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ZHUHAI HOLDINGS INVESTMENT GROUP LIMITED

珠海控股投資集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00908)

(A) CONTINUING CONNECTED TRANSACTIONS:

(1) 2015 WANSHAN AM FEE AGREEMENT

(2) COMPENSATION AGREEMENT

(B) CONNECTED TRANSACTIONS:

LOAN WAIVER AGREEMENTS

CCTs SUBJECT TO THE ANNUAL REVIEW AND DISCLOSURE REQUIREMENTS BUT EXEMPT FROM SHAREHOLDERS' APPROVAL REQUIREMENT:

(1) The 2015 Wanshan AM Fee Agreement and the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement)

On 20 March 2015, the 2015 Wanshan AM Fee Agreement was entered into between HT Shipping (an indirect non wholly-owned subsidiary of the Company) and Wanshan Port Company (a connected person of the Company) in relation to the provision of port and transportation agency services by Wanshan Port Company to HT Shipping at the Designated Terminals for a term of one year from 1 January 2015 to 31 December 2015.

HT Shipping is a member of the Group. Since January 2010, HT Shipping has been engaging Wanshan Port Company to provide port and transportation agency services to the ferries of HT Shipping at the Designated Terminals. Before 29 January 2014, Wanshan Port Company was an Independent Third Party. On 29 January 2014, ZJ Holdings completed its acquisition of 50% equity interests in Wanshan Port Company from the latter's then sole equity-holder which was an Independent Third Party. Since then, Wanshan Port Company has become an associate of ZJ Holdings (a substantial shareholder of the Company) and a connected person of the Company. Accordingly, since 29 January 2014, transactions made between HT Shipping and Wanshan Port Company and as contemplated by the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) and 2015 Wanshan AM Fee Agreement have constituted CCTs under Chapter 14A of the Listing Rules.

The CCTs between the parties in 2014 were governed by the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) for a term of one year from 1 January 2014 to 31 December 2014. The major terms of the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) are essentially the same as those of the 2015 Wanshan AM Fee Agreement.

The expected annual cap in respect of the AM Fees and the Relevant Fees paid and payable under the 2015 Wanshan AM Fee Agreement for the financial year ending 31 December 2015 is HK\$16.0 million.

As the relevant applicable ratios (as prescribed under Chapter 14 of the Listing Rules) for the expected annual cap under the 2015 Wanshan AM Fee Agreement for FY2015 are less than 5%, the transactions contemplated thereunder shall constitute non-exempt CCTs under Rule 14A.76(2) of the Listing Rules and are subject to the annual review and disclosure requirements, but are exempt from Shareholders' approval requirement under Chapter 14A of the Listing Rules.

(2) Compensation Agreement

For the purpose of development of the Project Land, on 12 December 2013, Zhuhai Development (a connected subsidiary of the Company) and Zhuhai Golf (a connected subsidiary of the Company) entered into the Compensation Agreement, pursuant to which Zhuhai Development agreed to make compensation to Zhuhai Golf for the demolition and relocation of the Golf Facilities.

Each of Zhuhai Development and Zhuhai Golf is a member of the Group and also a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules, hence a connected person of the Company. The transactions between Zhuhai Development and Zhuhai Golf as contemplated by the Compensation Agreement thus constitute CCTs for the Company under Chapter 14A of the Listing Rules.

As the relevant applicable ratios (as prescribed under Chapter 14 of the Listing Rules) for the CCTs under the Compensation Agreement for each of the three financial years ending 31 December 2016 are less than 5%, the transactions contemplated thereunder constituted non-exempt CCTs under Rule 14A.76(2) of the Listing Rules and are subject to the annual review and disclosure requirements, but are exempt from Shareholders' approval requirement under Chapter 14A of the Listing Rules.

ONE-OFF CONNECTED TRANSACTIONS SUBJECT TO THE ANNUAL REVIEW AND DISCLOSURE REQUIREMENTS BUT EXEMPT FROM SHAREHOLDERS' APPROVAL REQUIREMENT:

Loan Waiver Agreements

Pursuant to four several Loan Waiver Agreements all dated 27 November 2013 and entered into between Lamdeal Golf and Zhuhai Golf, in order to support the continual business development of Zhuhai Golf, Lamdeal Golf agreed to waive all the indebtedness owing by Zhuhai Golf to Lamdeal Golf in the total sum of about US\$1.2 million (equivalent to approximately HK\$9.3 million) and all its rights to claim in respect thereof with effect from the date of signing of the Loan Waiver Agreements.

