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China Jinhai International Group Limited

中國金海國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

RESULTS OF THE RIGHTS ISSUE AND ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF SHARE OPTIONS

RESULTS OF THE RIGHTS ISSUE

Reference is made to the Timetable set out in the Prospectus. In order to provide the Shareholders with information on the results of the Rights Issue as soon as practicable, the Board brought forward the date of announcement of results of acceptance and excess application of the Rights Issue from Thursday, 2 April 2015 to Tuesday, 31 March 2015. Save for the aforesaid change, there was no other change to the Timetable.

The Board announces that as at 4:00 p.m. on Wednesday, 25 March 2015, being the latest time for acceptance of and payment for Rights Shares and application for excess Rights Shares, a total of 190 valid acceptances and applications had been received for a total of 4,737,909,273 Rights Shares, which comprise: (i) 108 valid acceptances of provisional allotments under the PALs in respect of a total of 3,165,078,294 Rights Shares; and (ii) 82 valid applications for excess Rights Shares under the EAFs in respect of a total of 1,572,830,979 Rights Shares. In aggregate, they represented approximately 131.90% of the total number of 3,592,111,050 Rights Shares available under the Rights Issue. Based on the above results, the Rights Issue was over-subscribed by 1,145,798,223 Rights Shares.

As a result of the over-subscription of the Rights Shares, the obligations of the Underwriter under the Underwriting Agreement have been fully discharged. The Rights Issue had become unconditional after 4:00 p.m. on Monday, 30 March 2015.

Regarding the 82 valid applications for excess Rights Shares for a total of 1,572,830,979 Rights Shares, the Directors have resolved to allocate a total of 427,032,756 excess Rights Shares available for excess application at their discretion on a fair and equitable basis as far as practicable on the principles set forth in the Prospectus.

Share certificates for fully-paid Rights Shares in respect of valid acceptances of Rights Shares under the PALs and successful application for excess Rights Shares under the EAFs are expected to be despatched by ordinary post to those entitled thereto, at their own risk, on Wednesday, 8 April 2015.

* *For identification purpose only*

The refund cheques in respect of unsuccessful applications for excess Rights Shares will be despatched by ordinary post to the applicant, at their own risk on Wednesday, 8 April 2015.

Dealings in fully-paid Rights Shares on the Stock Exchange are expected to commence on Thursday, 9 April 2015.

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF SHARE OPTIONS

As disclosed in the Prospectus, the Rights Issue, if becomes unconditional, will cause adjustments to the exercise price and the number of Shares to be issued pursuant to the Share Option Schemes adopted by the Company on 27 August 2003 and 27 September 2013.

Reference is made to the prospectus of China Jinhai International Group Limited (the “**Company**”) dated 11 March 2015 (the “**Prospectus**”) in relation to the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

Reference is made to the expected timetable of the Rights Issue (the “**Timetable**”) set out in the Prospectus. In order to provide the Shareholders with information on the results of the Rights Issue as soon as practicable, the Board brought forward the date of announcement of results of acceptance and excess application of the Rights Issue from Thursday, 2 April 2015 to Tuesday, 31 March 2015. Save for the aforesaid change, there was no other change to the Timetable.

The Board announces that as at 4:00 p.m. on Wednesday, 25 March 2015, being the latest time for acceptance of and payment for Rights Shares and application for excess Rights Shares, a total of 190 valid acceptances and applications had been received for a total of 4,737,909,273 Rights Shares, which comprise: (i) 108 valid acceptances of provisional allotments under the PALs in respect of a total of 3,165,078,294 Rights Shares; and (ii) 82 valid applications for excess Rights Shares under the EAFs in respect of a total of 1,572,830,979 Rights Shares. In aggregate, they represented approximately 131.90% of the total number of 3,592,111,050 Rights Shares available under the Rights Issue. Based on the above results, the Rights Issue was over-subscribed by 1,145,798,223 Rights Shares.

As a result of the over-subscription of the Rights Shares, the obligations of the Underwriter under the Underwriting Agreement have been fully discharged. The Rights Issue had become unconditional after 4:00 p.m. on Monday, 30 March 2015.

