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## **CHINA DEVELOPMENT BANK INTERNATIONAL INVESTMENT LIMITED**

### **國開國際投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1062)**

## **FACILITY AGREEMENT WITH SPECIFIC PERFORMANCE OBLIGATIONS**

This announcement is made pursuant to Rule 13.09(2) and Rule 13.18 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

On 26 August 2015, the Company entered into an Amendment and Restatement Agreement amending an Original Facility Agreement dated 7 August 2014 among CDBIH as the borrower, Broad Sino as the security provider and Natixis as the lender and calculation agent relating to a U.S.\$100,000,000 facility. Pursuant to the new Facility Agreement as amended by the Amendment and Restatement Agreement, the total facility has been increased to U.S.\$180,000,000 and Natixis, as the Lender has made or will make available: (a) the Facility A which is a term loan facility in U.S.\$100,000,000 to CDBIH as the Facility A Borrower; and (b) the Facility B which is a term loan facility in U.S.\$80,000,000 to the Company and/or CDBIH as the Facility B Borrower(s), for a term commencing from the date of the Amendment and Restatement Agreement ending on 12 September 2017. The amended and restated Facility Agreement imposes a specific performance obligation on the controlling shareholder of the Company.

This announcement is made by China Development Bank International Investment Limited (the “**Company**”) pursuant to Rule 13.09(2) and Rule 13.18 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

### **Facility Agreement**

On 7 August 2014, China Development Bank International Holdings Limited (國開國際控股有限公司) (“**CDBIH**”), as the borrower, Broad Sino Developments Limited (博華發展有限公司) (“**Broad Sino**”), a wholly owned subsidiary of CDBIH, as the security provider and Natixis, as the lender and calculation agent entered into a U.S.\$100,000,000 facility agreement (the “**Original Facility Agreement**”). Parties to the Original Facility Agreement have agreed to enter into an amendment and restatement agreement to amend the terms and provisions of the Original Facility Agreement.

On 26 August 2015, the Company entered into an Amendment and Restatement Agreement (the “**Amendment and Restatement Agreement**”) with CDBIH, Broad Sino and Natixis, amending the Original Facility Agreement. Pursuant to the new facility Agreement (the “**Facility Agreement**”) as amended by the Amendment and Restatement Agreement, the total facility has been increased to U.S.\$180,000,000 (the “**Facility**”) and Natixis (the “**Lender**”) has made or will make available: (a) a term loan facility in U.S.\$100,000,000 (the “**Facility A**”) to CDBIH (the “**Facility A Borrower**”); and (b) a term loan facility in U.S.\$80,000,000 (the “**Facility B**”) to the Company and/or CDBIH (the “**Facility B Borrower(s)**”) and together with the Facility A Borrower being the “**Borrowers**”), for a term commencing from the date of the Amendment and Restatement Agreement ending on 12 September 2017.

Broad Sino as the security provider has provided certain security in respect of the Facility. The Company has not provided any security over its own assets in connection with the Facility.

The proceeds of the Facility may be used for working capital and other general corporate purposes of the Borrowers.

### **SPECIFIC PERFORMANCE OBLIGATIONS**

Pursuant to the terms of the Facility Agreement, a “change of control” occurs if (A) the Facility A Borrower ceases to directly or indirectly hold, legally and beneficially: (1) more than 50 per cent. of the issued share capital of the Company; (2) issued share capital having the right to cast more than 50 per cent. of the votes capable of being cast in general meetings of the Company; or (3) the right to determine the composition of the majority of the board of directors or equivalent body of the Company; or (B) the Facility A Borrower ceases to have power to manage or direct the Company through ownership of share capital, by contract or otherwise (a “**Change of Control**”). As at the date of this announcement, the Facility A Borrower owns approximately 66.16 per cent. of the issued share capital of the Company and is a controlling shareholder (as defined in the Listing Rules) of the Company.

If a Change of Control occurs, the Facility A Borrower shall promptly notify the Lender and the Lender may, by not less than three business days’ notice to the Borrowers, cancel the entire Facility and declare all outstanding loans of the Facility, together with accrued interest, and all other amounts accrued under the Finance Documents (as defined in the Facility Agreement) immediately due and payable.

The Company will continue to make relevant disclosure under its subsequent interim and annual reports pursuant to Rule 13.21 of the Listing Rules as long as circumstances giving rise to the obligations under Rule 13.18 of the Listing Rules continue to exist.

By order of the Board  
**China Development Bank International Investment Limited**  
**BAI Zhe**  
*Chairman*

Hong Kong, 26 August 2015

*As at the date of this announcement, the Board is comprised of Mr BAI Zhe, Mr LIU Xiao Guang, Mr YUAN Chun and Mr ZHANG Jielong as Executive Directors; and Mr WANG Xiangfei, Mr SIN Yui Man and Mr FAN Ren Da, Anthony as Independent Non-executive Directors.*