Shenzhen Investment Holdings Bay Area
Development Company Limited
深圳投控灣區發展有限公司
(incorporated in the Cayman Islands with limited liability)
Stock Codes: 737 (HKD counter) and 80737 (RMB counter)

MAJOR AND CONNECTED TRANSACTIONS

AGREEMENTS RELATING TO
DEVELOPMENT OF THE PROJECT LAND
AND EXPANSION ON XINTANG INTERCHANGE
MAIN ALIGNMENT

BACKGROUND

References are made to (i) the announcement of the Company dated 29 November 2019 in relation to the formation of a joint venture among Shenwan Infrastructure (an indirect subsidiary of the Company) and certain subsidiaries within GPCG, to participate in the bidding for the land use rights of the Project Land, which constituted a discloseable and connected transaction of the Company under Chapters 14 and 14A of the Listing Rules; and (ii) the announcement of the Company dated 27 December 2019 in relation to the successful bid for the land use rights of the Project Land by the Project Company respectively.

As disclosed in the announcement of the Company dated 29 November 2019, the development of the Project Land by the Project Company will involve the construction of the Ancillary Works as required by the local government. On 30 March 2020, the Project Company entered into the Ancillary Works Construction and Management Agreement to engage Guangdong Highway Construction to provide construction and management services in relation to the Ancillary Works in accordance with the requirements of the grant contract for the state-owned construction land use rights in respect of the Project Land at a fixed contract sum of RMB2,491,000,000. In connection with the construction of the Ancillary Works which will be carried out in the Xintang area, the Project Company has also agreed to indemnify GS Superhighway JV (being the owner and operator of the GS Superhighway) for any operational loss sustained by it due to the construction of the Ancillary Works (including but not limited to any loss of toll fees, costs for demolition of fixtures and structures, costs for additional manpower, facilities, equipment and coordination required to maintain normal operation of the GS Superhighway, etc.) and the amount of the Indemnity will be paid by the Project Company to GS Superhighway JV out of the contract sum of RMB2,491,000,000 as mentioned above. The Project Company is owned as to 62.5% (in aggregate) by GPCG (being a connected person of the Company at the subsidiary level) and 37.5% by the Group. Given that the provision of the Indemnity by the Project Company (being an associate of a connected person of the Company at the subsidiary level) to GS Superhighway JV (being a deemed subsidiary of the Company) is conducted on normal commercial terms or better and
is not secured by any assets of the Group, the Ancillary Works Construction and Management Agreement (containing the Indemnity) is therefore a fully exempt connected transaction of the Company pursuant to rule 14A.90 of the Listing Rules.

THE TRANSACTION DOCUMENTS

On 30 March 2020, the following agreements were entered into between the Group and Guangdong Highway Construction which constituted connected transactions of the Company at the subsidiary level under Chapter 14A of the Listing Rules and major transactions of the Company under Chapter 14 of the Listing Rules (when aggregated with the maximum contribution of RMB2,550,000,000 by the Group to the Project Company as disclosed in the announcement of the Company dated 29 November 2019):

(1) Ancillary Works Construction and Management Costs Sharing Agreement

On 30 March 2020, the Group (through its subsidiary, Hopewell China Development) entered into an agreement with Guangdong Highway Construction whereby Hopewell China Development and Guangdong Highway Construction agreed to the sharing of the costs overrun and savings between themselves with respect to the Actual Costs incurred in relation to the Ancillary Works.

(2) Xintang Interchange Main Alignment Expansion Project Management Agreement

On 30 March 2020, GS Superhighway JV entered into an agreement with Guangdong Highway Construction whereby GS Superhighway JV agreed to engage Guangdong Highway Construction to provide management services in relation to the Xintang Interchange Main Alignment Expansion Project at a management fee of not exceeding RMB150,000,000.

