

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)

**CONTINUING CONNECTED TRANSACTIONS:
2021 WANSHAN AM FEE AGREEMENTS**

2021 WANSHAN AM FEE AGREEMENTS

Reference is made to the Company's announcement dated 27 December 2019, in relation to, among other things, the 2020 Wanshan AM Fee Agreements. The 2020 HT-Wanshan AM Fee Agreements were entered into between HT Shipping (an indirect non wholly-owned connected 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 (Hengqin Line), Designated Terminals (Wanshan Line) and Designated Terminals (Shenzhen Shekou Line) for a term of one year from 1 January 2020 to 31 December 2020. The 2020 Marine Tourism-Wanshan AM Fee Agreement was entered into between Marine Tourism Company (an indirect non wholly-owned connected subsidiary of the Company) and Wanshan Port Company (a connected person of the Company) in relation to the Xiangzhou line, for a term of one year from 1 January 2020 to 31 December 2020.

It is expected that the CCTs, i.e. the provision of port and transportation agency services at (1) the Designated Terminals (Hengqin Line), Designated Terminals (Wanshan Line) and Designated Terminals (Shenzhen Shekou Line) under the 2020 HT-Wanshan AM Fee Agreements and (2) the Designated Terminals (Xiangzhou Line) under the 2020 Marine Tourism-Wanshan AM Fee Agreement, will continue beyond their expiry on 31 December 2020. To ensure continual provision of port and transportation agency services by Wanshan Port Company to (a) HT Shipping and (b) Marine Tourism Company, respectively, after the expiry of the 2020 Wanshan AM Fee Agreements, and to continually expand the Group's market presence in the Wanshan region/business operations following the opening of the HZMB, on 23 December 2020: (i) HT Shipping and Wanshan Port Company entered into four agency transportation cum management fee agreements (i.e. the 2021 HT-Wanshan AM Fee Agreements), respectively for the Hengqin, Wanshan, Shenzhen Shekou and Guangzhou Nansha lines, for a term of one year from 1 January 2021 to 31 December 2021; and (ii) Marine Tourism Company and Wanshan Port Company entered into an agency transportation cum management fee agreement (i.e. the 2021 Marine Tourism-Wanshan AM Fee Agreement, together with the 2021 HT-Wanshan AM Fee Agreements, the 2021 Wanshan AM Fee Agreements) for the Xiangzhou line, for a term of one year from 1 January 2021 to 31 December 2021.

LISTING RULES IMPLICATIONS

Both HT Shipping and Marine Tourism Company are members of the Group. Wanshan Port Company is a company in which ZJ Holdings (the controlling 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 2021 Wanshan AM Fee Agreements 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 2021 Wanshan AM Fee Agreements for FY2021 are more than 0.1% and 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 requirements under Chapter 14A of the Listing Rules.

2021 WANSHAN AM FEE AGREEMENTS

Reference is made to the Company's announcement dated 27 December 2019, in relation to, among other things, the 2020 Wanshan AM Fee Agreements.

The 2020 HT-Wanshan AM Fee Agreements were entered into between HT Shipping (an indirect non wholly-owned connected 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 (Hengqin Line), Designated Terminals (Wanshan Line) and Designated Terminals (Shenzhen Shekou Line) for a term of one year from 1 January 2020 to 31 December 2020. The 2020 Marine Tourism-Wanshan AM Fee Agreement was entered into between Marine Tourism Company (an indirect non wholly-owned connected subsidiary of the Company) and Wanshan Port Company (a connected person of the Company) in relation to the Xiangzhou line, for a term of one year from 1 January 2020 to 31 December 2020 (i.e. the 2020 HT-Wanshan AM Fee Agreements, together with the 2020 Marine Tourism-Wanshan AM Fee Agreement, the 2020 Wanshan AM Fee Agreements).

It is expected that the CCTs, i.e. the provision of port and transportation agency services at (1) the Designated Terminals (Hengqin Line), Designated Terminals (Wanshan Line) and Designated Terminals (Shenzhen Shekou Line) under the 2020 HT-Wanshan AM Fee Agreements and (2) the Designated Terminals (Xiangzhou Line) under the 2020 Marine Tourism-Wanshan AM Fee Agreement, will continue beyond their expiry on 31 December 2020. To ensure continual provision of port and transportation agency services by Wanshan Port Company to (a) HT Shipping and (b) Marine Tourism Company, respectively, after the expiry of the 2020 Wanshan AM Fee Agreements, and to continually expand the Group's market presence in the Wanshan region/business operations following the opening of the HZMB, on 23 December 2020: (i) HT Shipping and Wanshan Port Company entered into four agency transportation cum management fee agreements (i.e. the 2021 HT-Wanshan AM Fee Agreements), respectively for the Wanshan, Hengqin, Shenzhen Shekou and Guangzhou Nansha lines, for a term of one year from 1 January 2021 to 31 December 2021; and (ii) Marine Tourism Company and Wanshan Port Company entered into an agency transportation cum management fee agreement (i.e. the 2021 Marine Tourism-Wanshan AM Fee Agreement, together with the 2021 HT-Wanshan AM Fee Agreements, the 2021 Wanshan AM Fee Agreements) for the Xiangzhou line, for a term of one year from 1 January 2021 to 31 December 2021.

