

XINREN ALUMINUM HOLDINGS LIMITED

(Company Registration No.: 200612545H)
(Incorporated in Singapore on 29 August 2006)

PROPOSED ISSUE OF US\$150,000,000 8.0 PER CENT. CONVERTIBLE BONDS DUE 2020

-- COMPLETION AND DISCLOSURE PURSUANT TO RULE 704(31) AND RULE 728 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

The Board of Directors (the "Board") of XinRen Aluminum Holdings Limited (the "Company") refers to the Company's announcements dated 29 May 2015, 28 July 2015 and 21 August 2015 (the "Announcements") relating to, inter alia, the issue of Convertible Bonds. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings ascribed to them in the Announcements.

1. ISSUE OF THE CONVERTIBLE BONDS

Further to the Company's Announcements relating to the issuance of the Convertible Bonds, the Board is pleased to announce that completion has taken place on 27 August 2015, and pursuant to the Subscription Agreements, the Company has issued US\$150,000,000 in aggregate principal amount of 8.0 per cent. Convertible Bonds.

2. ADJUSTMENT OF THE CONVERSION PRICE

The conversion price of the Convertible Bonds will be subject to adjustments under certain circumstances, including without limitation, the following:

- (a) subdivision, consolidation or reclassifications of Shares;
- (b) capitalisation of profits or reserves;
- (c) capital distribution;
- (d) rights issue of Shares or options over Shares;
- (e) rights issue of other securities;
- (f) issues of securities by the Company at less than 95.0 per cent of current market price;
- (g) other issues of securities at less than 95.0 per cent. of current market price;
- (h) modifications of rights of conversion, exchange or subscription attaching to any securities as are mentioned in paragraph (g) above (other than in accordance with the terms of such securities) so that the consideration per Share (for the number of Shares available on conversion, exchange or subscription following the modification) is reduced and is less than 95 per cent. of the current market price on the date of announcement of the proposals for such modification;
- (i) other offers to shareholders;
- (j) in events or circumstances not otherwise provided in the relevant Conditions, subject to, among other things, the use by the Company of an independent financial adviser to determine if such adjustment is fair and reasonable; and

- (k) if China Leading International Group Limited 中國領先國際集團有限公司 becomes and remains as a directly and wholly-owned Subsidiary of the Company (the **"Increased Shareholding Event"**), the Conversion Price in effect shall be adjusted to SGD1.98 from the fifth Business Day after the completion date of the Increased Shareholding Event.

More specific details on adjustment of the conversion price are in the terms and conditions of the Convertible Bonds.

3. FINANCIAL EFFECTS

Strictly for illustration purposes only, based on the unaudited consolidated financial statements of the Company and its subsidiaries (the **"Group"**) as at 30 June 2015 and assuming the full conversion of the US\$150,000,000 Convertible Bonds at the Initial Conversion Price of S\$1.01 (and based on a fixed US\$ to SG\$ conversion rate of US\$1 = S\$1.326), the financial effects of the issue and conversion of the Convertible Bonds on the share capital, net asset value and earnings per Share of the Group are as follows:

Share Capital of the Company

	Before issue of the Convertible Bonds	After the issue of the Convertible Bonds but before any conversion of the Convertible Bonds	After the issue and conversion of the Convertible Bonds
Issued and fully paid-up share capital (RMB '000)	995,377	995,377	1,893,200
Number of Shares	1,303,567,528	1,303,567,528	1,500,497,096

Net asset value of the Group

	Before issue of the Convertible Bonds	After the issue of the Convertible Bonds but before any conversion of the Convertible Bonds	After the issue and conversion of the Convertible Bonds
Net asset value attributable to the owners of the Company (RMB '000)	2,493,255	2,493,255	3,391,078
Net asset value per Share (RMB cents)	191.26	191.26	226.00

Earnings per Share of the Group

	Before issue of the Convertible Bonds	After the issue of the Convertible Bonds but before any conversion of the Convertible Bonds	After the issue and conversion of the Convertible Bonds
Net profits (RMB '000)	175,919	175,919	175,919

Earnings per Share of the Group (RMB cents)	13.50	13.50	11.72
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4. DISCLOSURE PURSUANT TO RULE 704(31) AND RULE 728 OF THE LISTING MANUAL

Pursuant to Rule 704(31) of the Listing Manual, the Board wishes to announce that the Term Loan and the terms and conditions of the Convertible Bonds make reference to the shareholding interest of certain controlling shareholders and/or places restrictions on a change of control of the Company.

Under the Term Loan, the occurrence of a Change of Control will result in a prepayment or reduction in relation to the Term Loan, in accordance with the terms stated in the Term Loan. Under the terms and conditions of the Convertible Bonds, upon the occurrence of certain events including a Change of Control, the Company shall, on the date falling 30 days after the redemption notice from the relevant Bondholders, redeem all or the relevant pro rata share of the Convertible Bonds held by the Bondholders that exercised the right to redeem their Convertible Bonds pursuant to the said condition.

A "**Change of Control**" occurs if, *inter alia*, all members of the Zeng Family collectively cease to control the Company and/or ceases to be the beneficial owner (directly or indirectly through any special purpose vehicle or family trust) of more than 50 per cent. of the issued share capital of the Company.

"**control**" means the power to direct the management and policies of an entity, whether through the ownership of voting capital, by contract or otherwise.

"**Zeng Family**" means, collectively, Zeng Chaoyi, Zeng Chaolin, Zeng Xiaoshan, Deng Eying, Zeng Mingliu, Zeng Hong and Zeng Yiliu, and a member of the Zeng Family means any of the above persons.

The aggregate amount of the facilities that may be affected by a breach of the above-mentioned condition or restriction is approximately US\$320,044,500 (excluding interest) as at the date of this announcement.

In compliance with Rule 728 of the Listing Manual, the Company has procured an undertaking from the Zeng Family for them to notify the Company, as soon as they become aware, of any share pledging arrangements relating to the relevant Shares and any event which may result in a breach of the Company's aforementioned covenants and/or terms and conditions.

BY ORDER OF THE BOARD

Zeng Chaolin
Executive Chairman
27 August 2015