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**China Shandong Hi-Speed Financial Group Limited**  
(Stock Code: 412)

*(A company incorporated in Bermuda with limited liability)*

**ISSUE OF US\$550,000,000 5.95%  
GUARANTEED BONDS DUE 2020**

On 8 January 2019, the Company, the Issuer and Shandong Hi-Speed Group Co entered into the Subscription Agreement with BOCI Asia Limited, Mizuho Securities Asia Limited, Silk Road International Capital Limited, Zhongtai International Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, BOCOM International Securities Limited, Orient Securities (Hong Kong) Limited, GF Securities (Hong Kong) Brokerage Limited and Dongxing Securities (Hong Kong) Company Limited and in relation to the Bonds Issue.

The gross proceeds of the Bonds Issue will be approximately US\$550,000,000 which the Company intends to use for refinancing and general corporate purposes.

The Company will procure that the Bonds will be listed on the Stock Exchange upon issue. A listing eligibility approval has been received from the Stock Exchange for the listing of the Bonds on the Stock Exchange. Admission of the Bonds to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Bonds.

The Board is pleased to announce that on 8 January 2019, the Company, the Issuer and Shandong Hi-Speed Group Co entered into the Subscription Agreement with BOCI Asia Limited, Mizuho Securities Asia Limited, Silk Road International Capital Limited, Zhongtai International Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, BOCOM International Securities Limited, Orient Securities (Hong Kong) Limited, GF Securities (Hong Kong) Brokerage Limited and Dongxing Securities (Hong Kong) Company Limited in relation to the Bonds Issue.

## **THE SUBSCRIPTION AGREEMENT**

### Parties to the Subscription Agreement

- (a) Coastal Emerald Limited, a wholly-owned subsidiary of the Company, as issuer;
- (b) the Company as the guarantor;
- (c) Shandong Hi-Speed Group Co as keepwell provider;
- (d) BOCI Asia Limited;
- (e) Mizuho Securities Asia Limited;
- (f) Silk Road International Capital Limited.

- (g) Zhongtai International Securities Limited;
- (h) China Minsheng Banking Corp., Ltd., Hong Kong Branch;
- (i) Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch;
- (j) BOCOM International Securities Limited;
- (k) Orient Securities (Hong Kong) Limited;
- (l) GF Securities (Hong Kong) Brokerage Limited; and
- (m) Dongxing Securities (Hong Kong) Company Limited.

BOCI Asia Limited, Mizuho Securities Asia Limited and Silk Road International Capital Limited have been appointed as the joint global coordinators, joint lead managers and joint bookrunners; and Zhongtai International Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, BOCOM International Securities Limited, Orient Securities (Hong Kong) Limited, GF Securities (Hong Kong) Brokerage Limited and Dongxing Securities (Hong Kong) Company Limited have been appointed as the joint lead managers and joint bookrunners of the Bonds Issue. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of BOCI Asia Limited, Mizuho Securities Asia Limited, Silk Road International Capital Limited, Zhongtai International Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, BOCOM International Securities Limited, Orient Securities (Hong Kong) Limited, GF Securities (Hong Kong) Brokerage Limited and Dongxing Securities (Hong Kong) Company Limited is an independent third party and not a connected person of the Company and its connected persons.

The Bonds and the Guarantee have not been, and will not be registered, under the Securities Act or any state securities law and, unless so registered, may not be offered or sold within the United States and may only be offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. Accordingly, the Bonds are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. None of the Bonds will be offered to the public in Hong Kong.

## **Principal terms of the Bonds**

The principal terms of the Bonds are the set out below:

### ***Bonds Offered***

Subject to certain conditions to completion, the Issuer will issue the Bonds in the aggregate principal amount of US\$550,000,000. The Bonds will mature on 13 January 2020, unless earlier redeemed in accordance with the terms thereof.

### ***Offering Price***

The offering price of the Bonds will be 100% of the principal amount of the Bonds.

### **Proposed use of proceeds**

The gross proceeds of the Bonds Issue will be approximately US\$550,000,000. The Company intends to use the proceeds of the Bonds Issue for refinancing and general corporate purposes.

The Board is of the view that the Bonds Issue is a significant step of the Company in gaining recognition in the international finance market and will provide the Company with additional source of funding for its business development.

### **Listing**

The Company will procure that the Bonds will be listed on the Stock Exchange upon issue. A listing eligibility approval has been received from the Stock Exchange for the listing of the Bonds on the Stock Exchange. Admission of the Bonds to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Bonds.

**As the conditions precedent to completion of the Subscription Agreement may or may not be satisfied and the Subscription Agreement may be terminated upon the occurrence of certain events, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

*In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:*

“Board”	The board of Directors, the Company
“Bonds”	the US\$550,000,000 5.95% guaranteed bonds due 2020 to be issued by the Issuer
“Bonds Issue”	the proposed issue of the Bonds by the Issuer
“Company”	China Shandong Hi-Speed Financial Group Limited, a company incorporated under the laws of Bermuda with limited liability and whose shares are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Guarantee”	the guarantee provided by the Company in respect of the Bonds
“Hong Kong”	the Hong Kong Special Administrative Region
“Issuer”	Coastal Emerald Limited, a wholly-owned subsidiary of the Company
“Securities Act”	the United States Securities Act of 1933, as amended
“Shandong Hi-Speed Group Co”	Shandong Hi-Speed Group Co., Ltd., a company established by the Shandong Provincial Government as a wholly state-owned enterprise, which as at the date hereof holds a 42.78% stake in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscription Agreement”	The agreement proposed to be entered into between the Company, the Issuer, Shandong Hi-Speed Group Co, BOCI Asia Limited, Mizuho Securities Asia Limited, Silk Road International Capital Limited, Zhongtai International Securities Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch, BOCOM International Securities Limited, Orient Securities (Hong Kong) Limited, GF Securities (Hong Kong) Brokerage Limited and Dongxing Securities (Hong Kong) Company Limited in relation to the Bonds Issue
“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States

By Order of the Board  
China Shandong Hi-Speed Financial Group Limited  
Li Hang  
*Chairman*

Hong Kong, 8 January 2019

*As at the date of this announcement, the directors of Coastal Emerald Limited are Mr. Liu Zhijie and Mr. Liu Yao.*

*As at the date of this announcement, the directors of China Shandong Hi-Speed Financial Group Limited are Mr. Ji Kecheng, Mr. Wang Zhenjiang, Mr. Yau Wai Lung, Mr. Li Zhen Yu, Mr. Li Hang, Dr. Lam Lee G., Mr. Qiu Jianyang, Mr. Lo Man Tuen, Mr. To Shing Chuen, Mr. Cheung Wing Ping, Mr. Wang Huixuan and Mr. Guan Huanfei.*