LISTING RULES IMPLICATIONS OF THE TRANSACTION DOCUMENTS

GS Superhighway JV is a deemed subsidiary of the Company. Guangdong Highway Construction, being a substantial shareholder of GS Superhighway JV, is a connected person of the Company at the subsidiary level. Accordingly, the entering into of (i) the Ancillary Works Construction and Management Costs Sharing Agreement between Hopewell China Development (a subsidiary of the Company) and Guangdong Highway Construction and (ii) the Xintang Interchange Main Alignment Expansion Project Management Agreement between GS Superhighway JV and Guangdong Highway Construction, constitute connected transactions of the Company at the subsidiary level under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) have approved the transactions contemplated under the Transaction Documents and have confirmed that the terms of the Transaction Documents are fair and reasonable, the transactions contemplated thereunder are on normal commercial terms and in the ordinary and usual course of the Group’s business, and are in the interests of the Company and the Shareholders as a whole. Accordingly, under Chapter 14A of the Listing Rules, the Transaction Documents are only subject to the reporting and announcement requirements, but exempt from the circular, independent financial advice and shareholders’ approval requirements pursuant to rule 14A.101 of the Listing Rules.
Nonetheless, as one of the applicable percentage ratios in relation to the Transaction Documents (when aggregated with the maximum contribution of RMB2,550,000,000 by the Group to the Project Company as disclosed in the announcement of the Company dated 29 November 2019) exceeds 25% but all of them are less than 100%, the Transaction Documents constitute major transactions of the Company and are subject to the reporting, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors’ knowledge, information and belief, after having made all reasonable enquiries, no Shareholder or any of their respective associates has any material interest in the transactions contemplated under the Transaction Documents and thus none of the Shareholders is required to abstain from voting if the Company were to convene a general meeting for the approval of the transactions contemplated under the Transaction Documents.

As at the date of this announcement, SIICHIC holds 2,213,449,666 Shares, representing approximately 71.83% of the issued share capital of the Company. The Company intends to seek written shareholders’ approval from SIICHIC for the transactions contemplated under the Transaction Documents in lieu of holding a general meeting pursuant to rule 14.44 of the Listing Rules. If the Company obtains the written shareholders’ approval from SIICHIC, no extraordinary general meeting of the Company will be convened for the purpose of approving the transactions contemplated under the Transaction Documents. The Company will update the Shareholders by way of announcement as and when appropriate.

As none of the Directors has any material interest in the Transaction Documents and the transactions contemplated thereunder, none of the Directors is required to abstain from voting on the board resolutions approving the Transaction Documents and the transactions contemplated thereunder.

A circular containing, among other things, further details of the Transaction Documents and such other information as required under the Listing Rules is expected to be despatched to the Shareholders on or before 22 April 2020.

**BACKGROUND**

References are made to (i) the announcement of the Company dated 29 November 2019 in relation to the formation of a joint venture among Shenwan Infrastructure (an indirect subsidiary of the Company) and certain subsidiaries within GPCG, to participate in the bidding for the land use rights of the Project Land, which constituted a discloseable and connected transaction of the Company under Chapters 14 and 14A of the Listing Rules; and (ii) the announcement of the Company dated 27 December 2019 in relation to the successful bid for the land use rights of the Project Land by the Project Company respectively.
As disclosed in the announcement of the Company dated 29 November 2019, the development of the Project Land by the Project Company will involve the construction of the Ancillary Works as required by the local government. On 30 March 2020, the Project Company entered into the Ancillary Works Construction and Management Agreement to engage Guangdong Highway Construction to provide construction and management services in relation to the Ancillary Works in accordance with the requirements of the grant contract for the state-owned construction land use rights in respect of the Project Land at a fixed contract sum of RMB2,491,000,000. In connection with the construction of the Ancillary Works which will be carried out in the Xintang area, the Project Company has also agreed to indemnify GS Superhighway JV (being the owner and operator of the GS Superhighway) for any operational loss sustained by it due to the construction of the Ancillary Works (including but not limited to any loss of toll fees, costs for demolition of fixtures and structures, costs for additional manpower, facilities, equipment and coordination required to maintain normal operation of the GS Superhighway, etc.) and the amount of the Indemnity will be paid by the Project Company to GS Superhighway JV out of the contract sum of RMB2,491,000,000 as mentioned above. The Project Company is owned as to 62.5% (in aggregate) by GPCG (being a connected person of the Company at the subsidiary level) and 37.5% by the Group. Given that the provision of the Indemnity by the Project Company (being an associate of a connected person of the Company at the subsidiary level) to GS Superhighway JV (being a deemed subsidiary of the Company) is conducted on normal commercial terms or better and is not secured by any assets of the Group, the Ancillary Works Construction and Management Agreement (containing the Indemnity) is therefore a fully exempt connected transaction of the Company pursuant to rule 14A.90 of the Listing Rules.