Lamdeal Golf is a wholly-owned subsidiary of the Company, Zhuhai Golf is a 60%-owned subsidiary of Lamdeal Golf, and its remaining 40% equity interest was ultimately owned by ZJ Holdings, a substantial shareholder of the Company.

Accordingly, Zhuhai Golf is a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules, hence a connected person of the Company. The transactions between Lamdeal Golf (a wholly-owned subsidiary of the Company) and Zhuhai Golf (a connected subsidiary of the Company) as contemplated under the Loan Waiver Agreements constituted connected transactions for the Company under Chapter 14A of the Listing Rules.

As the relevant applicable ratios (as prescribed under Chapter 14 of the Listing Rules) for the transactions under the Loan Waiver Agreements are less than 5%, the transactions contemplated thereunder shall constitute non-exempt connected transactions under Rule 14A.76(2) of the Listing Rules and are subject to the annual review and disclosure requirements but exempt from Shareholders' approval requirement under Chapter 14A of the Listing Rules.

(A) CCTs SUBJECT TO THE ANNUAL REVIEW AND DISCLOSURE REQUIREMENTS BUT EXEMPT FROM SHAREHOLDERS' APPROVAL REQUIREMENT:

(1) The 2015 Wanshan AM Fee Agreement and the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement)

On 20 March 2015, the 2015 Wanshan AM Fee Agreement was entered into between HT Shipping (an indirect non wholly-owned subsidiary of the Company) and Wanshan Port Company (a connected person of the Company) in relation to the provision of port and transportation agency services by Wanshan Port Company to HT Shipping at the following terminals (collectively, “**Designated Terminals**”) for a term of one year from 1 January 2015 to 31 December 2015:

- (i) North Terminal of Xiangzhou Port (香洲港北堤碼頭), Zhuhai; and
- (ii) Certain terminals on Wanshan Qundao (萬山群島), Zhuhai, including Guishan Terminal (桂山碼頭), Wai Lingding Terminal (外伶仃碼頭), Dongao Terminal (東澳碼頭), Wanshan Terminal (萬山碼頭) and Dangan Terminal (擔桿碼頭) (collectively, “**Wanshan Qundao Terminals**”).

The principal terms of the 2015 Wanshan AM Fee Agreement are set out as follows:

Date:

20 March 2015

Parties:

- (i) HT Shipping; and
- (ii) Wanshan Port Company.

HT Shipping is a wholly-owned subsidiary of Ferry Company (of which 51% equity interest of HT Shipping is directly held by Ferry Company and the remaining 49% equity interest is directly held by 珠海市九洲郵輪有限公司 (Zhuhai Jiuzhou Cruises Co., Ltd.*), which is a direct wholly-owned subsidiary of Ferry Company). Ferry Company is owned as to 49% by the Group, 43% by ZJ Holdings and 8% by an Independent Third Party. Both Ferry Company and HT Shipping are treated as subsidiaries of the Company. HT Shipping is principally engaged in the provision of ferry services and investment holding.

Wanshan Port Company is a 50%-owned jointly-controlled entity of ZJ Holdings incorporated in the PRC. It is principally engaged in the provision of port facilities and water transportation agency services for ferry lines and operation of passenger-transport stations. Before 29 January 2014, Wanshan Port Company was an Independent Third Party. On 29 January 2014, ZJ Holdings completed its acquisition of 50% equity interests in Wanshan Port Company from the latter's then sole equity-holder which was an Independent Third Party. Since 29 January 2014, Wanshan Port Company has become an associate of ZJ Holdings and a connected person of the Company.

ZJ Holdings is a State-owned enterprise established in the PRC and is a substantial shareholder of the Company. As at the date of this announcement, it is interested in 575,860,000 Shares, representing about 40.72% of the Shares in issue. The principal activities of ZJ Holdings include investment in tourism and transportation businesses and properties letting.

As Wanshan Port Company is owned as to more than 30% by ZJ Holdings, Wanshan Port Company is an associate of ZJ Holdings, hence a connected person of the Company under Chapter 14A of the Listing Rules.

Term:

From 1 January 2015 to 31 December 2015

Services provided and payment terms:

Under the 2015 Wanshan AM Fee Agreement, Wanshan Port Company will be mainly responsible for providing berthing facilities and services for the ferries of HT Shipping at the Designated Terminals, providing waiting lounge for passengers, supplying electricity and fresh water to Ferry Company (at a fee to be charged at fixed rate or the rate promulgated by the local utility service providers with reference to the actual usage plus a premium of 10% per month), conducting promotional activities for the ferry lines and selling ferry tickets to passengers in the PRC and luggage transportation.

