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Changgang Dunxin Enterprise Company Limited

長 港 敦 信 實 業 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2229)

VOLUNTARY ANNOUNCEMENT PLACING OF CORPORATE BONDS

The Company and the Placing Agent entered into a placing agreement on 2 January 2015 (after trading hours) for the placing of up to HK\$200 million seven year 6.5% coupon unlisted Corporate Bonds for cash at par on a best effort basis.

The placing is effected to raise fund for the Company. The Company will use the net proceeds of the placing as general working capital, including but not limited to funding of possible future development of the Group.

INTRODUCTION

This is a voluntary announcement made by the board (the “Board”) of directors (the “Directors”) of Changgang Dunxin Enterprise Company Limited (the “Company”, together with its subsidiaries, the “Group”) in relation to the placing of corporate bonds by the Company in the aggregate principal amount of up to HK\$200,000,000 (the “Corporate Bonds”). The principal purpose of this issuance is including but not limited to the support of possible future business development of the Group.

PLACING OF CORPORATE BONDS

The Board is pleased to announce that on 2 January 2015 (after trading hours), the Company and Convoy Investment Services Limited (the “Placing Agent”) entered into a placing agreement (the “Placing Agreement”) pursuant to which the Placing Agent has agreed to procure independent investors to subscribe for the Corporate Bonds (the “Places”) during a period of six months from the

date of the Placing Agreement, on a best effort basis. The Placees to be procured by the Placing Agent will be independent of and not connected with the Company, its directors, chief executive, substantial shareholders, subsidiaries, or any of their respective associates (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”). A placing commission of 2% of the aggregate principal amount of the Corporate Bonds successfully placed shall be payable by the Company to the Placing Agent.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

The Board is of the view that the terms of the Placing Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, and are in the interest of the Company and its shareholders as a whole.

The principal terms of the Corporate Bonds are as follows:

- (i) Issuer : The Company
- (ii) Aggregate maximum principal amount : HK\$200,000,000
- (iii) Duration : 7 years
- (iv) Issue price : 100% of the principal amount of the Corporate Bonds
- (v) Denomination : HK\$1,000,000 and integral multiples thereof
- (vi) Maturity date : The date falling on the seventh anniversary of the issue of the Corporate Bonds (or, if that is not a business day, the first business day thereafter) (“the Maturity Date”)
- (vii) Interest rate and payment : 6.5% per annum, calculated on the actual number of days elapsed and on the basis of a 365-day year payable semi-annually in arrears on 30th June and 31st December in each year. All outstanding interest as at the Maturity Date shall be paid on the Maturity Date.

The net proceeds of the issue of the Corporate Bond will be used as general working capital, including but not limited to funding of possible future development of the Group.

The Company will further update the shareholders and potential investors of the Company in respect of the subscription of the Corporate Bonds as and when required.

The placing of the Corporate Bonds under the Placing Agreement is on a best effort basis only and may or may not be successful. Shareholders of the Company and prospective investors are urged to exercise caution when dealing in the securities of the Company.

By order of the Board
Changgang Dunxin Enterprise Company Limited
Zheng Dunmu
Chairman

Hong Kong, 2 January 2015

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Zheng Dunmu, Mr. Zheng Dunqian, and Mr. Chen Ruomao; and three independent non-executive Directors, namely Mr. Kwong Kwan Tong, Mr. Ye Deshan and Mr. Hu Zhenghui.