):

	Parti	culars of Individual submitting this notification form to the Listed Issuer:
	(a)	Name of Individual:
		Liu Kuk Yu Daisy
	(b)	Designation (if applicable):
		Secretary
	(c)	Name of entity (if applicable):
		China Merchants Group Limited
rans		n Reference Number (auto-generated): 3 7 2 4 2 1 1 3 8 7 3