In return for the above services, Wanshan Port Company is entitled to receive the following fees payable by HT Shipping:

- (i) agency and management fees (“**AM Fees**”) calculated on the basis of:
 - (a) subject to (b) below,
 - (1) 10% of the gross proceeds from the ferry tickets sold in respect of the ferry services from North Terminal of Xiangzhou Port to the Wanshan Qundao Terminals;

- (2) 15% of the gross proceeds from the ferry tickets sold in respect of the ferry services from the Wanshan Qundao Terminals to North Terminal of Xiangzhou Port; and
 - (3) 20% of the gross proceeds from the ferry tickets sold in respect of the ferry services from the Wanshan Qundao Terminals to Jiuzhou Port and Hengqin Terminal; and
- (b) for chartered ferry services, Wanshan Port Company is entitled to receive AM Fees calculated on the basis of 12.5% of the gross proceeds from the ferry tickets sold in respect of the ferry service with the North Terminal of Xiangzhou Port as port of origin;
- (ii) luggage transportation fee calculated on the basis of 40% of the gross revenue for such service;
 - (iii) a berthing fee of RMB200 per day for each non-operating ferry of HT Shipping which berths at the Designated Terminals;
 - (iv) a cleaning fee of RMB10 per service for each ferry of HT Shipping which enters into the Designated Terminals;
 - (v) an office leasing fee of RMB1,000 per month (excluding electricity and water charges); and
 - (vi) a surcharge on the usage of electricity and fresh water by ferries of HT Shipping at North Terminal of Xiangzhou Port and the Wanshan Qundao Terminals, calculated on the basis of a premium of 10% on the actual usage of electricity and fresh water.

The AM Fees and the fees and surcharge in sub-paragraphs (ii) to (vi) above (collectively, “**Relevant Fees**”) are determined with reference to similar fees payable by HT Shipping to independent port operators. The AM Fees and the Relevant Fees were agreed on normal commercial terms which were negotiated between HT Shipping and Wanshan Port Company on arm’s length basis and are no less favourable than those available from independent port operators.

The AM Fees and the Relevant Fees payable under the 2015 Wanshan AM Fee Agreement will be payable in arrears and on a monthly basis.

Background of the transactions between HT Shipping and Wanshan Port Company

Since January 2010, HT Shipping (which was then (and is still) a wholly-owned subsidiary of Ferry Company which in turn was, at the material time, a jointly-controlled entity of the Company) has been engaging Wanshan Port Company (a then wholly-owned subsidiary of an Independent Third Party) to provide port and

transportation agency services to the ferries of HT Shipping at the Designated Terminals pursuant to various written agreements, including the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement).

During the period from January 2010 and immediately prior to 23 May 2013, the above transactions between HT Shipping and Wanshan Port Company were transactions of a revenue nature in the ordinary and usual course of business of the Group which were conducted between a jointly-owned entity (which was not a member of the Group) of the Company and an Independent Third Party, which transactions did not constitute transactions under Chapter 14 of the Listing Rules or connected transactions under Chapter 14A of the Listing Rules.

On 23 May 2013, following completion of changes to its shareholding composition, Ferry Company has been treated as a 49%-owned subsidiary of the Company, and hence HT Shipping (a wholly-owned subsidiary of Ferry Company), also became a subsidiary of the Company.

During the period from 23 May 2013 and immediately prior to 29 January 2014, the above transactions between HT Shipping and Wanshan Port Company were transactions of a revenue nature in the ordinary and usual course of business of the Group which were conducted between a member of the Group and an Independent Third Party, which transactions did not constitute transactions under Chapter 14 of the Listing Rules or connected transactions under Chapter 14A of the Listing Rules.

On 29 January 2014, ZJ Holdings completed its acquisition of 50% equity interests in Wanshan Port Company from the latter's then sole equity-holder which was an Independent Third Party. Since then, Wanshan Port Company has become an associate of ZJ Holdings and a connected person of the Company. Accordingly, since 29 January 2014, transactions contemplated between HT Shipping (a member of the Group) and Wanshan Port Company (a connected person of the Company) constituted CCTs under Chapter 14A of the Listing Rules.

Since January 2010, transactions between HT Shipping and Wanshan Port Company were governed under written agreements for a term of either one year or three years. The CCTs between the parties in 2014 were governed by the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement), pursuant to which Wanshan Port Company agreed to provide port and transportation agency services to HT Shipping at the Designated Terminals on an on-going basis for a term of one year from 1 January 2014 to 31 December 2014. The major terms of the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) are essentially the same as those of the 2015 Wanshan AM Fee Agreement which are disclosed above.