EXCESS RIGHTS SHARES

Regarding the 82 valid applications for excess Rights Shares for a total of 1,572,830,979 Rights Shares, the Directors have resolved to allocate a total of 427,032,756 excess Rights Shares available for excess application at their discretion on a fair and equitable basis as far as practicable on the principles set forth in the Prospectus. Allotment results in respect of the excess Rights Shares are set out as follows:

Number of excess Rights Shares applied for	Number of valid excess applications	Total number of excess Rights Shares applied for	Basis of allotment	Total number of excess Rights Shares allocated	Approximate percentage of allocation based on the total number of excess Rights Shares applied for in the category
1 to 26,000,000	81	151,075,051	Allot 27.151% of the excess Rights Shares applied for (rounded up to the nearest Share)	41,018,412	27.151%
1,421,755,928	1	1,421,755,928	Allot approximately 27.151% of the excess Rights Shares applied for	386,014,344	27.151%
Total	82	1,572,830,979		427,032,756	

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Rights Issue is as follows:

Names of Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	Number of Shares	% (approximate)	Number of Shares	% (approximate)
Mr. Wong Howard (Note 1)	1,277,940	0.21%	1,277,940	0.03%
Dr. Kwong Kai Sing Benny (Note 2)	4,071,756	0.68%	28,502,292	0.68%
Mr. Wong Yat Fai (Note 3)	1,277,940	0.21%	1,277,940	0.03%
Public Shareholders	<u>592,057,539</u>	<u>98.90%</u>	<u>4,159,738,053</u>	<u>99.26%</u>
Total	<u>598,685,175</u>	<u>100.00%</u>	<u>4,190,796,225</u>	<u>100.00%</u>

Notes:

1. Mr. Wong Howard is the chairman of the Company and an executive Director.
2. Dr. Kwong Kai Sing Benny is the managing director of the Company and an executive Director.
3. Mr. Wong Yat Fai is an executive Director.

DESPATCH OF CERTIFICATES FOR FULLY-PAID RIGHTS SHARES

Share certificates for fully-paid Rights Shares in respect of valid acceptances of Rights Shares under the PALs and successful application for excess Rights Shares under the EAFs are expected to be despatched by ordinary post to those entitled thereto, at their own risk, on Wednesday, 8 April 2015.

REFUND CHEQUES FOR UNSUCCESSFUL APPLICATIONS FOR RIGHTS SHARES

The refund cheques in respect of unsuccessful applications for excess Rights Shares will be despatched by ordinary post to the applicant, at their own risk on Wednesday, 8 April 2015.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in fully-paid Rights Shares on the Stock Exchange are expected to commence on Thursday, 9 April 2015.

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF SHARE OPTIONS

As disclosed in the Prospectus, the Rights Issue, if becomes unconditional, will cause adjustments to the exercise price and the number of Shares to be issued pursuant to the Share Option Schemes adopted by the Company on 27 August 2003 and 27 September 2013.

Adjustments to the exercise price and number of share options

As at the date of this announcement, the Company has outstanding share options in respect of 4,887,734 Share Options (comprising 934,456 share options granted on 18 July 2011, 2,458,278 share options granted on 8 January 2013 and 1,495,000 share options granted on 18 February 2014) of which share options in respect of 2,666,026 Shares Options have been vested and are exercisable.

In accordance with the respective terms of the share options granted on 18 July 2011, 8 January 2013 and 18 February 2014 and in compliance with Rule 17.03(13) of the Listing Rules and the supplemental guidance issued by the Stock Exchange on 5 September 2005, the exercise price and the number of Shares to be allotted and issued upon full exercise of the outstanding share options will be adjusted in the following manner:

Date of grant of share options	Exercise price per Share before completion of the Rights Issue HK\$	Number of Share Options before completion of the Rights Issue	Adjusted exercise price per Share after completion of the Rights Issue HK\$	Adjusted number of Share Options after completion of the Rights Issue
18 July 2011	4.8220	934,456	1.7052	2,642,449
8 January 2013	2.5280	2,458,278	0.8940	6,951,435
18 February 2014	1.9500	1,495,000	0.6896	4,227,583

The above adjustments will become effective on 31 March 2015 upon the allotment and issue of the Rights Shares. Separate notification regarding the adjustments will be sent to each of the holders of Share Options. Nuada Limited has reviewed and confirmed that the adjustments satisfy the requirements set out in the Note to Rule 17.03(13) of the Listing Rules.

By order of the Board
China Jinhai International Group Limited
Wong Howard
Chairman

Hong Kong, 31 March 2015

As at the date of this announcement, the Board comprises:

Executive Directors

Mr. Wong Howard (*Chairman*)
 Dr. Kwong Kai Sing, Benny (*Managing Director*)
 Mr. Wong Yat Fai
 Ms. Davis Angela Hendricks
 Ms. Chen Wei
 Mr. Zhan Jianzhou

Independent non-executive Directors

Mr. Li Chi Ming
 Mr. Kwok Chi Kwong
 Mr. Chen Youchun
 Mr. Frank H. Miu
 Mr. Tsang Wing Ki