

CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 198101278D)

ANNOUNCEMENT

VOLUNTARY CONDITIONAL OFFER BY DBS BANK LTD., FOR AND ON BEHALF OF EASTON OVERSEAS LIMITED FOR CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED

OFFER DECLARED UNCONDITIONAL, LOSS OF FREE FLOAT AND SUSPENSION OF TRADING

1. INTRODUCTION

The Board of Directors (the “**Board**”) of China Merchants Holdings (Pacific) Limited (the “**Company**”) refers to:

- (i) the document dated 30 May 2016 issued by DBS, for and on behalf of the Offeror, in respect of the Offer and the Convertible Bonds Offer;
- (ii) the circular dated 13 June 2016 issued by the Company to the Shareholders and Bondholders in relation to the Offer and the Convertible Bonds Offer (“**Offeree Circular**”); and
- (iii) the announcement released on 22 June 2016 by DBS, for and on behalf of the Offeror, in relation to the Offer being declared to be unconditional in all respects (the “**Offer Unconditional Announcement**”).

Unless otherwise defined herein, all terms and references used in this Announcement shall have the same meanings as defined or construed in the Offeree Circular.

2. LOSS OF PUBLIC FLOAT AND SUSPENSION IN TRADING

The Offer Unconditional Announcement states that, *inter alia*, as at 5.00 p.m. (Singapore time) on 22 June 2016, the total number of (i) Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it, and (ii) valid acceptances of the Offer, amount to an aggregate of 1,660,794,288 Shares, representing approximately 92.55%¹ of the total number of Shares and 91.73% of the maximum potential issued share capital of the Company².

Rule 723 of the Listing Manual requires the Company to ensure that at least 10% of the total number of issued Shares (excluding treasury shares) is at all times held by the public. As the Offeror and persons acting in concert with it holds more than 90% of the total number of issued Shares (as a result of acceptances of the Offer or otherwise), in accordance with Rule 1303(1) of the Listing Manual, the SGX-ST will

¹ 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 As set out in the Offer Unconditional Announcement, “**maximum potential issued share capital of the Company**” means the total number of Shares which would be in issue had all outstanding Convertible Bonds and CM Options (other than those acquired or agreed to be acquired by the Offeror and parties acting in concert with it) been validly converted or exercised (as the case may be) as at 22 June 2016. Based on the Offer Unconditional Announcement, as at 22 June 2016, the maximum potential issued share capital of the Company is 1,810,491,512.

suspend trading of the listed securities of the Company, being the Shares and the Convertible Bonds, on the SGX-ST, at the close of the Offer.

As stated in the Offer Document, the Offeror does not intend to maintain the present listing status of the Company. Accordingly, the Offeror, if and when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act and does not intend to take any step for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of issued Shares (excluding any Shares held in treasury) are held in public hands.

3. EXTENSION OF OFFER AND CLOSING DATE

As set out in the Offer Unconditional Announcement, the Offer and the Convertible Bonds Offer will remain open for acceptance for not less than 14 days after the date on which the Offer would otherwise have closed. Accordingly, the Offer will remain open for acceptance until 5.30 p.m. (Singapore time) on 11 July 2016, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

4. RESPONSIBILITY STATEMENT

The Directors (including any 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 are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Document and the Offer Unconditional Announcement), the sole responsibility of the directors of the Company 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.

BY ORDER OF THE BOARD

Lim Lay Hoon
Company Secretary
Singapore, 23 June 2016