Due to an inadvertent oversight, the Group failed to comply with the disclosure requirement for the above CCTs between HT Shipping and Wanshan Port Company until the disclosure made hereunder. Steps have been taken by the Company to comply with the disclosure requirement under Chapter 14A of the Listing Rules under this announcement once it recognized that the transactions between HT Shipping and Wanshan Port Company constituted CCTs under Chapter 14A of the Listing Rules.

Historical transaction amounts

The historical transaction amount for the AM Fees and Relevant Fees paid by HT Shipping under the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) for the period from 29 January 2014 up to 31 December 2014 is about HK\$10.1 million.

The relevant applicable ratios (as prescribed under Chapter 14 of the Listing Rules) for the historical transaction amount for the period from 29 January 2014 (the date when the above transactions under the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) became CCTs under Chapter 14A of the Listing Rules) up to 31 December 2014 are less than 5%, the transactions concerned therefore constituted non-exempt CCTs under Chapter 14A of the Listing Rules and were subject to the annual review and disclosure requirements but exempt from Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Expected annual cap for the financial year ending 31 December 2015 under the 2015 Wanshan AM Fee Agreement

The expected annual cap in respect of the AM Fees and the Relevant Fees paid and payable under the 2015 Wanshan AM Fee Agreement for the financial year ending 31 December 2015 is HK\$16.0 million, which is proposed by the Directors based on the following factors:

- (i) the historical transaction amount for the AM Fees and Relevant Fees under the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement);
- (ii) other factors such as historical growth rate of passenger flow, historical and also forecast appreciation of RMB against Hong Kong dollar, the possible increase in the price of ferry ticket and the estimated number of passengers in 2015, plus an additional buffer of 10%.

Reasons and benefits for the transactions under the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) and the 2015 Wanshan AM Fee Agreement

HT Shipping has been operating ferry services between Zhuhai on one part and various terminals (including the Designated Terminals which are operated by Wanshan Port Company) on the other part. Since January 2010, Wanshan Port Company has been providing port and transportation agency services to HT Shipping.

Wanshan Port Company was granted the port operation permit (港口經營許可證) from the Zhuhai Municipal Port Management Bureau (珠海市港口管理局) with an expiry date falling on 28 October 2017. As advised by the Company's PRC legal advisers, Wanshan Port Company is qualified to carry out the port and transportation agency services under the 2015 Wanshan AM Fee Agreement.

The Directors (including the independent non-executive Directors) are of the view that the respective terms for the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) and the 2015 Wanshan AM Fee Agreement (including the expected annual cap for the transactions contemplated thereunder) were reached after arm's length negotiation between HT Shipping and Wanshan Port Company, which are fair and reasonable and in the interests of the Company and its Shareholders as a whole and that such CCTs are on normal commercial terms and in the ordinary and usual course of business of the Group.

Listing Rules implications

HT Shipping is a member of the Group and Wanshan Port Company is a company in which ZJ Holdings (a substantial shareholder of the Company) is interested in 50% of its equity interest, hence Wanshan Port Company is an associate of ZJ Holdings and a connected person of the Company under Chapter 14A of the Listing Rules. The transactions as contemplated by the 2015 Wanshan AM Fee Agreement thus constitute CCTs for the Company under Chapter 14A of the Listing Rules.

As the relevant applicable ratios (as prescribed under Chapter 14 of the Listing Rules) for the expected annual cap in respect of the transactions contemplated under the 2015 Wanshan AM Fee Agreement for the financial year ending 31 December 2015 are less than 5%, the transactions contemplated thereunder shall constitute non-exempt CCTs under Rule 14A.76(2) of the Listing Rules and are subject to the annual review and disclosure requirements but exempt from Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Since Messrs. Huang Xin and Ye Yuhong (both being executive Directors) and Wang Zhe (a non-executive Director) are also directors of ZJ Holdings, they abstained from voting on the relevant board resolution(s) approving the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) and the 2015 Wanshan AM Fee Agreement and the respective transactions contemplated thereunder. Save as disclosed above, none of the Directors has a material interest in the 2014 Wanshan AM Fee Agreement (as supplemented by the 2014 Supplemental Wanshan AM Fee Agreement) or the 2015 Wanshan AM Fee Agreement nor has any of them abstained from voting in respect of the relevant board resolution(s).

