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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)

CONVERSION OF CONVERTIBLE NOTE

References are made to the announcements of China Aluminum Cans Holdings Limited (the “**Company**”) dated 3 October 2014, 16 December 2014, 13 March 2015, 16 March 2015, 20 May 2015 and 7 July 2015 respectively (the “**Announcements**”) and the circulars of the Company dated 29 November 2014 and 31 March 2015 (the “**Circular**”) in relation to, among other things, the Acquisition and the issue of and subscription for the Convertible Note in the aggregate amount of HK\$780 million under the Specific Mandate as part of the consideration for the Acquisition. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcements and the Circulars.

CONVERSION OF THE CONVERTIBLE NOTE

On 10 July 2015, the Company received a formal notice from the Vendor for the exercise of the conversion rights attached to the Convertible Note in the amount of HK\$108,000,000 at the Conversion Price of HK\$1.08 per Conversion Share (the “**Conversion**”). The portion of the Convertible Note of which the conversion rights are being exercised represents approximately 13.85% of the Convertible Note with a principal amount of HK\$780,000,000 held by the Vendor. In accordance with the Conversion requirement, 100,000,000 Conversion Shares have been resolved to be allotted and issued by the Company to the Vendor on 10 July 2015. The 100,000,000 Conversion Shares represent (i) approximately 20.17% of the issued share capital of the Company as of the date of this announcement; and (ii) approximately 16.78% of the issued share capital of the Company as enlarged by the issue of such Conversion Shares. The conversion right attached to the remaining 86.15% of the Convertible Note, which represents a principal amount of HK\$672,000,000, has not yet been exercised.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after the allotment and issue of the 100,000,000 Conversion Shares:

Shareholders	As at the date of this announcement		Upon conversion of the Convertible Note by the Vendor	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
The Vendor	268,000,000	54.05	368,000,000	61.76
Public Shareholders	<u>227,839,000</u>	<u>45.95</u>	<u>227,839,000</u>	<u>38.24</u>
Total	<u>495,839,000</u>	<u>100.00</u>	<u>595,839,000</u>	<u>100.00</u>

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, upon the completion of the Conversion, the number of Shares of the Company which are in the hands of the public is still higher than the relevant prescribed minimum percentage as required under the Listing Rules.

By order of the Board
China Aluminum Cans Holdings Limited
Lin Wan Tsang
Chairman & Executive Director

Hong Kong, 10 July 2015

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