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# 海南美蘭國際機場股份有限公司

## Hainan Meilan International Airport Company Limited\*

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 357)

### ANNOUNCEMENT FACILITY AGREEMENT

This announcement is made by the board of directors (the “**Board**”) of Hainan Meilan International Airport Company Limited (the “**Company**” together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09 and 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

#### I. FACILITY AGREEMENT

Pursuant to a facility agreement (the “**Facility Agreement**”) dated 4 December 2013 and entered into by, among others, the Company as borrower, Taiwan Cooperative Bank, Ltd., Hong Kong Branch, Mega International Commercial Bank Co., Ltd., Taishin International Bank Co., Ltd., Hua Nan Commercial Bank Ltd., Offshore Banking Branch, Chang Hwa Commercial Bank Ltd. Offshore Banking Branch, Land Bank of Taiwan Co., Ltd. Hong Kong Branch and The Bank of East Asia Ltd. Offshore Banking Branch as mandated lead arrangers, Deutsche Bank AG, Hong Kong Branch, Far Eastern International Bank Co., Ltd., Offshore Banking Branch, First Commercial Bank, Offshore Banking Branch and Jih Sun International Bank (Hsinyi Branch) as lead arrangers, CTBC Bank Co., Ltd., Taichung Commercial Bank Co., Ltd., Offshore Banking Branch and Bank of Kaohsiung as arrangers, Deutsche Bank AG, Offshore Banking Branch as coordinator, and 14 original lenders (among others, each as a “**Finance Party**”, excluding the Company), for a term loan facility (the “**Loan(s)**”) in the aggregate amount of equal to USD250,000,000.00 (the “**Total Commitments**”) for a term of three years after the utilization date, which shall be made within six months commencing from the date of the Facility Agreement. The Company shall apply all amounts borrowed by it under the Facility Agreement towards (i) the working capital requirement and general corporate purposes of the Company, in an aggregate

amount equivalent to USD50,000,000; and (ii) capital expenditure of the Company, including but not limited to the cost of construction of the station complex (also known as 站前綜合體, the “**Station Complex**”) planned to be constructed.

The Company planned to construct the Station Complex with an expected total investment amount of approximately RMB1,903,874,000 with a view to further promote the development and expansion of the airport operated by it. The Station Complex project is expected to include two floors underground and six floors above the ground, covering a total area of 120 mu, of which ground floor area covers approximately 152,900 square meters (including construction area of star hotel, commercial area and ground floor parking of 40,000, 77,900 and 35,000 square meters, respectively) and underground construction area covers 122,500 square meters with a total parking lots of 4,000. The Station Complex is expected to be divided into two parts, of which the east part will be the star hotel and the west part will be an integrated large commercial building which combines duty-free mall, brand flagship stores, boutique department stores, brand shopping center, theme restaurants, specialty restaurants and movie theater. The plan for the Station Complex has not yet been finalized and the implementation of such plan needs to meet certain conditions, including the relevant governmental approval. The Company will make further disclosure and/or seek shareholders’ approval under the Listing Rules where applicable.

## **II. SPECIFIC PERFORMANCE OBLIGATION IMPOSED ON THE PARENT COMPANY**

The Facility Agreement contains, among others, specific performance obligations of Haikou Meilan International Airport Company Limited (the “**Parent Company**”) that:

- (a) The Parent Company shall not cease, or threaten to cease, to carry on business except as a result of any disposal allowed under the Facility Agreement; and
- (b) The Parent Company shall beneficially own at least 40% of the issued share capital of the Company.

## **III. IMPACT OF NON-COMPLIANCE WITH THE SPECIFIC PERFORMANCE OBLIGATION IMPOSED ON THE PARENT COMPANY**

Non-compliance of the aforesaid specific performance obligations will constitute an event of default (the “**Event of Default**”) under the Facility Agreement. Upon the occurrence of such an Event of Default which is continuing, the facility agent as defined therein may, and must if so instructed by the majority lenders as defined therein, by notice to the Company:

- (a) cancel all or part of the Total Commitments; and/or
- (b) declare that all or part of the Loans, together with accrued interest, and all other amounts accrued or outstanding under the finance documents defined therein be immediately due and payable and/or be payable on demand by the facility agent acting on the instructions of the majority lenders.

The Company shall also indemnify each Finance Party against any cost, loss or liability incurred by that Finance Party as a result of the occurrence of any Event of Default.

If an Event of Default is continuing, the Company may not (i) declare, make or pay any dividend, charge, fee or other distribution (or interest on any unpaid dividend, charge, fee or other distribution) (whether in cash or in kind) on or in respect of its share capital (or any class of its share capital); (ii) repay or distribute any dividend or share premium reserve; (iii) pay or allow any member of the Group for the time being to pay any management, advisory or other fee to or to the order of any of the shareholders of the Company; or (iv) redeem, repurchase, defease, retire or repay any of its share capital or resolve to do so.

#### **IV. GENERAL**

As at the date of this announcement, the Parent Company does not cease or threaten to cease to carry on business and holds approximately 50.19% of the issued share capital of the Company.

In accordance with the requirements pursuant to Rule 13.21 of the Listing Rules, disclosure will be included in the interim and annual reports of the Company for as long as the said specific performance obligations imposed on the Parent Company under the Facility Agreement continues to exist.

By the order of the Board  
**Hainan Meilan International Airport Company Limited**  
**Xing Zhoujin**  
*Company Secretary*

Haikou, Hainan Province, the PRC

4 December 2013

*As at the date of this announcement, the Board comprises of (i) four executive Directors, namely Mr. Liang Jun, Mr. Wang Zhen, Mr. Yang Xiaobin and Mr. Yang Xuqiang; (ii) three non-executive Directors, namely Mr. Hu Wentai, Mr. Chan Nap Kee Joseph and Mr. Yan Xiang; and (iii) four independent non-executive directors, namely Mr. Xu Bailing, Mr. Fung Ching Simon, Mr. George F Meng and Mr. Feng Da'an.*

\* *For identification purpose only*