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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)

COMPLETION OF VERY SUBSTANTIAL ACQUISITION

Reference is made to the announcements of China Aluminum Cans Holdings Limited (the “**Company**”) dated 3 October 2014, 16 December 2014, 13 March 2015 and 16 March 2015 (the “**Announcements**”) and the circulars of the Company dated 28 November 2014 and 31 March 2015 (the “**Circulars**”) in relation to, among others, the Acquisition. Unless defined otherwise, capitalized terms used herein have the same meanings as those defined in the said Announcements and the Circulars.

The Board is pleased to announce that all the conditions precedent to the Acquisition have been fulfilled and the Completion took place on 20 May 2015. On Completion, the Convertible Note was issued by the Company to the Vendor as part of the Consideration.

Following the Completion, the Target Company became an indirect wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the accounts of the Group.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 454,665,000 Shares in issue. Upon exercise in full of the conversion rights attaching to the Convertible Note at the Conversion Price, a maximum of 722,222,222 new Shares will be issued, representing (i) approximately 158.8% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 61.4% of the issued share capital of the Company as enlarged by the issue of all such Conversion Shares, assuming no other Shares are issued.

For illustration purpose only and without taking into account any other possible changes in the shareholding structure of the Company, the following table sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the issue of Conversion Shares upon Completion; and (iii) immediately after the issue of Conversion Shares and the satisfaction of conversion restriction:

Name of Shareholder	As at the date of this announcement		Immediately after the issue of Conversion Shares upon Completion		Immediately after the issue of Conversion Shares and the satisfaction of conversion restriction	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr. Lin Independent Shareholders	273,000,000	60.0%	995,222,222	84.6%	544,995,000	75.0%
	<u>181,665,000</u>	<u>40.0%</u>	<u>181,665,000</u>	<u>15.4%</u>	<u>181,665,000</u>	<u>25.0%</u>
Total	<u>454,665,000</u>	<u>100.0%</u>	<u>1,176,887,222</u>	<u>100.0%</u>	<u>726,660,000</u>	<u>100.0%</u>

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

Hong Kong, 20 May 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.