# PACRIM INTERNATIONAL CAPITAL INC.

## MATERIAL CHANGE REPORT

1. *Name and Address of Reporting Issuer*:

   Pacrim International Capital Inc.
   Suite 3202 Tower II
   Lippo Centre, 89 Queensway
   Hong Kong

2. *Date of Material Change*:

   February 23, 2012

3. *News Release*:

   A news release (copy attached) was issued and disseminated on February 23, 2012 through Canada NewsWire and filed on SEDAR.

4. *Summary of Material Change*:

   Pacrim International Capital Inc. is providing a status update in accordance with National Policy 12-203 with respect to the delay in filing its annual financial statements and related documents.

5. *Full Description of Material Change*:

   Please see press release attached hereto.

6. *Reliance on subsection 7.1(2) or (3) of National Instrument 51-102*:

   Not applicable.

7. *Omitted Information*:

   None.

8. *Executive Officer*:

   For further information, please contact:
   Guy Lam, Chief Executive Officer
   Tel. 852.2526.1554

9. *Date of Report*:

   February 23, 2012

**PRESS RELEASE**

# PACRIM INTERNATIONAL CAPITAL INC. PROVIDES UPDATE OF DELAY IN FILING OF ANNUAL FINANCIAL STATEMENTS

**FOR RELEASE – CANADA WIDE**

HONG KONG, February 23, 2012 – PACRIM INTERNATIONAL CAPITAL INC. (PCN:TSX) ("Pacrim") announced on December 12, 2011 that it would be late in filing its audited annual financial statements for the fiscal year ended September 30, 2011 and related Management's Discussion & Analysis, Annual Information Form and CEO and CFO certification of filings (collectively, the "2011 Filings"). The delay is a result of Pacrim having received notice from its auditor BDO Limited of Hong Kong ("BDO") that it had resigned as Pacrim's auditor. Pacrim understands the unexpected resignation of the auditor was not the result of any "reportable event" as defined under National Instrument 51-102 – Continuous Disclosure Obligations. Pacrim also understands BDO's resignation was not related in any way to the affairs of Pacrim but related rather to internal affairs of BDO. Pacrim is continuing with its search for a successor auditor to be appointed.

As noted in Pacrim's default status report of February 9, 2012, it has become apparent to Pacrim that it is now unlikely Pacrim will be able to file the 2011 Filings on or before March 30, 2012 as originally anticipated. Pacrim is discussing this matter with the applicable securities regulatory authorities. Since the February 9, 2012 default status report, there have not been any material changes to the information contained therein.

Following the appointment of the successor auditor, Pacrim intends to file the 2011 Filings as soon as possible.

Pacrim applied to the Ontario Securities Commission (the "OSC") and the British Columbia Securities Commission (collectively, the "Commissions") for a management cease trade order (a "MCTO") under National Policy 12 – 203 which would prohibit trading in securities of Pacrim by certain insiders. The OSC issued a temporary (15-day) MCTO on December 30, 2011 which was replaced on January 11, 2012 by a non-temporary order. This order will remain in effect until two full business days following receipt by the OSC of all filings Pacrim is required to make, including the 2011 Filings. The MCTO will not affect the ability of persons who are not insiders of Pacrim to trade its securities. If Pacrim is unable to make the 2011 Filings within a time period acceptable to the Commissions following the MCTO, being by March 30, 2012 in this case, unless further extended, a general cease trade order may be issued which would prohibit all trading in securities of Pacrim.

Pacrim intends to satisfy the provisions of the Alternative Information Guidelines as set out in National Policy 12 – 203 for as long as Pacrim remains in default, including the issuance of further by-weekly default status reports, each of which will be issued in the form of a press release. A general cease trade order may be issued if Pacrim fails to file such default status reports on a timely basis.

**Caution concerning forward-looking statements**

Statements made in this news release, other than those concerning historical financial information, should be considered forward-looking and subject to various risks and uncertainties. Some forward-looking statements may be identified by words like "may", "will", "anticipate", "estimate", "expect", "intend" or "continue" or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on such statements, as actual results may differ materially from those expressed or implied in such statements. Factors that could cause results to vary include, but are not limited to: risks associated with China including state ownership, government sector intervention, foreign investment, repatriation of profit and currency conversion, tax, the developing legal system, protection of intellectual property rights, shareholder rights and enforcement of judgments, permits and business licenses, appropriation, political stability considerations, the central planned economy, fluctuations in foreign exchange rates and Chinese accounting and auditing standards; risks in business and operations including risks associated with expansion, future capital requirements, dependence on key personnel, environmental regulation, competition, risk in purchasing abroad, risk of change in the price of raw materials, product price volatility, insurance and operating plant risk; customer risk including risk of a single market and risk depending on major customers; technical risk including risk in the advance of technology and risk of relying on technology abroad; financial risk including foreign exchange risk, credit risk, liquidity risk, cash flow and fair value interest rate risk; investment strategy risk; and short term management transition risk.

We caution that the foregoing list of factors is not exhaustive and that when reviewing our forward-looking statements, investors and others should refer to the "Risk Factors" section of Pacrim's Annual Information Form, the "Risks and Uncertainties" and other sections of our Management's Discussion and Analysis and our other periodic filings with Canadian securities regulatory authorities. All forward-looking statements presented herein should be considered in conjunction with such filings. Except as required by Canadian securities law, we do not undertake to update any forward-looking statements, whether written or oral, that may be made from time-to-time by us or on our behalf; such statements speak only as of the date made.

For further information, please contact:

Guy Lam
Chief Executive Officer
Pacrim International Capital Inc.
Tel. 852.2526.1554