THE TRANSACTION DOCUMENTS

On the same day of the Ancillary Works Construction and Management Agreement, the following agreements were entered into between the Group and Guangdong Highway Construction which constituted connected transactions of the Company at the subsidiary level under Chapter 14A of the Listing Rules and major transactions under Chapter 14 of the Listing Rules (when aggregated with the maximum contribution of RMB2,550,000,000 by the Group to the Project Company as disclosed in the announcement of the Company dated 29 November 2019), the details of which are set out below.

(1) ANCILLARY WORKS CONSTRUCTION AND MANAGEMENT COSTS SHARING AGREEMENT

Date

30 March 2020

Parties

(1) Hopewell China Development (a non-wholly owned subsidiary of the Company)

(2) Guangdong Highway Construction (a non-wholly owned subsidiary of GPCG and a connected person of the Company at the subsidiary level)
Subject matter

Hopewell China Development and Guangdong Highway Construction have agreed to the sharing of the costs overrun and savings between themselves with respect to the Actual Costs in the following manner:

(i) in the event where the Actual Costs exceed the Contract Sum, the Actual Costs in excess of 0% to 5% of the Contract Sum shall be borne by Hopewell China Development and Guangdong Highway Construction in the proportion of 37.5% and 62.5% respectively, whereas Guangdong Highway Construction shall bear the Actual Costs which exceed beyond 5% of the Contract Sum solely; and

(ii) in the event where the Contract Sum exceeds the Actual Costs, the surplus amount of the Contract Sum will be apportioned between Hopewell China Development and Guangdong Highway Construction as to 37.5% and 62.5% respectively. Guangdong Highway Construction shall pay Hopewell China Development its entitled portion of the surplus amount of the Contract Sum (after deducting the relevant tax expenses) within 30 calendar days upon receipt of the Contract Sum from the Project Company.

The manner of sharing the costs overrun and savings as mentioned above was negotiated between the parties on an arm’s length basis and the sharing proportion of 37.5% and 62.5% was determined based on the respective proportion of equity interest of the Group and GPCG in the Project Company.

(2) XINTANG INTERCHANGE MAIN ALIGNMENT EXPANSION PROJECT MANAGEMENT AGREEMENT

Date

30 March 2020

Parties

(1) GS Superhighway JV (a deemed subsidiary of the Company)

(2) Guangdong Highway Construction (a connected person of the Company at the subsidiary level)

Subject matter

GS Superhighway JV has agreed to engage Guangdong Highway Construction to provide management services for the Xintang Interchange Main Alignment Expansion Project.
Management services

Guangdong Highway Construction shall select, by way of tender or other means, suitable independent third party contractors in respect of surveying and design, construction, supervision and supply of construction materials for the Xintang Interchange Main Alignment Expansion Project so that GS Superhighway JV may enter into the relevant contracts with the independent contractors directly.

Guangdong Highway Construction shall provide project management services (including preparation of the tender documents and drafting of contracts, handling the tender process, attending negotiations and review and approval procedures, costs calculation, overall progress management and control, overseeing the implementation of the Xintang Interchange Main Alignment Expansion Project, costs settlement and data processing, etc.) to GS Superhighway JV from the initial stage of preparation and throughout the stages of design, construction, completion, settlement and defect liability period of the Xintang Interchange Main Alignment Expansion Project and shall be responsible for managing the quality, safety, construction period and defects rectification of the Xintang Interchange Main Alignment Expansion Project.

