

CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 198101278D)

ANNOUNCEMENT

PROPOSED PREFERENTIAL OFFERING OF NEW SHARES - SGX-ST APPROVAL IN-PRINCIPLE AND NOTICE OF BOOKS CLOSURE DATE

1. INTRODUCTION

The board of directors (the “**Board**”) of China Merchants Holdings (Pacific) Limited (“**CMHP**” or the “**Company**”) refers to the announcement dated 30 July 2015 made by the Company (the “**Preferential Offering Announcement**”) in relation to the proposed non-renounceable non-underwritten preferential offering (the “**Preferential Offering**”) of up to 633,756,189 new ordinary shares in the capital of the Company (the “**New Shares**”), at an issue price of S\$1.00 for each New Share (the “**Issue Price**”), on the basis of one (1) New Share for every two (2) existing ordinary shares in the capital of the Company (the “**Shares**”) held by Entitled Shareholders (as defined below) as at a time and date to be determined by the Board for the purpose of determining the entitlements of the shareholders of the Company (the “**Shareholders**”) under the Preferential Offering, fractional entitlements to be disregarded.

All capitalised terms used and not defined herein shall have the meanings ascribed to them in the Preferential Offering Announcement.

2. SGX-ST APPROVAL IN-PRINCIPLE

The Board is pleased to announce that the Company has on 25 August 2015 obtained approval in-principle (the “**AIP**”) from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the dealing in, listing of and quotation for the New Shares on the Mainboard of the SGX-ST.

The AIP was granted subject to the following:

- (a) compliance with the SGX-ST's listing requirements; and
- (b) a written undertaking from the Company that it will comply with Rules 704(30), 815 and 1207(20) of the Listing Manual of the SGX-ST (the “**Listing Manual**”) in relation to the use of the proceeds from the Preferential Offering and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report; and
- (c) a written undertaking from the Company that it will comply with the confirmation given in Rule 877(10) of the Listing Manual with regards to the allotment of any excess New Shares; and
- (d) a written confirmation from financial institution(s) as required under Rule 877(9) of the Listing Manual that the Undertaking Shareholder has sufficient financial resources to fulfill its obligations under the Undertaking.

The Company has submitted the undertakings and confirmations referred to in paragraphs 2(b) to 2(d) above to the SGX-ST.

The AIP granted by the SGX-ST is not to be taken as an indication of the merits of the Preferential Offering, the New Shares, the provisional allotment of New Shares, the Company and/or its subsidiaries.

3. NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN THAT the share transfer books and the register of members of the Company will be closed at **5.00 p.m. (Singapore time) on 7 September 2015** (the “**Books Closure Date**”), for the purpose of determining the provisional allotments of New Shares of the Entitled Shareholders (comprising Entitled Depositors and Entitled Scripholders, each as defined below) under the Preferential Offering.

Entitled Depositors

Shareholders whose Shares are registered in the name of The Central Depository (Pte) Limited (the “**CDP**”) and whose securities accounts with CDP (the “**Securities Accounts**”) are credited with Shares as at 5.00 p.m. (Singapore time) on the Books Closure Date (the “**Depositors**”) will be provisionally allotted New Shares on the basis of the number of Shares standing to the credit of their Securities Accounts as at the Books Closure Date if they are Entitled Depositors. “**Entitled Depositors**” are Depositors whose registered addresses with CDP are in Singapore as at the Books Closure Date or who, at least three (3) market days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents.

Entitled Scripholders

A person who is registered as a holder of Shares and whose share certificates are not deposited with CDP (a “**Scripholder**”) will be provisionally allotted New Shares on the basis of the number of Shares registered in the name of such Scripholder in the Register of Members of the Company as at 5.00 p.m. (Singapore time) on the Books Closure Date if he is an Entitled Scripholder. “**Entitled Scripholders**” are Scripholders who have tendered to the Share Registrar valid transfers of their Shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Company are in Singapore as at the Books Closure Date or who have, at least three (3) market days prior to the Books Closure Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents.

Foreign Shareholders

The making of the Preferential Offering may be prohibited or restricted in certain jurisdictions under their relevant securities laws. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the New Shares will not be offered to Shareholders with registered addresses outside of Singapore as at the Books Closure Date and who have not, at least three (3) market days prior to the Books Closure Date, provided CDP or the Share Registrar, as the case may be, with addresses in Singapore for the service of notices and documents (the “**Foreign Shareholders**”). Accordingly, Foreign Shareholders will not be allowed to participate in the Preferential Offering, no New Shares will be provisionally allotted to Foreign Shareholders and no purported acceptance thereof or application therefor by any Foreign Shareholder will be valid.

CPFIS

Shareholders who have previously purchased Shares using their Central Provident Fund (“**CPF**”) account savings (“**CPF Funds**”) under the Central Provident Fund Investment Scheme (“**CPFIS**”) can only use, subject to applicable CPF rules and regulations, their CPF

Funds for the payment of the Issue Price to subscribe for their provisional allotments of New Shares and (if applicable) to apply for excess New Shares, subject to applicable CPF rules and regulations. Such Shareholders who wish to accept their provisional allotments of New Shares and (if applicable) apply for excess New Shares using CPF Funds will need to instruct their respective approved CPF agent banks with whom they hold their CPF investment accounts, to accept their provisional allotments of New Shares and (if applicable) apply for excess New Shares on their behalf in accordance with the terms and conditions in the instruction booklet in relation to the Preferential Offering (the “**Instruction Booklet**”).

4. GENERAL

Further details of the Preferential Offering will be made available in the Instruction Booklet to be despatched to Entitled Shareholders in due course.

In the meantime, Shareholders are advised to refrain from taking any action in relation to their Shares until they or their advisers have considered the information to be set out in the Instruction Booklet.

Where appropriate, further details will be disclosed in subsequent announcements.

BY ORDER OF THE BOARD

Lim Lay Hoon
Company Secretary
Singapore, 25 August 2015

IMPORTANT NOTICE

This Announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, any New Shares or to take up any entitlements to New Shares. The information contained in this Announcement should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.