Midas Holdings Limited
麥達斯控股有限公司

(Singapore Registration No.: 200009758W)
(Incorporated in Singapore with limited liability)
(Hong Kong Stock Code: 1021)
(Singapore Stock Code: 5EN)

PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF HUICHENG CAPITAL LIMITED AND PROPOSED ADOPTION OF THE MIDAS PERFORMANCE SHARE PLAN 2016

– COMPLETION

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*Reference is made to the announcements dated 30 November 2015, 17 March 2016 and 29 April 2016 (the "**Announcements**"). Unless otherwise defined, all terms and references used herein shall bear the same meaning ascribed to them in the Announcements.*

The Board of Midas Holdings Limited (the "**Company**") is pleased to announce that the conditions set out in the S&P Agreement have been fulfilled and the Proposed Acquisition has been completed on 27 July 2016.

Accordingly, the Company has allotted and issued 461,999,997 Shares (being the Initial Consideration Shares) to the Vendors save for Chen Wei Ping in satisfaction of the Initial Consideration of an aggregate S$166.32 million (being the Initial Consideration).

The Earn-Out Consideration shall be payable to Chen Wei Ping upon the following Earn-Out Target being achieved: consolidated Adjusted Profit after Tax of Dalian Huicheng for the financial year ending 31 December 2016 of at least RMB80 million based on the final consolidated audited profit and loss account of Dalian Huicheng. The Adjusted Profit after Tax is the profit after tax after adjustments for non-operating items including, but not restricted, to (i) grants from government or any other parties; (ii) dividend income; or (iii) any other income that is not part of income from operations. The Earn-Out Consideration shall be payable in the manner set out in the circular to Shareholders dated 30 March 2016.

Following the allotment and issuance of the Consideration Shares, the total number of issued and paid-up Shares increased from 1,217,617,800 (excluding 1,000,000 treasury shares) to 1,679,617,797 (excluding 1,000,000 treasury shares).

BY ORDER OF THE BOARD
Midas Holdings Limited

Chew Hwa Kwang, Patrick
Executive Director and
Chief Executive Officer

27 July 2016

Midas Holdings Limited
麥達斯控股有限公司

(（新加坡公司註冊編號：200009758W)
（於新加坡註冊成立的有限公司）
（香港股份代號：1021）
（新加坡股份代號：5EN）

建議收購匯程資本有限公司全部已發行股本及建議採納二零一六年麥達斯績效股份計劃 – 完成

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*茲提述本公司日期為二零一五年十一月三十日、二零一六年三月十七日及二零一六年四月二十九日之公告（「**該等公告**」）。除非文義另有界定，否則本公告所使用的所有詞彙及提述均具有該等公告所賦予之相同涵義。*

麥達斯控股有限公司(「**本公司**」)董事會欣然宣佈，買賣協議所載的條件已達成，建議收購於二零一六年七月二十七日完成。

因此，本公司已發行及配發 461,999,997 股股份 (即初步代價股份) 予賣方 (陳維平除外) 作為支付 166,320,000 新加坡元之初步代價 (即初步代價)。

於達成以下目標時須向陳維平支付獲利能力代價：大連匯程截至二零一六年十二月三十一日止財政年度的稅後綜合經調整利潤按大連匯程的最終綜合經審核損益賬所示錄得最少人民幣 80,000,000 元。經調整非經營項目後的稅後利潤包括但不限於(i)政府或任何其他方補貼；(ii)股息收入；或(iii)營運收入以外的任何其他收入。獲利能力代價將按日期為二零一六年三月三十日之致股東的通函所載方式支付。

發行及配發該等代價股份後，已發行及已繳款股份數目從1,217,617,800股 (不包括1,000,000股庫存股份) 增加至1,679,617,797股 (不包括1,000,000股庫存股份)。

承董事會命

麥達斯控股有限公司

周華光

執行董事兼行政總裁

二零一六年七月二十七日