(2) Compensation Agreement

Reference is made to the 2013 Lamdeal Circular and Company's announcement dated 12 August 2013 in relation to (among other things) the Group's acquisition of the entire issued shares in each of Lamdeal Development and Lamdeal Golf. Following completion of the Group's acquisition of all the shares in Lamdeal Development and Lamdeal Golf on 12 August 2013, Lamdeal Development and Lamdeal Golf became subsidiaries of the Company. Zhuhai Development, a 60%-owned subsidiary of Lamdeal Development has obtained the land use right of the Project Land for property development and investment purposes.

Currently, certain golf courses, buildings and facilities (collectively called "**Golf Facilities**") erected by Zhuhai Golf (which formed part of the Zhuhai Lakewood Golf Club) are situated on the Project Land.

For the purpose of development of the Project Land, on 12 December 2013, Zhuhai Development (owned as to 60% by Lamdeal Development and 40% by Long Yi) and Zhuhai Golf (owned as to 60% by Lamdeal Golf and 40% by Long Yi) entered into the Compensation Agreement, pursuant to which Zhuhai Development agreed to make compensation to Zhuhai Golf for the demolition and relocation of the Golf Facilities.

The principal terms of the Compensation Agreement are set out as follows:

Date:

12 December 2013

Parties:

- (i) Zhuhai Development; and
- (ii) Zhuhai Golf.

Zhuhai Development is a 60%-owned subsidiary of Lamdeal Development which in turn is a wholly-owned subsidiary of the Company. The remaining 40% equity interest of Zhuhai Development is owned by Long Yi, a wholly-owned subsidiary of ZJ Holdings (a substantial shareholder of the Company). The business scope of Zhuhai Development includes the development of residential and commercial buildings, offices and ancillary education and entertainment facilities on the Project Land and/or land where land use right has been granted.

Zhuhai Golf is a 60%-owned subsidiary of Lamdeal Golf which in turn is a wholly-owned subsidiary of the Company. The remaining 40% equity interest of Zhuhai Golf is owned by Long Yi, a wholly-owned subsidiary of ZJ Holdings. The business scope of Zhuhai Golf includes the development and operation of golf course and ancillary club and other recreational facilities.

Subject matter:

Under the Compensation Agreement,

- (i) a total of 24 holes in the golf courses and ancillary buildings and facilities with a total gross floor area of about 5,900 square metres situate on the Project Land shall be demolished and relocated from the Project Land to the Golf Land; and
- (ii) due to the demolition and relocation of the 24 golf holes as mentioned in (i) above, a total of 12 other holes in the golf courses and ancillary buildings and facilities with a total gross floor area of about 6,200 square metres situate on the Golf Land shall be demolished and relocated to accommodate the entire structure and operation of the golf courses and ancillary buildings.

Such demolition and relocation shall be completed within three years from the date of the Compensation Agreement.

In consideration of Zhuhai Golf agreeing to the demolition and relocation of relevant Golf Facilities, Zhuhai Development shall pay the following compensation (“**Compensation**”) to Zhuhai Golf during the three financial years ending 31 December 2016:

Financial year concerned	Amount of Compensation (RMB) ^{note}
FY2014	22 million (equivalent to about HK\$28.0 million)
FY2015	20 million (equivalent to about HK\$25.4 million)
FY2016	20 million (equivalent to about HK\$25.4 million)

Note:

The amount of Compensation as stipulated in the Compensation Agreement are in RMB in the sum of RMB22 million, RMB20 million and RMB20 million for FY2014, FY2015 and FY2016 respectively. Exchange rate of HK\$1.00: RMB0.78623 was applied for the above currency conversion for reference only. The Compensation for the financial year concerned will be settled half-yearly in equal sums.

As at the date of this announcement, Zhuhai Development has accrued the entire amount of RMB22 million (equivalent to about HK\$28 million) as Compensation for FY2014 pursuant to Compensation Agreement and capitalised such sum as compensation expenses under properties under development in the accounts of Zhuhai Development for FY2014, among which sum, (i) a sum of RMB11 million (equivalent to about HK\$14 million) has been paid to Zhuhai Golf, as part of Compensation for FY2014 and (ii) the remaining sum of RMB11 million (equivalent to about HK\$14 million) is expected to be paid in FY2015 pending issue of tax invoice by the relevant tax bureau in the PRC for payment arrangement.