Management fee

The management fee payable by GS Superhighway JV to Guangdong Highway Construction comprises two parts: (i) the actual management expenses incurred (including but not limited to the wages of manpower involved for providing the management services) and (ii) a service fee calculated based on 16.67% of the amount of the Indemnity received by GS Superhighway JV from the Project Company, provided that such management fee shall not exceed RMB150,000,000 in aggregate, which was negotiated between the parties on an arm’s length basis with reference to the estimated amount of management expenses of Guangdong Highway Construction, the estimated amount of the Indemnity which may be received by GS Superhighway JV from the Project Company and the proportionate equity interest of GPCG in each of GS Superhighway JV and the Project Company.

Payment terms

GS Superhighway JV shall pay Guangdong Highway Construction regularly the actual management expenses incurred by it or transfer the necessary amount to a designated bank account of GS Superhighway JV opened for the sole purpose of the Xintang Interchange Main Alignment Expansion Project for use as settlement of the actual management expenses by Guangdong Highway Construction on behalf of GS Superhighway JV. The service fee shall be payable by GS Superhighway JV to Guangdong Highway Construction within 30 calendar days after each time GS Superhighway JV has received any payment of the Indemnity from the Project Company.

Expected date of completion

The construction of the Xintang Interchange Main Alignment Expansion Project is expected to be completed on or before 31 December 2022.
INFORMATION ON THE PARTIES

The Company was incorporated in the Cayman Islands with limited liability, the shares of which have been listed on the Main Board of the Stock Exchange since 6 August 2003. The Group is principally engaged in expressway business and adopts development strategies focusing on the infrastructure and correlated business as well as land development and utilisation along the GS Superhighway within the Guangdong-Hong Kong-Macao Greater Bay Area. The Group currently operates two expressways namely, the GS Superhighway and the Guangzhou-Zhuhai West Superhighway and engages in the development of residential project on the Project Land which is located at the core area of the Greater Bay Area.

The Project Company is principally engaged in the property development business, which is a joint venture established by Shenwan Infrastructure, Guangdong Highway Construction, Lealu Investment and Leaxin Investment.

GS Superhighway JV is principally engaged in the operation and management of the GS Superhighway, which is a joint venture established by Hopewell China Development and Guangdong Highway Construction.

Hopewell China Development is principally engaged in investment of expressway project, which is the Hong Kong joint venture partner of GS Superhighway JV.

GPCG is principally engaged in construction and operation of expressways and related financing operation, transportation and logistics, ancillary resources comprehensive operations and related services, operations of expressways facilities, research and development, design and supervisory and management services.

Guangdong Highway Construction is principally engaged in development, investment and operation of expressways in Pearl River Delta, which is the PRC joint venture partner of GS Superhighway JV.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TRANSACTION DOCUMENTS

Ancillary Works Construction and Management Costs Sharing Agreement

The Company believes that the entering into of the Ancillary Works Construction and Management Costs Sharing Agreement demonstrates the mutual commitment of both the Group and GPCG in supporting the implementation of the Ancillary Works (being part of the development of the Project Land by the Project Company), which is in line with the Group’s investment in the Project Company with a view to realising the land value and maximising Shareholders’ value.
Xintang Interchange Main Alignment Expansion Project Management Agreement

The Company believes that it is in the interest of the Group to leverage on Guangdong Highway Construction’s expertise and experience in managing the construction works relating to expressways by engaging it to provide management services for the Xintang Interchange Main Alignment Expansion Project which is expected to be implemented at the same time of the aforementioned Ancillary Works. The appointment of the same service provider as that appointed by the Project Company for carrying out the Ancillary Works will also enhance the coordination, efficiency and effectiveness of work progress control between the two construction works which is beneficial to the Group.

