深圳控股有限公司
SHENZHEN INVESTMENT LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 604)

COMPLETION OF DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO ACQUISITION OF APPROXIMATELY 95% OF THE ISSUED SHARE CAPITAL OF FAIRWIND POWER LIMITED

Reference is made to the circular of the Company dated 23 February 2016 (the "**Circular**") in relation to, among others, the Acquisition and the announcement of the Company dated 11 March 2016 relating to the poll results of the extraordinary general meeting of the Company held on 11 March 2016. Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the conditions precedent set out in the section headed "(B) The Acquisition – Conditions precedent" in the letter from the Board of the Circular have been fulfilled and that Completion took place on 15 March 2016.

SETTLEMENT OF THE CONSIDERATION

As disclosed in the Circular, pursuant to the Sale and Purchase Agreement, the Consideration in the amount of RMB1,914,000,000 (equivalent to HK$2,264,233,290 based on the Agreed Exchange Rate) is to be settled by the Company at Completion in HK$ in the following manner:

(i) as to HK$1,132,116,645, being 50% of the Consideration, in cash ("**Cash Consideration**"); and

(ii) as to HK$1,132,116,645, being the remaining 50% of the Consideration, by the Promissory Note issued by the Company to the Vendor.

Further, as disclosed in the Circular, the Promissory Note will be settled in cash by the Company within:

(i) three months after the date of Completion; or

(ii) 14 days after the date on which PRC Company has obtained the state-owned land use right certificate in respect of Land B, whichever is later but if the last date of the period determined as aforesaid is not a Business Day, then, the latest date to settle the Promissory Note will be the Business Day immediately after such last date.

The Cash Consideration has been paid by the Company to the Vendor. The Promissory Note which is non-interest bearing and non-transferable has also been issued by the Company to the Vendor on 15 March 2016.

Following Completion, the members of the Target Group have become non wholly-owned subsidiaries of the Company.

By order of the Board of
Shenzhen Investment Limited
LU Hua
Chairman

Hong Kong, 15 March 2016

As at the date of this announcement, the Board comprises 9 Directors, of which Dr. LU Hua, Mr. HUANG Wei, 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. LI Wai Keung, Mr. WU Wai Chung, Michael and Dr. WONG Yau Kar David are the independent non-executive directors of the Company.