

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

## **CHINA ALUMINUM CANS HOLDINGS LIMITED**

### **中國鋁罐控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6898)**

## **PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



### **China Investment Securities International Brokerage Limited**

On 8 June 2015 (after trading hours), the Company entered into the Placing and Subscription Agreement with the Vendor and the Placing Agent pursuant to which the Vendor agreed to place, through the Placing Agent, on a best endeavour basis, up to 80,000,000 Placing Shares to not less than six Placees at a price of HK\$2.28 per Placing Share during the Placing Period.

Pursuant to the Placing and Subscription Agreement, the Vendor conditionally agreed to subscribe for up to 80,000,000 New Shares (the number of which shall be equivalent to the actual number of Placing Shares placed by the Placing Agent under the Placing) at a price of HK\$2.28 per New Share.

The Subscription is conditional upon, (i) completion of the Placing; and (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares.

Assuming all Placing Shares are placed, the Placing Shares (or the New Shares) represent (i) approximately 17.60% of the existing issued share capital of the Company of 454,665,000 Shares as at the date of this announcement; and (ii) approximately 14.96% of the issued share capital of the Company of 534,665,000 Shares as enlarged by the Subscription.

The Placing Price of HK\$2.28 represents:

- (i) a discount of approximately 10.24% to the closing price of HK\$2.54 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 12.71% to the average closing price of HK\$2.612 per Share as quoted on the Stock Exchange from 1 June 2015 to 5 June 2015, both dates inclusive, being the last five consecutive trading days prior to the date of the Placing and Subscription Agreement.

Assuming all Placing Shares are placed and all the New Shares are subscribed for, the net proceeds of approximately HK\$176,000,000 million from the Subscription is intended to be used for general working capital and/or to finance potential investment projects.

**Shareholders and potential investors should note that completion of the Placing and the Subscription is subject to the fulfillment of the condition precedent under the Placing and Subscription Agreement. As the Placing and Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **THE PLACING AND SUBSCRIPTION AGREEMENT**

### **Date**

8 June 2015 (after trading hours)

### **Parties**

- (i) the Placing Agent. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties;
- (ii) the Vendor, who is the legal and beneficial owner of 268,000,000 Shares, which represent 58.94% of the issued share capital of the Company as at the date of this announcement; and
- (iii) the Company

### **The Placing**

Pursuant to the Placing and Subscription Agreement, the Placing Agent has agreed to procure, on a best endeavour basis, not less than six Placees for the purchase of up to 80,000,000 Placing Shares at the Placing Price during the Placing Period. Assuming all Placing Shares are placed, the Placing Shares represent (i) approximately 17.60% of the existing issued share capital of the Company of 454,665,000 Shares as at the date of this announcement; and (ii) approximately 14.96% of the issued share capital of the Company of 534,665,000 Shares as enlarged by the Subscription.

The aggregate nominal value of the Placing Shares (with a par value of HK\$0.01 each) under the Placing will be HK\$800,000.

### **Placing commission**

The Placing Agent will receive a placing commission of 3.0% equivalent to the Placing Price multiplied by the number of the Placing Shares successfully placed by the Placing Agent, which was arrived at after arm's length negotiation between the Company and the Placing Agent with reference to, inter alia, the market rate and price performance of the Shares.

### **Placees**

The Placing Agent will place the Placing Shares, on a best endeavour basis, to not less than six Placees who are individual, institutional or professional investors and whose ultimate beneficial owners will be Independent Third Parties.

Upon completion of the Placing, it is expected that none of the Placees will become a substantial shareholder of the Company. If any of the Placees will become a substantial shareholder, further announcement will be made.

### **Placing Price**

The Placing Price is HK\$2.28, representing:

- (i) a discount of approximately 10.24% to the closing price of HK\$2.54 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 12.71% to the average closing price of HK\$2.612 per Share as quoted on the Stock Exchange from 1 June 2015 to 5 June 2015, both dates inclusive, being the last five consecutive trading days prior to the date of the Placing and Subscription Agreement.

The Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis among the Company, the Vendor and the Placing Agent. The Directors consider that the Placing Price and the placing commission are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

### **Ranking of Placing Shares**

The Placing Shares rank *pari passu* among themselves and with Shares in issue as at the date of this announcement.

### **Conditions of the Placing**

The completion of the Placing is unconditional.

## **Completion of the Placing**

The Placing is expected to be completed on 9 June 2015, being the next Business Day after the date of the Placing and Subscription Agreement, or such other date as the Vendor and the Placing Agent shall agree.

