

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **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)**

### **CONNECTED TRANSACTION DREDGING SERVICES AGREEMENT**

#### **DREDGING SERVICES AGREEMENT**

On 17 November 2020, ZJ Navi and Jiuzhou Passenger Development Company entered into the Dredging Services Agreement with Jiuzhou Port Company, Ferry Company and Marine Sightseeing, pursuant to which (i) ZJ Navi agreed to conduct dredging maintenance works on the Jiuzhou Fairway; and (ii) Jiuzhou Passenger Development Company agreed to instruct third parties to conduct hydrographic survey before and after the dredging maintenance works for a tentative total consideration of RMB9,500,000.

#### **LISTING RULES IMPLICATIONS**

Both ZJ Navi and Jiuzhou Passenger Development Company are connected persons of the Company under Chapter 14A of the Listing Rules. Jiuzhou Port Company, Ferry Company and Marine Sightseeing are connected subsidiaries of the Company under Rule 14A.16 of the Listing Rules. The transactions as contemplated under the Dredging Services Agreement thus constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the consideration payable under the Dredging Services Agreement is greater than 0.1% but less than 5%, the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements but exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## INTRODUCTION

On 17 November 2020, ZJ Navi and Jiuzhou Passenger Development Company entered into the Dredging Services Agreement with Jiuzhou Port Company, Ferry Company and Marine Sightseeing, pursuant to which (i) ZJ Navi agreed to conduct dredging maintenance works on the Jiuzhou Fairway; and (ii) Jiuzhou Passenger Development Company agreed to instruct third parties to conduct hydrographic survey before and after the dredging maintenance works for a tentative total consideration of RMB9,500,000.

## THE DREDGING SERVICES AGREEMENT

Principal terms of the Dredging Services Agreement are summarized as follows:

Date: 17 November 2020

Parties:

1. ZJ Navi
2. Jiuzhou Passenger Development Company
3. Jiuzhou Port Company
4. Ferry Company
5. Marine Sightseeing

ZJ Navi is a company established in the PRC with limited liability and a wholly-owned subsidiary of ZJ Holdings. It is principally engaged in the organization of group watersports events and exhibitions, provision of advertising and marketing services.

Jiuzhou Passenger Development Company is a company established in the PRC with limited liability and a wholly-owned subsidiary of ZJ Holdings. It is principally engaged in the operation of passenger-transport station and provision of transportation agency services for ferry lines.

ZJ Holdings is a state-owned enterprise established in the PRC and is the controlling Shareholder of the Company. As at the date of this announcement, it is interested in 878,155,109 Shares, representing about 61.5% of the total number of Shares in issue. The principal activities of ZJ Holdings include investment in tourism and transportation businesses and properties letting.

As ZJ Holdings (the controlling Shareholder of the Company) is interested in more than 30% of the equity interest in each of ZJ Navi and Jiuzhou Passenger Development Company, each of ZJ Navi and Jiuzhou Passenger Development Company is an associate of ZJ Holdings, and hence a connected person of the Company under Chapter 14A of the Listing Rules.

Each of Jiuzhou Port Company, Ferry Company and Marine Sightseeing is a member of the Group.

Jiuzhou Port Company is a company established as a domestic enterprise under the PRC law. It is principally engaged in provision of port facilities. Jiuzhou Port Company is a non wholly-owned subsidiary of the Company, and is owned as to 90% by the Group, and 10% by ZJ Holdings respectively.

Ferry Company is a company established as a domestic enterprise under the PRC law. It is principally engaged in the provision of ferry services and investment holding in the PRC. Ferry Company is a non wholly-owned subsidiary of the Company, and is owned as to 49% by the Group, 43% by ZJ Holdings and 8% by an Independent Third Party.

Marine Sightseeing is a company established as a domestic enterprise under the PRC law. It is principally engaged in the provision of sightseeing ferry services in the PRC. Marine Sightseeing is a wholly-owned subsidiary of Ferry Company, and therefore a non wholly-owned subsidiary of the Company.

As ZJ Holdings (the controlling Shareholder of the Company) has 10% or more of equity interest in Jiuzhou Port Company and Ferry Company, Jiuzhou Port Company and Ferry Company are connected subsidiaries of the Company under Rule 14A.16 of the Listing Rules. As Marine Sightseeing is a subsidiary of Ferry Company, which itself is a connected subsidiary of the Company, it is also a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules.

Subject Matter:

- (a) ZJ Navi is to conduct dredging maintenance works on the Jiuzhou Fairway, the expenses of which (the “**Dredging Expenses**”) are to be borne by Jiuzhou Passenger Development Company, Jiuzhou Port Company, Ferry Company and Marine Sightseeing according to the sharing ratio of their ticket proceeds from January 2019 to December 2019. The sharing ratio between Jiuzhou Passenger Development Company, Jiuzhou Port Company, Ferry Company and Marine Sightseeing shall be 4.99%:18.93%:74.69%:1.39%; and
- (b) Jiuzhou Passenger Development Company is to instruct third parties to conduct hydrographic survey before and after the dredging maintenance works. Jiuzhou Passenger Development Company is to initially bear the expenses thereof (the “**Survey Expenses**”), with the Survey Expenses to be borne by Jiuzhou Passenger Development Company, Jiuzhou Port Company, Ferry Company and Marine Sightseeing according to the sharing ratio of their ticket proceeds from January 2019 to December 2019. The sharing ratio between Jiuzhou Passenger Development Company, Jiuzhou Port Company, Ferry Company and Marine Sightseeing shall be 4.99%:18.93%:74.69%:1.39%.

The consideration:           The tentative total consideration is RMB9,500,000.