Principal terms of the 2021 Wanshan AM Fee Agreements

Date:

23 December 2020

Parties:

The parties to the 2021 HT-Wanshan AM Fee Agreements are as follows:

- (i) HT Shipping (as service recipient); and
- (ii) Wanshan Port Company (as service provider).

The parties to the 2021 Marine Tourism-Wanshan AM Fee Agreement are as follows:

- (i) Marine Tourism Company (as service recipient); and
- (ii) Wanshan Port Company (as service provider).

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.*, “**Jiuzhou Cruises**”), which is a direct wholly-owned subsidiary of Ferry Company). Marine Tourism Company is also a wholly-owned subsidiary of Ferry Company (of which 100% equity interest of Marine Tourism Company is directly held by Jiuzhou Cruises). Ferry Company is owned as to 49% by the Group, 43% by ZJ Holdings and 8% by an Independent Third Party. Ferry Company, HT Shipping and Marine Tourism Company are treated as subsidiaries of the Company. As ZJ Holdings has 10% or more of equity interest in Ferry Company, HT Shipping and Marine Tourism Company (the latter two being wholly-owned subsidiaries of Ferry Company) are associates of ZJ Holdings and connected subsidiaries of the Company under Rule 14A.16 of the Listing Rules. HT Shipping is principally engaged in the provision of ferry services and investment holding. Marine Tourism Company is principally engaged in the provision of ferry services.

Wanshan Port Company is established in the PRC and a 50%-owned jointly-controlled entity of ZJ Holdings. It is principally engaged in the provision of port facilities and water transportation agency services for ferry lines and operation of passenger-transport stations. Wanshan Port Company is 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 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.

Term:

From 1 January 2021 to 31 December 2021

Services provided and payment terms:

Under the 2021 Wanshan AM Fee Agreements, Wanshan Port Company will be mainly responsible for providing berthing facilities and services for the ferries of HT Shipping (in the case of the 2021 HT-Wanshan AM Fee Agreements) or Marine Tourism Company (in the case of the 2021 Marine Tourism-Wanshan AM Fee Agreement) at the Designated Terminals, providing waiting lounge for passengers, providing electricity, fresh water and sewage treatment to HT Shipping (in the case of the 2021 HT-Wanshan AM Fee Agreements) or Marine Tourism Company (in the case of the 2021 Marine Tourism-Wanshan AM Fee Agreement) (at a fee to be charged at fixed rate with reference to the actual usage), conducting promotional activities for the ferry lines and selling ferry tickets to passengers in the PRC.

The Designated Terminals as referred to in the 2021 Wanshan AM Fee Agreements are as follows:

- (a) Under the 2021 HT-Wanshan AM Fee Agreement (Wanshan Line): the following designated terminals (“**Designated Terminals (Wanshan Line)**”):
 - (i) 香洲港碼頭 (Xiangzhou Port*), Zhuhai (“**Xiangzhou Terminal**”); and
 - (ii) Certain terminals on 萬山群島 (Wanshan Qundao*), Zhuhai, including 桂山碼頭 (Guishan Terminal*), 外伶仃碼頭 (Wai Lingding Terminal*), 東澳灣碼頭 (Dongao Wan Terminal*), 萬山碼頭 (Wanshan Terminal*) and 擔桿碼頭 (Dangan Terminal*) (collectively, 萬山群島碼頭 (“**Wanshan Qundao Terminals**”)).
- (b) Under the 2021 HT-Wanshan AM Fee Agreement (Hengqin Line): the following designated terminals (“**Designated Terminals (Hengqin Line)**”):
 - (i) 九洲港碼頭 (Jiuzhou Port*) or 橫琴碼頭 (Hengqin Port*), Zhuhai; and
 - (ii) 外伶仃碼頭 (Wai Lingding Terminal*), 東澳南沙灣碼頭 (Dongao Nansha Wan Terminal*), Zhuhai.
- (c) Under the 2021 HT-Wanshan AM Fee Agreement (Shenzhen Shekou Line): the following designated terminals (“**Designated Terminals (Shenzhen Shekou Line)**”):
 - (i) 深圳蛇口港 (Shenzhen Shekou Port*), Shenzhen; and
 - (ii) 外伶仃碼頭 (Wai Lingding Terminal*), 東澳灣碼頭 (Dongao Wan Terminal*), 桂山碼頭 (Guishan Terminal*), Zhuhai.
- (d) Under the 2021 HT-Wanshan AM Fee Agreement (Guangzhou Nansha Line): the following designated terminals (“**Designated Terminals (Guangzhou Nansha Line)**”):
 - (i) 廣州南沙港 (Guangzhou Nansha Port*), Guangzhou; and
 - (ii) 外伶仃碼頭 (Wai Lingding Terminal*), 東澳灣碼頭 (Dongao Wan Terminal*), 桂山碼頭 (Guishan Terminal*), Zhuhai.
- (e) Under the 2021 Marine Tourism-Wanshan AM Fee Agreement: Xiangzhou Terminal (“**Designated Terminal (Xiangzhou Line)**”).