The amount of the Compensation is determined in the following manner:

- (a) the amount of compensation for the 24 holes in the golf courses situate on the Project Land is calculated on the basis of RMB2 million for each golf hole, and that for the remaining 12 golf holes situate on the Golf Land is calculated on the basis of RMB1 million for each golf hole. Such amount of compensation is determined based on the carrying amount of such golf courses as at 31 December 2013;
- (b) the compensation for demolition and relocation of the relevant buildings and facilities is determined based on their carrying amount as at 31 December 2013.

Reasons for and benefits of entering into the Compensation Agreement

The principal activity of Zhuhai Golf is the operation of the Zhuhai Lakewood Golf Club. Part of the Project Land is currently being used by the Zhuhai Lakewood Golf Club as golf courses. As disclosed in the 2013 Lamdeal Circular, the relocation of Golf Facilities as contemplated under the Compensation Agreement will vacate the land for property development on the Project Land, while other part of the Golf Land will be refurbished into new golf courses to substitute the demolished golf courses on the Project Land.

It is currently expected that the new golf courses will be built alongside the surrounding hills, providing much more challenging and exciting terrain for the golfers. Further, following completion of the relocation and renovation of the relevant golf courses and buildings, hardware facilities and service quality of the Zhuhai Lakewood Golf Club will be significantly enhanced. It is expected that the number of membership of the Zhuhai Lakewood Golf Club for sale and the value of the golf club will also be increased.

The Directors (including the independent non-executive Directors) are of the view that the terms for the Compensation Agreement were in line with the development plan of the Project Land as outlined in the 2013 Lamdeal Circular and were reached after arm's length negotiation between Zhuhai Development and Zhuhai Golf, which are fair and reasonable and in the interests of the Company and its Shareholders as a whole and that such CCTs are on normal commercial terms.

Listing Rules implications

Each of Zhuhai Development and Zhuhai Golf is an indirect 60%-owned subsidiary of the Company, and each of their 40% equity interest was ultimately owned by ZJ Holdings, a substantial shareholder of the Company.

Accordingly, each of Zhuhai Development and Zhuhai Golf is a member of the Group and also a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules, hence a connected person of the Company. The transactions between Zhuhai Development and Zhuhai Golf as contemplated by the Compensation Agreement thus constitute CCTs for the Company under Chapter 14A of the Listing Rules.

As the relevant applicable ratios (as prescribed under Chapter 14 of the Listing Rules) for the CCTs under the Compensation Agreement for each of the three financial years ending 31 December 2016 are less than 5%, the transactions contemplated thereunder constituted non-exempt CCTs under Rule 14A.76(2) of the Listing Rules and are subject to the annual review and disclosure requirements but exempt from Shareholders' approval requirement under Chapter 14A of the Listing Rules.

(B) ONE-OFF CONNECTED TRANSACTIONS SUBJECT TO THE ANNUAL REVIEW AND DISCLOSURE REQUIREMENTS BUT EXEMPT FROM SHAREHOLDERS' APPROVAL REQUIREMENT

Loan Waiver Agreements

In 2001 and 2004, Zhuhai Golf borrowed certain sums from Lamdeal Golf as shareholder loan. Zhuhai Golf was, at the material time, and is still, a 60%-owned subsidiary of Lamdeal Golf. Immediately prior to the date of the Loan Waiver Agreements, a total sum of about US\$1.2 million (equivalent to approximately HK\$9.3 million) remained owing from Zhuhai Golf to Lamdeal Golf. On 12 August 2013, upon completion of the Group's acquisition of the entire issued shares in each of Lamdeal Development and Lamdeal Golf, both Lamdeal Golf and Zhuhai Golf became subsidiaries of the Company.

Pursuant to four several Loan Waiver Agreements all dated 27 November 2013 and entered into between Lamdeal Golf and Zhuhai Golf, to support the continual business development of Zhuhai Golf, Lamdeal Golf agreed to waive all the indebtedness owed by Zhuhai Golf to Lamdeal Golf in the sum of about US\$1.2 million (equivalent to approximately HK\$9.3 million) and all rights to claim in respect thereof with effect from the date of signing of the Loan Waiver Agreements.

Reasons for and benefits of entering into the Loan Waiver Agreements

For the benefit of Zhuhai Lakewood Golf Club's golf course modification and ancillary property development being conducted in an efficient manner with sufficient working capital, Lamdeal Golf, the immediate holding company of Zhuhai Golf, agreed to waive all the indebtedness owed by Zhuhai Golf to it in the total sum of about US\$1.2 million (equivalent to approximately HK\$9.3 million). Further, the waiver of the above loans pursuant to the Loan Waiver Agreements as at 27 November 2013 is expected to significantly increase the net assets of Zhuhai Golf by approximately HK\$9.3 million.