Payment Term:           (a)   Upon submission of invoice by ZJ Navi, the Dredging Expenses shall be payable by Jiuzhou Passenger Development Company, Jiuzhou Port Company, Ferry Company and Marine Sightseeing to ZJ Navi within 10 Business Days; and

                                  (b)   Upon submission of invoice by Jiuzhou Passenger Development Company, the Survey Expenses shall be payable by Jiuzhou Port Company, Ferry Company and Marine Sightseeing to Jiuzhou Passenger Development Company within 10 Business Days.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE DREDGING SERVICES AGREEMENT**

Dredging services are required in order to facilitate smoother operations of ferry and cruise lines along the Jiuzhou Fairway and reduce the chances of hidden safety dangers. Through the collaborative arrangement with ZJ Navi and Jiuzhou Passenger Development Company under the Dredging Services Agreement, the Company believes that the Group (via its subsidiaries Jiuzhou Port Company, Ferry Company and Marine Sightseeing) would benefit from the cost effectiveness as compared to cases where the Group were to engage Independent Third Parties for the same kind of transactions.

Having reviewed the terms of the Dredging Services Agreement, the Directors (including the independent non-executive Directors) are of the view that the terms of the Dredging Services Agreement are fair and reasonable, that the Dredging Services Agreement is on normal commercial terms or better to the Company and in the ordinary and usual course of business of the Group and in the interest of the Company and the Shareholders as a whole.

Since Mr. Zeng Jianping, Mr. Jin Tao, Mr. Ye Yuhong (all being executive Directors) and Mr. Zou Chaoyong (being a non-executive Director) are also directors of ZJ Holdings, they abstained from voting on the relevant board resolutions approving the Dredging Services Agreement. Mr. Li Wenjun (being an executive Director) is also a deputy general manager of ZJ Holdings and also abstained from voting on the aforesaid board resolutions. Save as disclosed above, none of the Directors has a material interest in the Dredging Services Agreement or should abstain from voting in respect of the relevant board resolutions.

## **INFORMATION OF THE GROUP**

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, the provision of factoring services, the construction of river-regulating facilities and provision of river maintenance services and the trading and distribution of fuel oil, to form three major business segments, namely (1) 九洲藍色幹線 (Jiuzhou Blue Sea Jet\*, maritime transportation) and 藍色海洋旅遊 (Blue Marine Tourism\*); (2) green leisure tourism and composite real estate; and (3) public utilities and financial investments.

## **LISTING RULES IMPLICATIONS**

As explained under the subsection headed “Dredging Services Agreement – Parties” above, both ZJ Navi and Jiuzhou Passenger Development Company are connected persons of the Company under Chapter 14A of the Listing Rules. Jiuzhou Port Company, Ferry Company and Marine Sightseeing are connected subsidiaries of the Company under Rule 14A.16 of the Listing Rules. The transactions as contemplated under the Dredging Services Agreement thus constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the consideration payable under the Dredging Services Agreement is greater than 0.1% but less than 5%, the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements but exempt from the circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

## **DEFINITIONS**

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

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which banks are generally open in Hong Kong and the PRC for normal business
“Company”	Zhuhai Holdings Investment Group Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company

“Dredging Services Agreement”	the dredging services agreement dated 17 November 2020 entered into among ZJ Navi, Jiuzhou Passenger Development Company, Jiuzhou Port Company, Ferry Company and Marine Sightseeing
“Ferry Company”	珠海高速客輪有限公司 (Zhuhai High-speed Passenger Ferry Co., Ltd.*), established as a domestic enterprise under the PRC law and a connected subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“Jiuzhou Passenger Development Company”	珠海九洲港客運發展有限公司 (Zhuhai Jiuzhou Passenger Port and Development Co., Ltd.*), established as a domestic enterprise under the PRC law and a wholly-owned subsidiary of ZJ Holdings
“Jiuzhou Port Company”	珠海九洲港客運服務有限公司 (Zhuhai Jiuzhou Port Passenger Traffic Services Co., Ltd.*), established as a domestic enterprise under the PRC law and a connected subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Marine Sightseeing”	珠海市環珠澳海上觀光有限公司 (Zhuhai City Zhuhai-Macau Marine Sightseeing Co., Ltd.*), established as a domestic enterprise under the PRC law and a connected subsidiary of the Company
“PRC”	for the purpose of this announcement, the People’s Republic of China (other than the regions of Hong Kong, Macau and Taiwan)
“RMB”	Renminbi, the lawful currency in 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
“ZJ Holdings”	珠海九洲控股集團有限公司 (Zhuhai Jiuzhou Holdings Group Co., Ltd.*), a state-owned enterprise established in the PRC and the controlling Shareholder
“ZJ Navi”	珠海市九洲航海文化有限公司 (Zhuhai Jiuzhou Navigation Culture Co., Ltd.*), established as a domestic enterprise under the PRC law and a wholly-owned subsidiary of ZJ Holdings
“%”	per cent

*In this announcement, the terms “associate”, “connected person”, “connected subsidiary”, “controlling shareholder”, “percentage ratios” and “subsidiary” have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

By Order of the Board  
**Zhuhai Holdings Investment Group Limited**  
**Zeng Jianping**  
*Chairman*

Hong Kong, 17 November 2020

*As at the date of this announcement, the Board comprises Mr. Zeng Jianping, Mr. Jin Tao, Mr. Ye Yuhong and Mr. Li Wenjun as executive Directors; Mr. Zou Chaoyong as non-executive Director; and Mr. Hui Chiu Chung, Mr. Chu Yu Lin, David, Mr. Albert Ho and Mr. Wang Yijiang 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.*