



# China International Holdings Limited

中翔國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Bermuda Company Registration No. 23356)

---

## PROPOSED CONSOLIDATION OF EVERY TWENTY (20) SHARES INTO ONE (1) CONSOLIDATED SHARE

---

### 1. INTRODUCTION

The board of directors (**Board**) of China International Holdings Limited (**Company**), wishes to announce that the Company proposes to undertake a share consolidation (**Proposed Share Consolidation**) of every twenty (20) ordinary shares in the issued share capital of the Company (**Shares**) registered in the name of each shareholder of the Company (**Shareholder**) as at a books closure date to be determined by the Directors (**Books Closure Date for the Proposed Share Consolidation**) into one (1) consolidated share (**Consolidated Share**).

### 2. THE PROPOSED SHARE CONSOLIDATION

#### 2.1 Rationale for the Proposed

The Proposed Share Consolidation will facilitate compliance with the continuing listing requirement imposed by Singapore Exchange Securities Trading Limited (**SGX-ST**) for issuers listed on the SGX-ST Mainboard to have a minimum trading price per share of S\$0.20.

For the past six (6) months prior to the Company making the announcement on the Proposed Share Consolidation, the absolute price of the Shares had traded in a range between 2.5 Singapore cents and 4.2 Singapore cents. The volume weighted average price of the Shares was S\$0.03. The highest and lowest market prices for each such month and the transacted volume of the Shares traded on the SGX-ST for each such month, up to the Latest Practicable Date, are as follows:

	Lowest (Singapore cents)	Highest (Singapore cents)	Volume traded (‘000)	of shares	Percentage fluctuation between the lowest and highest market price (%)
December 2014	3.20	4.20	1,519		31.25
January 2015	3.20	3.80	301.90		18.75
February 2015	3.00	3.70	624.20		23.33
March 2015	2.70	3.40	2,287		25.93
April 2015	2.80	3.40	1,734		21.43
May 2015	2.50	3.20	931.10		28.00

Source: SGX-ST

The Proposed Share Consolidation will rationalise the share capital of the Company by reducing the number of Shares outstanding, and the trading price per Consolidated Share should

theoretically be proportionally higher than the trading price per Share prior to the Proposed Share Consolidation.

The theoretical adjusted six (6)-month volume weighted average price of the Consolidated Shares is S\$0.60.

In light of the above, the Company proposes to undertake the Proposed Share Consolidation to comply with the MTP Requirement.

**Shareholders should note, however, that there can be no assurance that the Proposed Share Consolidation will achieve the desired results as stated in this paragraph 2.1, nor is there assurance that such results (if achieved) can be sustained in the longer term.**

## 2.2 Details

Under the Proposed Share Consolidation, every twenty (20) Shares registered in the name of each Shareholder as at the Books Closure Date for Proposed Share Consolidation will be consolidated into one (1) Consolidated Share.

**Shareholders should note that the number of Consolidated Shares which they will be entitled to resulting from the Proposed Share Consolidation, based on their holdings of Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including aggregating and selling the same and retaining the net proceeds for the benefit of the Company.**

Each Consolidated Share will rank *pari passu* in all respects with each other, and will be traded in board lots of one hundred (100) Consolidated Shares.

As at the date of this Announcement, the Company has an issued and paid-up capital of S\$51,230,187.5 comprising 1,024,603,750 Shares. Following the completion of the Proposed Share Consolidation, the Company will have an issued share capital of issued and paid-up capital of S\$51,230,187 comprising 51,230,187 Consolidated Shares.

**The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the equity of the Company and its subsidiaries.**

Shareholders are not required to make any payment to the Company in respect of the Proposed Share Consolidation.

Subject to Shareholders' approval being obtained for the Proposed Share Consolidation at the special general meeting (**SGM**), Shareholders' holdings of the Consolidated Shares arising from the Proposed Share Consolidation will be ascertained on the Books Closure Date for Proposed Share Consolidation.

The Proposed Share Consolidation is not expected to cause any changes to the percentage shareholding of each Shareholder in the Company, other than non-material changes due to fractional rounding.

## **2.3 Approvals**

The Proposed Share Consolidation is subject to, *inter alia*:

- (a) the SGX-ST's approval for the dealing in, listing of, and quotation for, the Consolidated Shares on the SGX-ST; and
- (b) the Shareholders' approval for the Proposed Share Consolidation being obtained at an SGM of the Company to be convened.

An application will be made to the SGX-ST for permission for dealing in, listing of, and quotation for, the Consolidated Shares on the SGX-ST. An appropriate announcement on the outcome of the application will be made in due course.

## **3. CIRCULAR TO SHAREHOLDERS**

Subject to approval from, SGX-ST, a circular setting out, amongst other things, details of the Proposed Share Consolidation and enclosing a notice convening an SGM to seek Shareholders' approval of the Proposed Share Consolidation, will be despatched to Shareholders in due course.

## **4. ANNOUNCEMENTS**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Share Consolidation, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

## **BY ORDER OF THE BOARD**

Shan Chang  
Chairman  
23 June 2015