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## EVERCHINA INT'L HOLDINGS COMPANY LIMITED

潤中國際控股有限公司

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 202)**

### INSIDE INFORMATION ANNOUNCEMENT

#### IN RESPECT OF PROPOSED NON-PUBLIC SHARE ISSUE BY HEILONGJIANG INTERCHINA, AN ASSOCIATED COMPANY OF THE COMPANY

This announcement is made by EverChina Int'l Holdings Company Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIV A of the Securities and Futures Ordinance (Cap 571).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 25 July 2014, it has been informed by its associated company, Heilongjiang Interchina Water Treatment Company Limited (“**Heilongjiang Interchina**”, the A shares of which are listed on the Shanghai Stock Exchange, the PRC) that the board of directors of Heilongjiang Interchina has approved a non-public share issue proposal (the “**Non-public Issue Share Proposal**”).

Pursuant to the Non-public Issue Share Proposal, Heilongjiang Interchina shall issue not more than 274,000,000 new shares of Heilongjiang Interchina (“**Heilongjiang Interchina Shares**”) at the issue price of RMB4.01 per Heilongjiang Interchina Share to two subscribers, being Mr. Jiang Zhaobai (“**Mr. Jiang**”) and Mr. Zhu Yongjun (“**Mr. Zhu**”). The Company has been informed that Mr. Jiang, a substantial shareholder, an executive Director and the chairman of the Company, will subscribe for 248,000,000 Heilongjiang Interchina Shares, while Mr. Zhu, an executive director and the chairman of Heilongjiang Interchina and the legal representative and director of Interchina (Tianjin) Water Treatment Company Limited, a wholly-owned subsidiary of the Company will subscribe for 26,000,000 Heilongjiang Interchina Shares (which, together with the 248,000,000 Heilongjiang Interchina Shares to be subscribed by Mr. Jiang, shall be referred to as the “**Subscription Shares**”). The Subscription Shares represent

(i) approximately 18.82% of the total issued share capital of Heilongjiang Interchina as at the date of this announcement; and (ii) approximately 15.84% of the enlarged issued share capital of Heilongjiang Interchina immediately after the issue of the Subscription Shares. Issue of the Subscription Shares is subject to approvals of (i) the shareholders of Heilongjiang Interchina; and (ii) the China Securities Regulatory Commission. According to the relevant PRC regulations, the Company is required to abstain from voting at the Heilongjiang Interchina shareholders' meeting.

As at the date of this announcement, (i) Mr. Jiang is interested in 1,742,300,000 shares of the Company, representing approximately 28.66% of the issued share capital of the Company; and (ii) the Company holds 227,312,500 Heilongjiang Interchina Shares, representing approximately 15.61% equity interests in Heilongjiang Interchina. It is expected that upon issue of the Subscription Shares, the Company's interest in Heilongjiang Interchina will be diluted to approximately 13.14%.

**Shareholders and potential investors of the Company should proceed with caution when dealing in securities of the Company.**

By order of the Board of  
**EverChina Int'l Holdings Company Limited**  
**Lam Cheung Shing, Richard**  
*Executive Director and Chief Executive Officer*

Hong Kong, 25 July 2014

*As at the date of this announcement, the executive Directors are Mr. Jiang Zhaobai, Mr. Shen Angang, Mr. Lam Cheung Shing, Richard and Mr. Gu Yungao; and the independent non-executive Directors are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Mr. Chen Yi, Ethan.*