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## **DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES**

The Board announces that on 15 June 2018 the Company has entered into a Facility Agreement with a bank pursuant to which the bank shall make available to the Company a term loan facility of an amount not exceeding RMB1,000,000,000 at any one time.

The Facility Agreements has imposed 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 15 June 2018, the Company (as borrower) has entered into a facility agreement (a “**Facility Agreement**”) with a bank (as lender) in relation to a term loan facility of up to RMB1,000,000,000 (a “**Loan Facility**”). The Loan Facility has a term of 3 years commencing from the date of the Facility Agreement.

### **Requirements relating to controlling shareholders**

As a condition of the Loan Facility, 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) not less than 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 50% of the issued share capital of CMSK, or (iv) CMG ceases to be a company under the State-owned Assets Supervision and Administration Commission of the State Council (“**SASAC**”) of the PRC or other similarly empowered authority.

Under the Facility Agreement, 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 occurs under the Facility Agreement, 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, China Merchants Group Ltd. (“**CMG**”) beneficially owns 71.29% of the issued share capital of CMSK and CMG is owned and controlled by SASAC of the PRC.

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

Hong Kong, 15 June 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.*