The Directors (including the independent non-executive Directors) are of the view that the waiver of loans under the Loan Waiver Agreements will allow Zhuhai Golf to have sufficient working capital to finance its golf course's modification and ancillary property development and that the terms of the Loan Waiver Agreements were reached after arm's length negotiation between Lamdeal Golf and Zhuhai Golf, which are fair and reasonable and in the interests of the Company and its Shareholders as a whole and that such transactions are on normal commercial terms.

Listing Rules implications

Lamdeal Golf is an investment holding company and a wholly-owned subsidiary of the Company, Zhuhai Golf is a 60%-owned subsidiary of Lamdeal Golf, and its remaining 40% equity interest was ultimately owned by ZJ Holdings, a substantial shareholder of the Company.

Accordingly, Zhuhai Golf is a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules, hence a connected person of the Company. The transactions between Lamdeal Golf (a wholly-owned subsidiary of the Company) and Zhuhai Golf (a connected subsidiary of the Company) as contemplated under the Loan Waiver Agreements constituted connected transactions for the Company under Chapter 14A of the Listing Rules.

As the relevant applicable ratios (as prescribed under Chapter 14 of the Listing Rules) for the transactions under the Loan Waiver Agreements are less than 5%, the transactions contemplated thereunder shall constitute non-exempt connected transactions under Rule 14A.76(2) of the Listing Rules and are subject to the annual review and disclosure requirements but exempt from Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Due to an inadvertent oversight, the Group failed to comply with the disclosure requirement for the above transactions as contemplated under the Compensation Agreement and the Loan Waiver Agreements respectively until the disclosure made hereunder. Steps have been taken by the Company to comply with the disclosure requirement under Chapter 14A of the Listing Rules under this announcement once it recognized that the above transactions as contemplated under the Compensation Agreement and the Loan Waiver Agreements respectively constituted connected transactions under Chapter 14A of the Listing Rules.

Since Messrs. Chen Yuanhe (a then executive Director), Huang Xin and Ye Yuhong (both being executive Directors) were also directors of ZJ Holdings as at the respective dates of the Compensation Agreement and the Loan Waiver Agreements, they abstained from voting on the relevant board resolution(s) approving the Compensation Agreement and the Loan Waiver Agreements. Save as disclosed above, none of the Directors (or then Directors) had a material interest in the Compensation Agreement and the Loan Waiver Agreements nor has any of them abstained from voting in respect of the relevant board resolution(s).

GENERAL

The Company is an investment holding company. The principal activities of the Group consist of investment holding, the provision of port facilities in Zhuhai, the provision of ferry services between Zhuhai on the one part and Hong Kong and Shekou on the other part, the management of a holiday resort, a theme park and an amusement park, property development and the operation of a golf club.

DEFINITIONS

In this announcement, the following expressions shall, unless the context otherwise requires, have the following meanings:

“2013 Lamdeal Circular”	the circular published by the Company dated 28 June 2013 in relation to (among other things) the Group’s acquisition of the entire issued shares in each of Lamdeal Development and Lamdeal Golf
“2014 Supplemental Wanshan AM Fee Agreement”	the supplemental agreement dated 1 January 2014 and entered into between HT Shipping and Wanshan Port Company to supplement certain terms of and transactions contemplated under the 2014 Wanshan AM Fee Agreement
“2014 Wanshan AM Fee Agreement”	the agency transportation cum management fee agreement dated 1 January 2014 and entered into between HT Shipping and Wanshan Port Company in relation to the provision of certain port and transportation agency services by Wanshan Port Company to HT Shipping at the Designated Terminals for a term of one year from 1 January 2014 up to 31 December 2014
“2015 Wanshan AM Fee Agreement”	the agency transportation cum management fee agreement dated 20 March 2015 and entered into between HT Shipping and Wanshan Port Company in relation to the provision of certain port and transportation agency services by Wanshan Port Company to HT Shipping at the Designated Terminals for a term of one year from 1 January 2015 up to 31 December 2015

