

## 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)

### DEALINGS DISCLOSURE AND LEVEL OF ACCEPTANCES FOR 24 JUNE 2016

**EASTON OVERSEAS LIMITED OWNS, CONTROLS OR HAS AGREED TO ACQUIRE 96.09% OF  
THE SHARES IN CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED<sup>1</sup>**

#### 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 (the "**Offer Shares**"); 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**").

As announced by DBS Bank, for and on behalf of the Offeror on 22 June 2016, the Offer and the Convertible Bonds Offer had on 22 June 2016 become unconditional in all respects.

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.

<sup>1</sup>

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. DEALINGS BY THE OFFEROR

Pursuant to Rule 12.1 of the Code, DBS Bank, for and on behalf of the Offeror, wishes to announce the following acquisitions of Shares by the Offeror on 24 June 2016:

Total number of Shares acquired	981,400
Percentage of total number of Shares represented by Shares acquired	0.05%
Price per Share acquired (excluding brokerage commission and Goods and Services Tax)	S\$1.020

## 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 5.00 p.m. (Singapore time) on 24 June 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) 291,207,389 Shares from the other Shareholders <sup>2</sup> (representing approximately 16.23% of the total number of Shares),

amounting in aggregate of **292,824,389 Shares**, representing approximately **16.32%** 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** <sup>3</sup>, 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 5.00 p.m. (Singapore time) on 24 June 2016 (other than pursuant to valid acceptances of the Offer).** Following the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 24 June 2016, save for the acquisition by the Offeror of an aggregate of **69,926,100 Shares**, representing approximately **3.90%** 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).

<sup>2</sup> 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.

<sup>3</sup> Including the 1,617,000 Shares held by Jiang Yan Fei.

#### 4. RESULTANT SHAREHOLDINGS

Accordingly, as at 5.00 p.m. (Singapore time) on 24 June 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 1,724,369,882 Shares, representing approximately 96.09% of the total number of Shares of the Company.**

#### 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 5.00 p.m. (Singapore time) on 24 June 2016, the Offeror has received valid acceptances in respect of an aggregate principal amount of **HK\$135,000,000 Convertible Bonds**, representing approximately **90.00%** 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 5.00 p.m. (Singapore time) on 24 June 2016 (other than pursuant to valid acceptances of the Convertible Bonds Offer).** Following the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 24 June 2016, none of the Offeror and its Concert Parties acquired or agreed to acquire any Convertible Bonds.

#### 6. RESULTANT BONDHOLDINGS

Accordingly, as at 5.00 p.m. (Singapore time) on 24 June 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\$135,000,000 Convertible Bonds, representing approximately 90.00% of the outstanding aggregate principal amount of Convertible Bonds of the Company.**

#### 7. COMPULSORY ACQUISITION AND SECTION 215(3) OF THE COMPANIES ACT

- (a) **Shares.** As announced by DBS for and on behalf of the Offeror on 22 June 2016:
  - (i) in view of the Offeror's shareholding as at the date of the Offer, the compulsory acquisition threshold under Section 215(1) of the Companies Act for the Offer is **97.59%** of the total number of Shares. **Accordingly, the Offeror is currently NOT entitled to exercise any rights of compulsory acquisition in connection with the Offer. The Offeror, if and when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act;** and
  - (ii) as the Offeror has acquired such number of shares which, together with the Shares held by it, its related corporations and their respective nominees,

comprise 90% or more of the total number of issued Shares, Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") have the right, under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Offer Price by serving a notice requiring the Offeror to do so. Dissenting Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek their own independent legal advice.

- (b) **Convertible Bonds.** As at 5.00 p.m. (Singapore time) on 24 June 2016, the Offeror has acquired not less than 90% of the outstanding aggregate principal amount of the Convertible Bonds as at the date of the Convertible Bonds Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Convertible Bonds Offer). **Accordingly, the Offeror is entitled to and intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act in respect of the Convertible Bonds at the Convertible Bonds Offer Price.** In addition, Bondholders who have not accepted the Convertible Bonds Offer ("**Dissenting Convertible Bondholders**") have the right, under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Convertible Bonds at the Convertible Bonds Offer Price by serving a notice requiring the Offeror to do so. Dissenting Convertible Bondholders who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek their own independent legal advice.

## 8. 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**  
24 June 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**

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