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**BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED**  
**美麗中國控股有限公司**

*(incorporated in Bermuda with limited liability)*

(Stock code: 706)

**COMPLETION OF PLACING OF CONVERTIBLE BONDS  
UNDER GENERAL MANDATE**

The Board is pleased to announce that the conditions precedent set out in the Placing Agreement have been fulfilled and that completion of the Placing took place on 9 April 2015.

The Convertible Bonds in the aggregate principal amount of HK\$152,000,000 have been successfully placed to not less than six Placees who, and where applicable, whose ultimate beneficial owners, are Independent Third Parties. The net proceeds from the Placing are approximately HK\$150,000,000.

Reference is made to the announcement (the “**Announcement**”) of Beautiful China Holdings Company Limited (the “**Company**”) dated 17 March 2015 in relation to the placing of Convertible Bonds of an aggregate principal amount of up to HK\$164,000,000 under the General Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless defined otherwise herein.

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**EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

Upon exercise in full of the subscription rights attaching to the Convertible Bonds at the initial Conversion Price of HK\$0.20 (which is subject to adjustment), a maximum of 760,000,000 Conversion Shares will be issued, representing (i) approximately 16.65% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 14.27% of the issued share capital of the Company as enlarged by the issue of all such Conversion Shares.

As at the date of this announcement, the Company has 4,564,084,922 Shares in issue. For illustrative purpose only, the shareholding structure of the Company (i) as at the date of the announcement; and (ii) upon full conversion of the Convertible Bonds (assuming that there will be no further changes in the issued shareholding structure of the Company prior to such conversion and no adjustment to the Conversion Price) are as follows:

Shareholders	As at the date of this announcement		Immediately after full conversion of the Convertible Bonds	
	<i>No. Shares</i>	<i>Approximate %</i>	<i>No. Shares</i>	<i>Approximate %</i>
Leading Value Industrial Limited (Note)	2,425,769,906	53.15	2,425,769,906	45.56
Global Prize Limited (Note)	2,040,000	0.04	2,040,000	0.04
Placees	–	–	760,000,000	14.27
Public Shareholders (excluding Placees)	<u>2,136,275,016</u>	<u>46.81</u>	<u>2,136,275,016</u>	<u>40.13</u>
<b>Total</b>	<b><u>4,564,084,922</u></b>	<b><u>100.00</u></b>	<b><u>5,324,084,922</u></b>	<b><u>100.00</u></b>

*Note:* Each of Leading Value Industrial Limited and Global Prize Limited is a company wholly owned by Mr. Sze Wai, Marco, who is an executive Director.

The net proceeds from the issue of the Convertible Bonds, after deduction of the expenses, are approximately HK\$150,000,000 and the Company intended to apply such net proceeds as to (i) approximately 90% for the development of the eco-environment construction, ecology rehabilitation and related business of the Group; and (ii) approximately 10% as general working capital of the Group.

By Order of the Board  
**Beautiful China Holdings Company Limited**  
**Tan Shu Jiang**  
*Executive Director*

Hong Kong, 9 April 2015

*As at the date of this announcement, the Board comprises Mr. Sze Wai Marco, Mr. Zhou Wei Feng, Mr. Tan Shu Jiang and Mr. Pan Tingxuan as executive Directors, Mr. Law Fei Shing as non-executive Director, and Mr. Chong Yiu Kan, Sherman, Mr. Lum Pak Sum and Mr. Liu Liyang as independent non-executive Directors.*