In return for the above services, Wanshan Port Company is entitled to receive the following fees payable by HT Shipping (in the case of the 2021 HT-Wanshan AM Fee Agreements) or Marine Tourism Company (in the case of the 2021 Marine Tourism-Wanshan AM Fee Agreement):

(a) Under the 2021 HT-Wanshan AM Fee Agreement (Wanshan Line):

- (i) port operation fees (“**Wanshan Line Port Operation Fees**”) calculated on the basis of:
 - (A) 12% of the gross proceeds from the ferry tickets sold in respect of the ferry services from Xiangzhou Terminal to the Wanshan Qundao Terminals;
 - (B) 15% of the gross proceeds from the ferry tickets sold in respect of the ferry services from the Wanshan Qundao Terminals to the Xiangzhou Terminal;
- (ii) a garbage receiving and processing fee of RMB10 per service for each ferry of HT Shipping which enters into the Designated Terminals (Wanshan Line);
- (iii) an office leasing fee of RMB1,000 per month (excluding electricity and water charges); and
- (iv) a surcharge on the provision of electricity, fresh water and sewage treatment (at a fee to be charged at a fixed rate with reference to the actual usage) to ferries of HT Shipping at the Designated Terminals (Wanshan Line), and a maintenance fee calculated on the basis of a premium of 15% on the actual usage of electricity and fresh water.

(b) Under the 2021 HT-Wanshan AM Fee Agreement (Hengqin Line):

- (i) port operation fees (“**Hengqin Line Port Operation Fees**”) calculated on the basis of 20% of the gross proceeds from the ferry tickets sold in respect of the ferry services from Wai Lingding Terminal and Dongao Nansha Wan Terminal, subject to a minimum fee for each voyage of RMB500;
- (ii) a garbage receiving and processing fee of RMB10 per service for each ferry of HT Shipping which enters into the Designated Terminals (Hengqin Line); and
- (iii) a surcharge on the provision of electricity, fresh water and sewage treatment (at a fee to be charged at a fixed rate with reference to the actual usage) to ferries of HT Shipping at the Designated Terminals (Hengqin Line), and a maintenance fee calculated on the basis of a premium of 15% on the actual usage of electricity and fresh water.

- (c) Under the 2021 HT-Wanshan AM Fee Agreement (Shenzhen Shekou Line):
- (i) port operation fees (“**Shenzhen Shekou Line Port Operation Fees**”) calculated on the basis of 25% of the operating income from the ferry services from Wai Lingding Terminal, Dongao Wan Terminal, and Guishan Terminal to Shenzhen Shekou Port; or RMB30 for each customer of the ferry services from Wai Lingding Terminal, Dongao Wan Terminal, and Guishan Terminal to Shenzhen Shekou Port, whichever is higher;
 - (ii) a garbage receiving and processing fee of RMB100 per service for each ferry of HT Shipping which enters into the Designated Terminals (Shenzhen Shekou Line); and
 - (iii) a surcharge on the provision of electricity, fresh water and sewage treatment (at a fee to be charged at a fixed rate with reference to the actual usage) to ferries of HT Shipping at the Designated Terminals (Shenzhen Shekou Line), and a maintenance fee calculated on the basis of a premium of 15% on the actual usage of electricity and fresh water.
- (d) Under the 2021 HT-Wanshan AM Fee Agreement (Guangzhou Nansha Line):
- (i) port operation fees (“**Guangzhou Nansha Line Port Operation Fees**”) calculated on the basis of 25% of the operating income from the ferry services from Wai Lingding Terminal, Dongao Wan Terminal, and Guishan Terminal to Guangzhou Nansha Port; or RMB30 for each customer of the ferry services from Wai Lingding Terminal, Dongao Wan Terminal, and Guishan Terminal to Guangzhou Nansha Port, whichever is higher;
 - (ii) a garbage receiving and processing fee of RMB100 per service for each ferry of HT Shipping which enters into the Designated Terminals (Guangzhou Nansha Line); and
 - (iii) a surcharge on the provision of electricity, fresh water and sewage treatment (at a fee to be charged at a fixed rate with reference to the actual usage) to ferries of HT Shipping at the Designated Terminals (Guangzhou Nansha Line), and a maintenance fee calculated on the basis of a premium of 15% on the actual usage of electricity and fresh water.
- (e) Under the 2021 Marine Tourism-Wanshan AM Fee Agreement:
- (i) port operation fees (“**Xiangzhou Line Port Operation Fees**”) calculated on the basis of 12% of the gross proceeds from the ferry tickets sold in respect of ferry services from/to the Designated Terminal (Xiangzhou Line), subject to a minimum fee for each voyage of RMB500;
 - (ii) a garbage receiving and processing fee of RMB10 per service for each ferry of Marine Tourism Company which enters into the Designated Terminal (Xiangzhou Line); and
 - (iii) a surcharge on the provision of electricity, fresh water and sewage treatment (at a fee to be charged at a fixed rate with reference to the actual usage) to ferries of Marine Tourism Company at the Designated Terminal (Xiangzhou Line), and a maintenance fee calculated on the basis of a premium of 15% on the actual usage of electricity and fresh water.