## **THE SUBSCRIPTION**

### **The New Shares**

The New Shares, which is equivalent to the number of Placing Shares to be placed under the Placing, will be subscribed for by the Vendor under the Placing and Subscription Agreement.

The New Shares will be issued under the General Mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the AGM, subject to the limit up to 20% of the then issued share capital of the Company as at the date of the AGM. Under the General Mandate, the Company is authorised to issue up to 80,973,000 Shares. Up to the date of this announcement, no Shares have been issued under the General Mandate. Following completion of the Subscription and assuming all Placing Shares are placed, a total number of 80,000,000 New Shares will be allotted and issued, leaving a balance of outstanding 973,000 Shares to be allotted and issued under the General Mandate.

### **The Subscription Price**

The Subscription Price is HK\$2.28 per New Share. The Subscription Price is the same as the Placing Price and was determined after arm's length negotiation between the Company and the Vendor.

The net Subscription Price, after deduction of relevant expenses, is approximately HK\$2.20 per New Shares.

### **Ranking of New Shares**

The New Shares, when issued and fully paid, will rank *pari passu* among themselves and with Shares in issue at the time of allotment and issue of the New Shares.

### **Conditions of the Subscription**

The Subscription is conditional upon:

- (i) the completion of the Placing; and
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the New Shares.

Completion of the Subscription will not take place if any of the above conditions are not fulfilled.

## **Completion**

Subject to fulfillment of the above conditions, completion of the Subscription will take place on the second Business Day following the satisfaction of the above conditions or such other date as the Vendor and the Company shall agree.

The Subscription constitutes a connected transaction under the Listing Rules but it falls within the exemption under Rule 14A.92(4) of the Listing Rules if the Subscription is completed within 14 days from the date of the Placing and Subscription Agreement (i.e. 22 June 2015). In the event that the Subscription is not completed within 14 days from the date of the Placing and Subscription Agreement, the Subscription will not fall within the exemption under Rule 14A.92(4) of the Listing Rules and shall be subject to the approval of independent shareholders of the Company and the Company will comply with the relevant connected transaction requirements of Chapter 14A of the Listing Rules.

In the event that the conditions of the Placing and Subscription Agreement are not fulfilled by 22 June 2015, or such later date as may be agreed between the Company and the Vendor, the obligations and liabilities of the Company and the Vendor in relation to the Subscription shall be null and void and the Vendor and the Company shall be released from all rights and obligations pursuant to the Placing and Subscription Agreement.

## **Termination**

If any of the following events occur at any time prior to the completion date of the Placing, the Placing Agent may terminate the Placing and Subscription Agreement by giving a written notice to the Vendors and the Company at any time prior to completion of the Placing to rescind the Placing and Subscription Agreement:

- (i) in the reasonable opinion of the Placing Agent there shall have been since the date of the Placing and Subscription Agreement such a material change in national or international financial, political or economic conditions or taxation or exchange controls as would be likely to prejudice materially the consummation of the Placing; or
- (ii) any new law or regulation or any change in existing laws or regulations which in the reasonable opinion of the Placing Agent has or is likely to have a material adverse effect on the business or financial condition or prospects of the Vendor; or
- (iii) any significant change (whether or not permanent) in local, national or international market conditions which in the reasonable opinion of the Placing Agent is or may be materially adverse in the context of the Placing or makes it inadvisable or inexpedient to proceed therewith; or
- (iv) any breach of any of the representations and warranties provided by the Vendor in the Placing and Subscription Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date hereof and prior to the completion date of the Placing which if it had occurred or arisen before the date hereof would have rendered any of such representations and warranties untrue or incorrect in any material respect or there has been a breach by the Vendor or the Company of any other provision of the Placing and Subscription Agreement; or

- (v) there is any adverse change in the financial position of the Company which in the reasonable opinion of the Placing Agent is material in the context of the Placing.

## **REASONS FOR THE PLACING AND SUBSCRIPTION**

The Group is principally engaged in the manufacturing of monobloc aluminum aerosol cans, the content filling of aerosol cans, and production and sale of aerosol products and non-aerosol products.

On the assumption that the maximum of 80,000,000 New Shares are successfully subscribed for, the gross proceeds of the Placing and the Subscription will be approximately HK\$182,400,000 and the net proceeds of the Placing and the Subscription (after deduction of relevant expenses in the estimate amount of approximately HK\$6,400,000) will amount to approximately HK\$176,000,000, which is intended to be used by the Group for general working capital and for any possible business development or investment of the Group when appropriate opportunities arise.

The Board considers that the Placing and the Subscription represents good opportunities to raise additional funds for the Company while broadening the Shareholder and capital base of the Company. Accordingly, the Directors consider the Placing and the Subscription are in the interests of the Company and the Shareholders as a whole.

