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深圳投資有限公司
SHENZHEN INVESTMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00604)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

In accordance with Rule 13.18 of the Listing Rules, the Board wishes to announce that on 25 August 2014, the Company as borrower entered into a facility agreement relating to certain transferable term loan facilities. Such facility agreement imposes a specific performance obligation on the controlling shareholder of the Company.

The board of directors (the “**Board**”) of Shenzhen Investment Limited (the “**Company**”) announces that on 25 August 2014, the Company as borrower entered into a facility agreement (the “**Facility Agreement**”) with certain banks. The Facility Agreement relates to the provision of, by the lenders thereunder, (a) a transferable term loan facility of up to a principal amount of US\$435,000,000 (equivalent to approximately HK\$3,393,000,000) (“**Facility A**”) and (b) a transferable term loan facility of up to a principal amount of HK\$2,510,000,000 (“**Facility B**”, and together with Facility A, the “**Facilities**”) to the Company.

The Facilities are for the purposes of, among others, (i) refinancing some of the existing banking facilities of the Company and (ii) financing the general corporate funding requirements of the Company and its subsidiaries. The Company shall repay borrowings under each of the Facility A and Facility B by three instalments of various percentages of the total amount of borrowings, with all outstanding amounts under the Facilities fully repaid on a date falling 60 months from the date of the Facility Agreement, that being the last repayment date of the three instalments.

Under the Facility Agreement, it will be an event of default if (i) any person (other than Shum Yip Holdings Company Limited (“**Shum Yip**”)) or any persons acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers and Share Buy-backs) acquire(s) or agree(s) to acquire control of the Company, or (unless that offer lapses without such control being acquired) makes any offer which could result in such control being acquired; or (ii) Shum Yip ceases to own beneficially at least 35% of the issued share capital of the Company, ceases to be the single largest shareholder of the Company or ceases to have control over the Board; or (iii) Shum Yip ceases to remain directly or indirectly beneficially owned as to at least 51% by the Shenzhen Municipal People’s Government of the People’s Republic of China. As at the date of this announcement, Shum Yip beneficially holds approximately 67.31% of the issued share capital of the Company.

If an event of default mentioned above occurs, the obligation of each lender under the Facility Agreement to make its commitment or any part thereof available may be terminated and all outstanding advances and all interest and all other sums payable under the Facility Agreement and the fee letters and other finance documents in relation thereto may become immediately due and payable.

The Company will, in compliance with Rule 13.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), include appropriate disclosure in its interim and annual reports for so long as circumstances giving rise to the disclosure obligation under Rule 13.18 of the Listing Rules continue to exist.

By Order of the Board
SHENZHEN INVESTMENT LIMITED
LU Hua
Chairman

Hong Kong, 25 August 2014

As at the date of this announcement, the Board comprises 9 directors, of which Mr. LU Hua, Mr. GAO Shengyuan, Mr. MOU Yong and Mr. LIU Chong are the executive directors of the Company, Dr. WU Jiesi and Mr. HUANG Yige are the non-executive directors of the Company and Mr. WU Wai Chung, Michael, Mr. LI Wai Keung and Dr. WONG Yau Kar, David are the independent non-executive directors of the Company.