LISTING RULES IMPLICATIONS

GS Superhighway JV is a deemed subsidiary of the Company. Guangdong Highway Construction, being a substantial shareholder of GS Superhighway JV, is a connected person of the Company at the subsidiary level. Accordingly, the entering into of (i) the Ancillary Works Construction and Management Costs Sharing Agreement between Hopewell China Development (a subsidiary of the Company) and Guangdong Highway Construction; and (ii) the Xintang Interchange Main Alignment Expansion Project Management Agreement between GS Superhighway JV and Guangdong Highway Construction, constitute connected transactions of the Company at the subsidiary level under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) have approved the transactions contemplated under the Transaction Documents and have confirmed that the terms of the Transaction Documents are fair and reasonable, the transactions contemplated thereunder are on normal commercial terms and in the ordinary and usual course of the Group’s business, and are in the interests of the Company and the Shareholders as a whole. Accordingly, under Chapter 14A of the Listing Rules, the Transaction Documents are only subject to the reporting and announcement requirements, but exempt from the circular, independent financial advice and shareholders’ approval requirements pursuant to rule 14A.101 of the Listing Rules.

Nonetheless, as one of the applicable percentage ratios in relation to the Transaction Documents (when aggregated with the maximum contribution of RMB2,550,000,000 by the Group to the Project Company as disclosed in the announcement of the Company dated 29 November 2019) exceeds 25% but all of them are less than 100%, the Transaction Documents constitute major transactions of the Company and are subject to the reporting, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors’ knowledge, information and belief, after having made all reasonable enquiries, no Shareholder or any of their respective associates has any material interest in the transactions contemplated under the Transaction Documents and thus none of the Shareholders is required to abstain from voting if the Company were to convene a general meeting for the approval of the transactions contemplated under the Transaction Documents.
As at the date of this announcement, SIICHIC holds 2,213,449,666 Shares, representing approximately 71.83% of the issued share capital of the Company. The Company intends to seek written shareholders’ approval from SIICHIC for the transactions contemplated under the Transaction Documents in lieu of holding a general meeting pursuant to rule 14.44 of the Listing Rules. If the Company obtains the written shareholders’ approval from SIICHIC, no extraordinary general meeting of the Company will be convened for the purpose of approving the transactions contemplated under the Transaction Documents. The Company will update the Shareholders by way of announcement as and when appropriate.

As none of the Directors has any material interest in the Transaction Documents and the transactions contemplated thereunder, none of the Directors is required to abstain from voting on the board resolutions approving the Transaction Documents and the transactions contemplated thereunder.

A circular containing, among other things, further details of the Transaction Documents and such other information as required under the Listing Rules is expected to be despatched to the Shareholders on or before 22 April 2020.

DEFINITIONS

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

“Actual Costs”

the costs actually incurred for the construction and management of the Ancillary Works and the payment of the Indemnity

“Ancillary Works”

certain ancillary works required by the local government in connection with the development of the Project Land, including the transformation of the Xintang interchange, construction of a sky park above the Xintang interchange, transformation and construction of roads connecting the sky park and the residential project and construction of greenway, etc.

“Ancillary Works Construction and Management Agreement”

an agreement dated 30 March 2020 entered into among the Project Company, Guangdong Highway Construction and GS Superhighway JV in relation to the construction and management of the Ancillary Works and the Indemnity

“Ancillary Works Construction and Management Costs Sharing Agreement”

an agreement dated 30 March 2020 entered into between Hopewell China Development and Guangdong Highway Construction in relation to the sharing of the costs overrun and savings in relation to the construction and management of the Ancillary Works
“associate” shall have the meaning ascribed to it under the Listing Rules

“Board” the board of Directors

“Company” Shenzhen Investment Holdings Bay Area Development Company Limited (深圳投控灣區發展有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock Codes: 737 (HKD Counter) and 80737 (RMB Counter))

“connected person” shall have the meaning ascribed to it under the Listing Rules

“Contract Sum” the fixed contract sum of RMB2,491,000,000 payable by the Project Company for the construction and management of the Ancillary Works (including the payment of the Indemnity) pursuant to the Ancillary Works Construction and Management Agreement

“Director(s)” director(s) of the Company

“GPCG” Guangdong Provincial Communication Group Company Limited* (廣東省交通集團有限公司) and its subsidiaries collectively (including Guangdong Highway Construction, Lealu Investment and Leaxin Investment)

“Group” the Company and its subsidiaries (including GS Superhighway JV)