**Completion of the Placing and the Subscription is subject to the satisfaction of the conditions precedent in the Placing and Subscription Agreement. As the Placing and Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS**

<b>Date of announcement</b>	<b>Fund raising activity</b>	<b>Net proceeds raised (approximately)</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds</b>
28 April 2015	Placing of new shares under specific mandate	HK\$112,618,000	Payment for the acquisition of the entire issued share capital of Topspan Holdings Limited	Utilised as intended

Save for the fund raising activities as disclosed above, the Company had not conducted any other fund raising activities by way of issue of equity securities in the past 12 months immediately preceding the date of this announcement.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that there will be no change in the shareholding structure of the Company immediately before completion of the Placing and the Subscription, the shareholding structure of the Company (i) as at the date of this announcement, (ii) immediately after the completion of Placing but before the Subscription, and (iii) immediately after the completion of the Placing and Subscription, is as follows:

Shareholders	As at the date of this announcement		Immediately after the completion of Placing but before the Subscription		Immediately after the completion of the Placing and Subscription	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
The Vendor	268,000,000	58.94	188,000,000	41.34	268,000,000	50.12
Independent Shareholders:						
— Existing	186,665,000	41.06	186,665,000	41.06	186,665,000	34.92
— Places	<u>—</u>	<u>—</u>	<u>80,000,000</u>	<u>17.60</u>	<u>80,000,000</u>	<u>14.96</u>
Subtotal						
Independent Shareholders	<u>186,665,000</u>	<u>41.06</u>	<u>266,665,000</u>	<u>58.66</u>	<u>266,665,000</u>	<u>49.88</u>
Total	<u>454,665,000</u>	<u>100.0</u>	<u>454,665,000</u>	<u>100.0</u>	<u>534,665,000</u>	<u>100.0</u>

Shareholders and potential investors should note that completion of the Placing is subject to the fulfillment of the conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

## DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“AGM”	the annual general meeting of the Company held on 11 May 2015
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday or a day on which typhoon signal 8 or above or black rainstorm is hoisted in Hong Kong at 9:00 a.m.) on which banks are generally open for business in Hong Kong
“Company”	China Aluminum Cans Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 6898)

“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the AGM, among other things, to allot, issue and deal with up to 20% of the then issued share capital of the Company as at the date of the AGM
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) which is/are not connected persons (as defined under the Listing Rules) of the Company and is/are independent from and not connected with the Vendors, the Company or any of its subsidiaries and/or any directors, chief executive, substantial shareholders of the Company and/or their respective associates (as defined in the Listing Rules)
“Last Trading Day”	8 June 2015, being the last full trading day for the Shares on the date of this announcement
“Listing Committee”	The listing sub-committee of the board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Shares”	up to 80,000,000 new Shares to be subscribed by the Vendor pursuant to the Placing and Subscription Agreement
“Placee(s)”	any individual, institutional or other professional investor(s) procured by the Placing Agent to acquire any of the Placing Shares pursuant to the Placing and Subscription Agreement
“Placing”	the placing of Placing Shares
“Placing Agent”	China Investment Securities International Brokerage Limited, a licensed corporation to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Placing and Subscription Agreement”	the placing and subscription agreement dated 8 June 2015 entered into among the Company, the Vendor and the Placing Agent
“Placing Period”	the period commencing upon the execution of the Placing and Subscription Agreement and terminating at completion date of the Placing (or such other date as the Vendor and the Placing Agent may agree in writing)

“Placing Price”	HK\$2.28 per Placing Share, exclusive of Hong Kong stamp duty, Stock Exchange trading fees and SFC transaction levy
“Placing Share(s)”	up to 80,000,000 existing Shares legally and beneficially owned by the Vendor and to be placed by or on behalf of the Placing Agent pursuant to the Placing and Subscription Agreement
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of New Shares
“Vendor”	Wellmass International Limited, a company incorporated in the British Virgin Islands and the entire issued share capital of which is beneficially owned by Mr. Lin Wan Tsang, an executive Director and the Chairman of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board  
**China Aluminum Cans Holdings Limited**  
**Chamlong Wachakorn**  
*Executive Director*

Hong Kong, 8 June 2015

*As at the date of this announcement, our executive Directors are Mr. Lin Wan Tsang, Mr. Chamlong Wachakorn and Ms. Ko Sau Mee; and our non-executive Director is Mr. Kwok Tak Wang; and our independent non-executive Directors are Mr. Chung Yi To, Ms. Guo Yang, Mr. Leung Man Fai and Dr. Lin Tat Pang.*