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Burwill Holdings Limited

寶威控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 24)

SUBSCRIPTION OF NEW SHARES SECOND SUPPLEMENTAL AGREEMENT

Reference is made to the announcements of Burwill Holdings Limited (the “Company”) dated 10 April 2015 and 14 April 2015 in relation to the subscription of new shares by China-Asia Resources Fund (the “Announcements”). Terms defined in the Announcements have the same meanings when used herein.

SECOND SUPPLEMENTAL AGREEMENT

The Subscriber has completed the initial subscription of 138,000,000 new Shares on 7 May 2015 pursuant to the Share Subscription Agreement (as amended and supplemented by the Supplemental Agreement) (the “Revised Share Subscription Agreement”). Under the Revised Share Subscription Agreement, the Subscriber is required to subscribe or procure its nominee(s) to subscribe for a further 550,000,000 new Shares (the “Tranche Shares”) in up to three separate tranches during the Exercise Period which will end on 3 November 2015.

On 2 November 2015 (after trading hours), the Company and the Subscriber entered into a second supplemental agreement (the “Second Supplemental Agreement”) pursuant to which the Exercise Period is extended to and including 3 February 2016.

The Second Supplemental Agreement is conditional upon the Subscriber having completed the first tranche subscription (the “First Tranche Subscription”) of 100,000,000 Shares out of the 550,000,000 Tranche Shares on or before 3 November 2015. The Subscriber intends to complete the First Tranche Subscription on 3 November 2015.

Completion of the subscription of the unsubscribed 450,000,000 Tranche Shares (the “Unsubscribed Tranche Shares”) are conditional upon the Listing Committee of the Stock Exchange having granted (either unconditionally or subject only to conditions to which the Company does not reasonably object) approval for the listing of and permission to deal in the Unsubscribed Tranche Shares. Application for listing will be made. This condition is not capable of being waived.

GENERAL MANDATE

The Unsubscribed Tranche Shares will be issued under the general mandate (the “General Mandate”) granted to the Directors at the annual general meeting of the Company held on 10 June 2015 (the “AGM”). The maximum number of Shares allowed to be allotted and issued under the General Mandate was 969,492,337 Shares. Since the date of the AGM and up to the date of this announcement, 227,258,550 new Shares have been allotted and issued by the Company under the General Mandate.

Save as disclosed in this announcement, all other terms of the Revised Share Subscription Agreement remain unchanged.

By order of the Board
Burwill Holdings Limited
KWOK Wai Lam
Director

Hong Kong, 2 November 2015

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Chan Shing, Mr. Sit Hoi Tung, Mr. Kwok Wai Lam and Mr. Sham Kai Man as executive directors; and Mr. Cui Shu Ming, Mr. Huang Shenglan and Mr. Chan Ming Fai as independent non-executive directors.