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EVERCHINA INT'L HOLDINGS COMPANY LIMITED

潤中國際控股有限公司

(formerly known as "Interchina Holdings Company Limited 國中控股有限公司")

(incorporated in Hong Kong with limited liability)

(Stock code: 202)

PROFIT FORECAST IN RELATION TO DISCLOSEABLE AND CONNECTED TRANSACTION

Reference is made to the announcement (the "Announcement") of EverChina Int'l Holdings Company Limited (the "Company") dated 21 March 2014 in relation to, among others, the Acquisition. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as defined in the Announcement.

PROFIT FORECAST

As set out in the Announcement, the preliminary valuation of the Mining Right is prepared on excess earning method under the income-based approach, as such it is regarded as a profit forecast under Rule 14.61 of the Listing Rules. This announcement is made in compliance with Rules 14.60A and 14.62 of the Listing Rules.

The preliminary valuation contained in the valuation report has been prepared on the following major assumptions:

- The resource estimates considered in the valuation of the Mining Right were based on the Competent Person's Report dated December 2011, which was the latest information available as advised by the management of the Company. The valuers understand from the management of the Company that there was no production since December 2011, hence the valuers assumed that the resource estimates of the manganese mine as at 31 January 2014 would be the same as that reported in the Competent Person's Report;
- Projected revenues related to the Mining Right were based on estimated annual production capacity of manganese concentrates for sale as provided by the management of the Company. The revenues were projected to remain constant from year 2019 onwards until the end of mine life;
- The manganese concentrates for sale would be with grading of 35% as advised by the management of the Company on a conservative basis;

- Projected royalties and charges, mining and processing costs, and other administrative expenses were the best estimates provided by the management of the Company. Income tax rate of 25%, being the corporate tax rate in Indonesia, was adopted to estimate income tax expenses;
- As advised by the management of the Company, total capital expenditure of about US\$44 million would be incurred from year 2015 to year 2019, for buildings and infrastructure, plant and machinery, office furniture and equipment, motor vehicles and so on;
- It was assumed that the future operations and developments of the manganese mine would be in line with the financial projection, and there would be reliable and adequate transportation network and capacity for the mining products;
- It was assumed that the financial projections provided by the management of the Company could well reflect future market conditions and economic fundamentals, and would be materialized;
- It was assumed that all relevant legal approvals and business certificates or licenses to operate the business in the localities in which the manganese mine operates or intends to operate would be successfully obtained or renewed upon expiry with minimal costs;
- It was assumed that there would be sufficiently supply of technical staff in the industry in which the manganese mine operates, and the manganese mine would be able to retain competent management, key personnel and technical staff to support ongoing operations and developments;
- It was assumed that there would be no major change in current taxation laws in the localities in which the manganese mine operates or intends to operate, and the rates of tax payable shall remain unchanged and the manganese mine would comply with all applicable laws and regulations;
- It was assumed that there would be no major change in the political, legal, economic or financial conditions in the localities in which the manganese mine operates or intends to operate, which would affect the profits attributable to the Mining Right; and
- It was assumed that interest rates and exchange rates in the localities for the operation of the manganese mine would not differ materially from those presently prevailing.

This preliminary valuation adopted weighted average cost of capital (“WACC”) plus additional premium to determine the discount rate for the excess earning cash flow. The discount rate used was 16.35% for the preliminary valuation of the Mining Right.

The Directors have confirmed that they have made the forecast after due and careful enquiry, and the auditor of the Company, HLB Hodgson Impey Cheng Limited (“HLB”), has reported on the calculations of the discounted future estimated cash flows on which the valuation is based.

A letter from each of the Board and HLB has been submitted to the Stock Exchange, and is included in the Appendix I and II respectively to this announcement pursuant to Rule 14.60A of the Listing Rules.

EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given their opinion in this announcement :

Name	Qualification
Roma Appraisals Limited	Independent professional valuer
HLB	Certified Public Accountants

As at the date of this announcement, neither Roma Appraisals Limited nor HLB has any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate person(s) to subscribe for the securities in any member of the Group.

To the best knowledge, information and belief of the Board and having made all reasonable enquiries, each of Roma Appraisals Limited and HLB is a third party independent of and not connected with the Company or the connected persons (as defined in the Listing Rules) of the Group.

Each of Roma Appraisals Limited and HLB has given and has not withdrawn its consent to the publication of this announcement with inclusion of its report and all references to its name in the form and context in which it respectively appears in this announcement.

