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CHINLINK

普匯中金

CHINLINK INTERNATIONAL HOLDINGS LIMITED

普匯中金國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0997)

**(1) SUPPLEMENTAL AGREEMENT TO THE
UNDERWRITING AGREEMENT;
(2) REVISED EXPECTED TIMETABLE
RELATING TO THE PROPOSED AUTHORISED SHARE CAPITAL
INCREASE AND
THE PROPOSED RIGHTS ISSUE ON THE BASIS OF FIVE
RIGHTS SHARES FOR EVERY ONE SHARE HELD
ON THE RECORD DATE;
AND
(3) EXPECTED DATE OF DESPATCH OF CIRCULAR**

Reference is made to the announcement of Chinlink International Holdings Limited (the “**Company**”) dated 7 September 2016 in relation to, among other things, the Authorised Share Capital Increase and the Rights Issue (the “**Announcement**”) and the announcements dated 20 September 2016 and 26 September 2016 in relation to the delay in despatch of the circular in respect of the Authorised Share Capital Increase and the Rights Issue (the “**Circular**”) and the further delay in despatch of the Circular respectively. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

SUPPLEMENTAL AGREEMENT TO THE UNDERWRITING AGREEMENT

The Company was informed by Wealth Keeper that its shareholding in the Company has been decreased from 1,546,303,160 Shares to 1,446,303,160 Shares (“**Shareholding Decrease**”). In connection with the Shareholding Decrease and the revised timetable for the Rights Issue, on 30 September 2016 (after trading hours), the Company, the Underwriter, Mr. Li and Wealth Keeper entered into a supplemental agreement to the Underwriting Agreement, pursuant to which the Underwriting Agreement was amended to reflect, inter alia, the followings:

- (i) the number of Shares held by Wealth Keeper being changed from 1,546,303,160 Shares to 1,446,303,160 Shares;
- (ii) the number of Rights Shares that Wealth Keeper irrevocably undertakes to the Company and the Underwriter to subscribe for or procure the subscription for being changed from 7,731,515,800 Rights Shares to 7,231,515,800 Rights Shares;
- (iii) the number of the Underwritten Shares being changed from not less than 5,963,418,295 Rights Shares to not less than 6,463,418,295 Rights Shares (assuming no exercise of the Vested Share Options and Convertible Bonds on or before the Latest Lodging Date), and from not more than 6,717,424,315 Rights Shares to not more than 7,217,424,315 Rights Shares (assuming full exercise of the Remaining Share Options and Convertible Bonds on or before the Latest Lodging Date) respectively;
- (iv) the Latest Lodging Date being changed from 4:30 p.m. on Wednesday, 12 October 2016 to 4:30 p.m. on Monday, 24 October 2016 or such later time as may be agreed between the Company and the Underwriter;
- (v) the Latest Time for Acceptance being changed from 4:00 p.m. on Tuesday, 1 November 2016 to 4:00 p.m. on Friday, 11 November 2016 or such later time as may be agreed between the Company and the Underwriter;
- (vi) the Latest Time for Termination being changed from 4:00 p.m. on Friday, 4 November 2016 to 4:00 p.m. on Wednesday, 16 November 2016 or such later time as may be agreed between the Company and the Underwriter;
- (vii) the Prospectus Posting Date being changed from Tuesday, 18 October 2016 to Friday, 28 October 2016 or such other date as may be agreed between the Company and the Underwriter; and

(viii) the Record Date being changed from Monday, 17 October 2016 to Thursday, 27 October 2016 or such other date as may be agreed between the Company and the Underwriter;

Save for the above-mentioned, other terms and conditions of the Underwriting Agreement remain unchanged.

Set out below is the revised shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Rights Issue taking into account the Shareholding Decrease:

Scenario 1:

Assuming no further issue of new Shares or repurchase of Shares on or before the Record Date:

	As at the date of this announcement		Assuming all Shareholders have taken up the Rights Shares		Immediately after completion of the Rights Issue Assuming only Mr. Li and Wealth Keeper have taken up their Rights Shares entitlement and the Underwriter has taken up all the Underwritten Shares	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Mr. Li (Note 1)	52,690,000	1.89%	316,140,000	1.89%	316,140,000	1.89%
Wealth Keeper (Note 2)	1,446,303,160	51.81%	8,677,818,960	51.81%	8,677,818,960	51.81%
	<u>1,498,993,160</u>	<u>53.70%</u>	<u>8,993,958,960</u>	<u>53.70%</u>	<u>8,993,958,960</u>	<u>53.70%</u>
The Underwriter (Note 3)	-	-	-	-	6,463,418,295	38.59%
Other public Shareholders	1,292,683,659	46.30%	7,756,101,954	46.30%	1,292,683,659	7.71%
TOTAL	<u>2,791,676,819</u>	<u>100%</u>	<u>16,750,060,914</u>	<u>100%</u>	<u>16,750,060,914</u>	<u>100%</u>

Scenario 2:

Assuming Shares are issued upon the exercise of the Remaining Share Options and the conversion rights attached to the Convertible Bonds in full on or before the Latest Lodging Date and no other issue or repurchase of Shares on or before the Record Date:

	Immediately before completion of the Rights Issue assuming Shares are issued upon the exercise of the subscription rights attached to the Remaining Share Options and the conversion rights attached to the Convertible Bonds in full, on or before the Latest Lodging Date				Immediately after completion of the Rights Issue Assuming only Mr. Li and Wealth Keeper have taken up their Rights Shares entitlement and the Underwriter has taken up all the Underwritten Shares			
	As at the date of this announcement				Assuming all Shareholders have taken up the Rights Shares			
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Mr. Li (Note 1)	52,690,000	1.89%	52,690,000	1.79%	316,140,000	1.79%	316,140,000	1.79%
Wealth Keeper (Note 2)	1,446,303,160	51.81%	1,446,303,160	49.15%	8,677,818,960	49.15%	8,677,818,960	49.15%
	1,498,993,160	53.70%	1,498,993,160	50.94%	8,993,958,960	50.94%	8,993,958,960	50.94%
Other Directors (Note 4)	–	–	14,800,000	0.50%	88,800,000	0.50%	14,800,000	0.08%
The Underwriter (Note 3)	–	–	–	–	–	–	7,217,424,315	40.88%
Other public Shareholders	1,292,683,659	46.30%	1,428,684,863	48.55%	8,572,109,178	48.55%	1,428,684,863	8.09%
TOTAL	2,791,676,819	100%	2,942,478,023	100%	17,654,868,138	100%	17,654,868,138	100%

Notes:

1. Mr. Li is an executive Director.
2. Wealth Keeper was 100% beneficially owned by Mr. Li. Its shareholding in the Company was 1,446,303,160 Shares as at the date of this announcement.
3. In circumstances where the Rights Issue has become unconditional and the Underwriter is obliged to take up all its commitment to the relevant number of Underwritten Shares in accordance with the Underwriting Agreement, its underwriting commitment would amount to a stake from approximately 38.59% to 40.88% (as the case may be) of the share capital of the Company as enlarged by the issue of the Rights Shares. The Underwriter confirmed to the Company that it has entered into sub-underwriting agreements with sub-underwriters to sub-underwrite its underwriting obligation as to 3,550,000,000 Rights Shares in aggregate and that each sub-underwriter's underwriting commitment would account for less than 10% of the issued share capital of the Company immediately after completion of the Rights Issue. Moreover, the Underwriter has undertaken in the Underwriting Agreement that it will use its best endeavour to procure that each of the ultimate subscribers or purchasers of the untaken Rights Shares procured by it or its sub-underwriter will not (together with each of the respective parties acting in concert or any of their respective connected persons or associates) hold in aggregate of 10% or more of the voting rights of the Company immediately after the Rights Issue.
4. The Directors are Mr. Siu Wai Yip, Ms. Lam Suk Ling, Shirley, Mr. Lau Chi Kit, Ms. Fung Sau Mui, Dr. Ho Chung Tai, Raymond, Ms. Lai Ka Fung, May and Ms. Chan Sim Ling, Irene.

REVISED EXPECTED TIMETABLE

The expected timetable for the proposed Authorised Share Capital Increase and the proposed Rights Issue has been revised and is set out below:

Event	Date
Expected date of despatch of the Circular together with notice of SGM and proxy form for SGM	Monday, 3 October 2016
Latest time for lodging proxy forms for the SGM	2:30 p.m. on Monday, 17 October 2016
Latest time for lodging transfer for the SGM	4:30 p.m. on Monday, 17 October 2016
Register of members closed (both dates inclusive).	Tuesday, 18 October 2016 to Wednesday, 19 October 2016

Event	Date
Expected date and time of the SGM	2:30 p.m. on Wednesday, 19 October 2016
Announcement of the poll result of the SGM	Wednesday, 19 October 2016
Effective date of the Increase in Authorised Share Capital	Wednesday, 19 October 2016
Last day of dealing in the Shares on cum-rights basis	Thursday, 20 October 2016
First day of dealings in the Shares on ex-rights basis	Friday, 21 October 2016
Latest time for lodging transfer of the Shares and/or exercising the Convertible Bonds/Vested Share Options in order to be qualified for the Rights Issue	4:30 p.m. on Monday, 24 October 2016
Closure of register of members to determine the eligibility of the Rights Issue (both dates inclusive).	Tuesday, 25 October 2016 to Thursday, 27 October 2016
Record Date for the Rights Issue.	Thursday, 27 October 2016
Prospectus Documents expected to be despatched.	Friday, 28 October 2016
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Tuesday, 1 November 2016
Latest time for splitting in nil-paid Rights Shares.	4:30 p.m. on Thursday, 3 November 2016
Last day of dealings in nil-paid Rights Shares.	4:00 p.m. on Tuesday, 8 November 2016
Latest time for acceptance of, and payment for, the Rights Shares and application for excess Rights Shares	4:00 p.m. on Friday, 11 November 2016

Event	Date
Latest time for termination of the Underwriting Agreement	4:00 p.m. on Wednesday, 16 November 2016
Announcement for allotment result of the Rights Issue	Thursday, 17 November 2016
Refund cheques for wholly and partially unsuccessful applications for excess Rights Shares expected to be posted on or before	Friday, 18 November 2016
Certificates for the Rights Shares expected to be despatched on or before	Friday, 18 November 2016
Dealings in fully-paid Rights Shares commence	9:00 a.m. on Monday, 21 November 2016

EXPECTED DATE OF DESPATCH OF CIRCULAR

As set out in the revised expected timetable above, the Circular is expected to be despatched on 3 October 2016.

By order of the Board
Chinlink International Holdings Limited
Mr. Li Weibin
Chairman

Hong Kong, 30 September 2016

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Li Weibin, Mr. Siu Wai Yip, Ms. Lam Suk Ling, Shirley and Mr. Lau Chi Kit; a non-executive Director, namely Ms. Fung Sau Mui; and three independent non-executive Directors, namely Dr. Ho Chung Tai, Raymond, Ms. Lai Ka Fung, May and Ms. Chan Sim Ling, Irene.

* *For identification purpose only*