“GS Superhighway” Guangzhou-Shenzhen Superhighway

“GS Superhighway JV” Guangzhou-Shenzhen-Zhuhai Superhighway Company Limited (廣深珠高速公路有限公司), a joint venture established by the Group in partnership with Guangdong Highway Construction for the operation and management of the GS Superhighway
“Guangdong Highway Construction” Guangdong Provincial Highway Construction Company Limited* (廣東省公路建設有限公司), a company established in the PRC with limited liability which is the PRC joint venture partner of GS Superhighway JV and a non wholly-owned subsidiary of Guangdong Provincial Communication Group Company Limited* (廣東省交通集團有限公司), being a state-owned enterprise established in the PRC

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

“Hopewell China Development” Hopewell China Development (Superhighway) Limited* (合和中國發展(高速公路)有限公司), a company established in Hong Kong with limited liability and a subsidiary of the Company

“Indemnity” the indemnity given by the Project Company to GS Superhighway JV under the Ancillary Works Construction and Management Agreement for indemnifying any operational loss sustained by GS Superhighway JV due to the construction of the Ancillary Works (including but not limited to any loss of toll fees, costs for demolition of fixtures and structures, costs for additional manpower, facilities, equipment and coordination required to maintain normal operation of the GS Superhighway, etc.)

“Lealu Investment” Guangzhou Lealu Investment Company Limited* (廣州利路實業投資有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of Guangdong Highway Construction

“Leatop Real Estate” Guangdong Leatop Real Estate Investment Co., Ltd.* (廣東利通置業投資有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of Guangdong Provincial Communication Group Company Limited* (廣東省交通集團有限公司), being a state-owned enterprise established in the PRC
“Leaxin Investment” Guangzhou Leaxin Investment Company Limited* (廣州利新實業投資有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of Leatop Real Estate

“Listing Rules” the Rules Governing the Listing of Securities on the Stock Exchange

“PRC” the People’s Republic of China which, shall exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan

“Project Company” the project company established in the PRC to engage in the development of the Project Land, which is held as to 37.5% by the Group (through its subsidiary, Shenwan Infrastructure) and 62.5% by GPCG (through its subsidiaries, Guangdong Highway Construction, Lealu Investment and Leaxin Investment)

“Project Land” the land (plot number: 83101203A19206) located at the Xintang interchange on both sides of the GS Superhighway, the details of which were disclosed in the announcement of the Company dated 29 November 2019

“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 Share(s)

“SIICHIC” Shenzhen Investment International Capital Holdings Infrastructure Co., Ltd (深圳投控國際資本控股基建有限公司), incorporated in the British Virgin Islands with limited liability

“Shenwan Infrastructure” Shenwan Bay Area Infrastructure (Shenzhen) Company Limited* (深灣基建（深圳）有限公司), a company established in the PRC with limited liability established by the Company for the purpose of investing into the Project Company

“Stock Exchange” The Stock Exchange of Hong Kong Limited
“Transaction Documents” — the Ancillary Works Construction and Management Costs Sharing Agreement and the Xintang Interchange Main Alignment Expansion Project Management Agreement

“Xintang Interchange Main Alignment Expansion Project” — the construction works for the expansion of the Xintang interchange main alignment of the GS Superhighway from a 6-lane to a 12-lane two-way superhighway

“%” — per cent

By Order of the Board

Shenzhen Investment Holdings Bay Area Development Company Limited
Ji LIU*
Executive Director and Deputy General Manager

Hong Kong, 30 March 2020

As at the date of this announcement, the Board comprises three Executive Directors namely, Mr. Tianliang ZHANG* (General Manager), Mr. Cheng WU* (Deputy General Manager) and Mr. Ji LIU* (Deputy General Manager and secretary to the Board); three Non-executive Directors namely, Mr. Zhengyu LIU* (Chairman), and Mr. Junye CAI* and Mr. Jiyang TANG*; and three Independent Non-executive Directors namely, Mr. Brian David Man Bun LI, Mr. Yu Lung CHING and Mr. Tony Chung Nin KAN.

* For identification purpose only