

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

The Board announces that on 16 January 2018 the Company entered into a Facility Agreement with a bank pursuant to which the bank shall make available to the Company a term loan facility for an aggregate amount not exceeding RMB660,000,000 at any one time.

The Facility Agreement impose certain covenants relating to specific performances of the Company's controlling shareholders.

This announcement is made by China Merchants Land Limited (the "**Company**") pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

On 16 January 2018, the Company as borrower entered into a facility agreement ("**Facility Agreement**") with a bank in relation to a term loan facility of up to RMB660,000,000 ("**Loan Facility**"). The Loan Facility has a term of 3 years commencing from the date of the first drawdown.

Requirements relating to controlling shareholders

Pursuant to the Facility Agreement, it shall be an event of default if (i) China Merchants Shekou Industrial Zone Holdings Co., Ltd. ("**CMSK**") ceases to beneficially own (directly or indirectly) at least 50% of the issued share capital of the Company, or (ii) the shares of CMSK ceases to be listed on the Shenzhen Stock Exchange (or its successor) due to any reason or such a listing is suspended for more than 15 consecutive trading days at any time due to non-compliance with the rules of the Shenzhen Stock Exchange (or its successor) or breach of any

undertaking given to the Shenzhen Stock Exchange (or its successor), or (iii) China Merchants Group Ltd. (“**CMG**”), a company established in the People’s Republic of China (“**PRC**”), ceases to beneficially own (directly or indirectly) at least 40% of the issued share capital of CMSK and ceases to be the single largest shareholder of CMSK.

Under the Facility Letter, it is an event of cross default if the Company or any of its subsidiaries commits a default under any other loan agreement(s) to which it is a borrower that entitles any creditor to declare any borrowed monies under such loan agreement(s) due and payable and the amount in aggregate exceeds US\$15,000,000.

If an event of default under the Facility Agreement occurs, the bank may declare that its obligations to make the Loan Facility available to the Company be terminated and the advances under the Loan Facility and all interest accrued and all other sums payable under the Facility Agreement shall become immediately due and payable.

As at the date of this announcement, CMSK indirectly owns 74.35% of the issued share capital of the Company, CMG indirectly owns 71.29% of the issued share capital of CMSK and CMG is owned and controlled by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC.

By Order of the Board
China Merchants Land Limited
XU Yongjun
Chairman

Hong Kong, 18 January 2018

As at the date of this announcement, the Board comprises Mr. XU Yongjun, Mr. HUANG Junlong, Dr. YAN Chengda and Ms. LIU Ning as non-executive Directors; Dr. SO Shu Fai, Mr. YU Zhiliang and Mr. WONG King Yuen as executive Directors and Dr. WONG Wing Kuen, Albert, Ms. CHEN Yanping, Dr. SHI Xinping and Mr. HE Qi as independent non-executive Directors.