

CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 198101278D

ANNOUNCEMENT

LOAN FACILITY

The board of directors (the “**Board**”) of China Merchants Holdings (Pacific) Limited (the “**Company**”) refers to the Company’s circular to shareholders dated 28 August 2015 (the “**Circular**”) in relation to, *inter alia*, the Guixing Acquisition, the Guiyang Acquisition and the Yangping Acquisition (the “**Acquisitions**”).

All capitalised terms used and not defined herein shall have the meanings ascribed to them in the Circular.

As disclosed in the Circular, the aggregate consideration payable for the Acquisitions, *inter alia*, will be funded by the net proceeds of the Preferential Offering and external bank borrowings. In this regard, the Board wishes to announce that the Company has today entered into a facility agreement (the “**Agreement**”) with Mizuho Bank, Ltd., Singapore Branch and DBS Bank Ltd. (the “**Lenders**”) for a 12-month US Dollar term loan facility in an aggregate amount of US\$350 million (the “**Facility**”).

In compliance with Rule 704(31) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**Listing Manual**”), the Board wishes to announce the following:

- (i) pursuant to the terms of the Agreement, in the event of, *inter alia*, (a) the Company ceasing to be directly or indirectly majority owned and controlled by China Merchants Group Limited (“**CMG**”), an indirect controlling shareholder of the Company and the ultimate holding company of the Company¹, or (b) CMG ceasing to be wholly owned and controlled by the State-owned Assets Supervision and Administration Commission of the State Council (SASAC) of the People’s Republic of China (collectively, the “**Controlling Shareholder Conditions**”), then the Lenders will have the right to cancel the Facility and/or accelerate the payment of all loans under the Facility (including accrued interest); and
- (ii) the aggregate level of facilities of the Company and its subsidiaries that may be affected by a breach of any of the Controlling Shareholder Conditions is approximately HK\$5.97 billion as at the date of this Announcement.

Pursuant to Rule 728 of the Listing Manual, the Company will also obtain an undertaking from its direct controlling shareholder, Easton Overseas Limited (“**Easton**”), to notify the Company, as soon as Easton becomes aware, of any share pledging arrangements relating to its shares in the Company and of any event which may result in a breach of the Company’s loan provisions under the Agreement.

BY ORDER OF THE BOARD

Lim Lay Hoon
Company Secretary
Singapore, 15 September 2015

¹ CMG is deemed to be interested in the 764,814,750 shares of the Company held by Easton Overseas Limited, its indirect wholly-owned subsidiary, representing approximately 63.93 per cent. of the issued share capital of the Company as at the date of this Announcement.