By order of the board of directors
EverChina Int'l Holdings Company Limited
Lam Cheung Shing, Richard
Chief Executive Officer and Executive Director

Hong Kong, 21 March 2014

As at the date of this announcement, the executive Directors are Mr. Jiang Zhaobai, Mr. Shen Angang, Mr. Lam Cheung Shing, Richard, Mr. Zhu Deyu, Mr. Lu Yaohua and Mr. Gu Yungao; and the independent non-executive Directors are Mr. Ho Yiu Yue, Louis, Mr. Ko Ming Tung, Edward and Mr. Chen Yi, Ethan.

APPENDIX I — LETTER FROM THE BOARD

The following is the text of a letter from the Board of the Company prepared for the purpose of incorporation in this announcement.

21 March 2014

The Stock Exchange of Hong Kong Limited
11th Floor,
One International Finance Centre,
1 Harbour View Street,
Hong Kong

Dear Sir/Madam,

We refer to the announcements of the Company dated 21 March 2014 (the “Announcement”) of which this letter forms part. Unless the context otherwise requires, terms defined in the Announcement shall have the same meanings when used herein.

We, hereby confirm that, in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, have reviewed the calculations for discounted cash flow forecast in the valuation report issued by Roma Appraisals Limited (the “Valuer”) regarding the fair value of the Mining Right as at 31 January 2014 (the “Valuation Report”). Pursuant to the Rule 14.62 of the Listing Rules, the Reporting Accountant of the Company have examined the arithmetical accuracy of the calculation of the Valuation Report in accordance with Hong Kong Standard on Assurance Engagements 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” issued by the Hong Kong Institute of Certified Public Accountants.

We hereby confirm that the discounted cash flow forecast made pursuant to the Valuation Report is made after due and careful enquiry.

Yours faithfully,
For and on behalf of the board of directors of
EverChina Int’l Holdings Company Limited
Lam Cheung Shing, Richard
Executive Director and Chief Executive Officer

APPENDIX II — LETTER FROM HLB



31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

21 March 2014

The Directors
EverChina Int'l Holdings Company Limited
15 Floor, CCB Tower,
3 Connaught Road Central,
HONG KONG

Dear Sirs

EverChina Int'l Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group")

Comfort letter on forecasts underlying the valuation of mining right of a manganese mine owned by PT Satwa Lestari Permai (the "Target Company") in connection with a discloseable transaction of further acquisition of the remaining 30% of the Target Company by the Group

We report on the calculations of the discounted future estimated cash flows on which the valuation of the fair value of the mining right (the "Mining Right") held by the Target Company in relation to the manganese mine located at the Kupang City, Timor Island, Indonesia (the "Valuation") dated 31 January 2014 prepared by Roma Appraisals Limited in respect of the Valuation as at 31 January 2014 in connection with proposed acquisition of the remaining 30% equity interest in the Target Company, as published in the Company's announcement dated 21 March 2014.

The Valuation which is determined based on the discounted future estimated cash flows and is regarded as a profit forecast under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Directors' Responsibility for the Discounted Future Estimated Cash Flows

The directors of the Company are responsible for the preparation of the discounted future estimated cash flows in accordance with the bases and assumptions approved by the directors of the Company. This responsibility includes carrying out appropriate procedures relevant to the preparation of the discounted estimated cash flows for the Valuation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Reporting Accountants' Responsibility

It is our responsibility to form an opinion, based on our work on the arithmetical accuracy of the calculations of the discounted future estimated cash flows on which the Valuation is based, and to report our opinion to you solely for the purpose of reporting under Rule 14.62(2) of the Listing Rules and for no other purpose. We accept no responsibility to any other person in respect of, arising out of, or in connection with our work. The discounted future estimated cash flows do not involve the adoption of accounting policies.

The discounted future estimated cash flows depend on future events and on a number of bases and assumptions which cannot be confirmed and verified in the same way as past results and not all of which may remain valid throughout the period. Consequently, we have not reviewed, considered or conducted any work on the appropriateness and validity of the bases and assumptions and express no opinion on the appropriateness and validity of the bases and assumptions on which the discounted future estimated cash flows, and thus the Valuation, are based.

Basis of Opinion

We conducted our work in accordance with Hong Kong Standards on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to the procedures under Auditing Guideline 3.341 "Accountants' report on Profit Forecasts" issued by Hong Kong Institute of Certified Public Accountants. We examined the arithmetical accuracy of the discounted future estimated cash flows. Our work has been undertaken solely to assist the directors of the Company in evaluating whether the discounted future estimated cash flows, so far as the calculations are concerned, has been properly compiled and for no other purpose. Our work does not constitute any valuation of the Mining Right.

Opinion

Based on the foregoing, in our opinion, the discounted future estimated cash flows, so far as the calculations are concerned, has been properly compiled in accordance with the bases and assumptions made by the directors of the Company.

Yours faithfully

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
Hong Kong