“associate(s)”	has such meaning as ascribed to such term under the Listing Rules
“Board”	the board of Directors
“CCT(s)”	continuing connected transaction(s), having such meaning as ascribed to such term under the Listing Rules
“Company”	Zhuhai Holdings Investment Group Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the Stock Exchange
“Compensation Agreement”	the compensation agreement dated 12 December 2013 and entered into between Zhuhai Development and Zhuhai Golf, pursuant to which Zhuhai Development agreed to make compensation to Zhuhai Golf for the demolition and relocation of the Golf Facilities
“connected person(s)”	has such meaning as ascribed to such term under the Listing Rules
“Director(s)”	the director(s) of the Company
“Ferry Company”	Zhuhai High-speed Passenger Ferry Co., Ltd.*, a non wholly-owned subsidiary of the Company incorporated as a sino-foreign equity joint venture enterprise under the PRC law
“FY”	a financial year of the Company ended or ending 31 December
“Golf Facilities”	certain golf courses, buildings and facilities erected by Zhuhai Golf (which formed part of the Zhuhai Lakewood Golf Club) which are situated on the Project Land
“Golf Land”	the parcel of land with an area of approximately 1,367,727 square metres situated in Xiashanduan East, Jinfeng East Road, Xiashan District of the Zhuhai Prefecture of Guangdong Province of the PRC (中國廣東省珠海市下柵分區金鳳東路下柵段東) and adjoining to the Project Land
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“HT Shipping”	珠海經濟特區海通船務有限公司 (Zhuhai S.E.Z. Haitong Shipping Co., Ltd.*), a non wholly-owned subsidiary of the Company incorporated as a domestic enterprise under the PRC law
“Independent Third Party(ies)”	third party(ies) who and whose ultimate beneficial owners are third parties independent of the Company and connected persons of the Company
“Lamdeal Development”	Lamdeal Consolidated Development Limited (南迪綜合發展有限公司), a wholly-owned subsidiary of the Company incorporated under the laws of Hong Kong
“Lamdeal Golf”	Lamdeal Golf & Country Club Limited (南迪高爾夫俱樂部有限公司), a wholly-owned subsidiary of the Company incorporated under the laws of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Waiver Agreements”	the four several Loan Waiver Agreements all dated 27 November 2013 and entered into between Lamdeal Golf and Zhuhai Golf, pursuant to which Lamdeal Golf agreed to waive all the indebtedness owed by Zhuhai Golf in the total sum of about US\$1.2 million and all rights to claim in respect thereof
“Long Yi”	珠海經濟特區隆益實業有限公司 (Zhuhai Special Economic Zone Long Yi Enterprise Company Limited*), a wholly-owned subsidiary of ZJ Holdings incorporated as a domestic enterprise under the PRC law
“PRC”	People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Project Land”	the parcel of land with an area of approximately 788,400 square metres situated in Xiashanduan East, Jinfeng East Road, Xiashan District of the Zhuhai Prefecture of Guangdong Province of the PRC (中國廣東省珠海市下柵分區金鳳東路下柵段東) and adjoining to the Golf Land
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wanshan Port Company”	珠海市萬山區港務有限公司 (Zhuhai Wanshan Port Co., Ltd.*), a 50%-owned company of ZJ Holdings incorporated as a domestic enterprise under the PRC law
“Zhuhai Development”	珠海國際賽車場綜合發展有限公司 (Zhuhai International Circuit Consolidated Development Limited*), a 60%-owned subsidiary of the Company incorporated as a sino-foreign co-operative joint venture company established under the PRC law and its remaining 40% equity interest is owned by Long Yi
“Zhuhai Golf”	珠海國際賽車場高爾夫俱樂部有限公司 (Zhuhai International Circuit Golf and Country Club Limited*), a 60%-owned subsidiary of the Company incorporated as a sino-foreign co-operative joint venture company under the PRC law and its remaining 40% equity interest is owned by Long Yi
“Zhuhai Lakewood Golf Club”	the golf club in Zhuhai operated by Zhuhai Golf
“ZJ Holdings”	Zhuhai Jiuzhou Holdings Group Co., Ltd.* (formerly known as Zhuhai Jiuzhou Tourism Group Co., Ltd.*), a State-owned enterprise established in the PRC and a substantial shareholder of the Company
“%”	per cent

By order of the Board of
Zhuhai Holdings Investment Group Limited
Huang Xin
Chairman

Hong Kong, 20 March 2015

As at the date of this announcement, the Board comprises Mr. Huang Xin, Mr. Jin Tao, Mr. Ye Yuhong and Mr. Li Wenjun as executive Directors; Datuk Wira Lim Hock Guan and Mr. Wang Zhe as non-executive Directors; and Mr. Hui Chiu Chung, Mr. Chu Yu Lin, David and Mr. Albert Ho as independent non-executive Directors.

* *The English transliteration of the Chinese names in this announcement, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.*

In this announcement, the translations between US dollars and Hong Kong dollars are made at the rate of US\$1.00 to HK\$7.7546 for reference only.