Pursuant to the 2021 HT-Wanshan AM Fee Agreement (Wanshan Line), 2021 HT-Wanshan AM Fee Agreement (Shenzhen Shekou Line), 2021 HT-Wanshan AM Fee Agreement (Guangzhou Nansha Line) and 2021 Marine Tourism-Wanshan AM Fee Agreement, HT Shipping or Marine Tourism Company (as applicable) and Wanshan Port Company will share between themselves certain expenses (“**Wanshan Ticket Selling Expenses**”) in connection with selling of ferry tickets online or by credit card. The sharing ratio between HT Shipping or Marine Tourism Company (as applicable) and Wanshan Port Company of such expenses for 2021 HT-Wanshan AM Fee Agreement (Wanshan Line), 2021 HT-Wanshan AM Fee Agreement (Shenzhen Shekou Line), 2021 HT-Wanshan AM Fee Agreement (Guangzhou Nansha Line) and 2021 Marine Tourism-Wanshan AM Fee Agreement is 86.5%:13.5%, 75%:25%, 75%:25% and 88%:12% respectively. Since the Wanshan Ticket Selling Expenses are paid and realised as expenses upon the relevant services rendered, the sharing ratio of such expenses to be borne by Wanshan Port Company matches with the average Wanshan Line Port Operation Fees, Shenzhen Shekou Line Port Operation Fees, Guangzhou Nansha Line Port Operation Fees and Xiangzhou Line Port Operation Fees (i.e. the sharing ratio of the gross proceeds or operating income from the ferry tickets sold) or the operating income from the ferry services to be received by Wanshan Port Company. The adoption of the same ratio was determined on arm’s length basis after negotiation between the parties and in accordance with the matching concept in accounting principles, under which incurred cost shall be matched against relevant income.

The Wanshan Line Port Operation Fees, the Hengqin Line Port Operation Fees, Shenzhen Shekou Line Port Operation Fees, Guangzhou Nansha Line Port Operation Fees and Xiangzhou Line Port Operation Fees (collectively, “**Wanshan Port Operation Fees**”) and other fees, all as mentioned under the paragraph headed “Principal terms of the 2021 Wanshan AM Fee Agreements – Services provided and payment terms” of this announcement (collectively, “**Wanshan Relevant Fees**”) are determined with reference to similar services at similar rate rendered by Wanshan Port Company at the Designated Terminals to ferry companies which are independent of and not connected with Wanshan Port Company. The Wanshan Port Operation Fees, the Wanshan Relevant Fees, as well as the sharing ratio of the Wanshan Ticket Selling Expenses, were agreed on normal commercial terms which were negotiated between HT Shipping or Marine Tourism Company (as applicable) and Wanshan Port Company on arm’s length basis and no less favourable to HT Shipping or Marine Tourism Company (as applicable) than those that would be offered by Wanshan Port Company to independent ferry companies under comparable circumstances.

The Wanshan Port Operation Fees and the Wanshan Relevant Fees payable under the 2021 Wanshan AM Fee Agreements, after deducting the amount of Wanshan Ticket Selling Expenses to be borne by Wanshan Port Company, for each month, will be settled within the following month.

HISTORICAL TRANSACTION AMOUNTS

The historical transaction amounts and the annual caps for the Wanshan Port Operation Fees and the Wanshan Relevant Fees paid by HT Shipping to Wanshan Port Company for the financial years concerned or period covered are set out below:

Financial year concerned	Annual caps (RMB)	Historical transaction amounts¹ (RMB)
FY2018 (for Wanshan line only)	12 million	10.7 million ²
FY2019 (for Wanshan, Hengqin and Shenzhen Shekou lines only)	18 million	12.4 million ²
FY2020 (for Wanshan, Hengqin, Shenzhen Shekou and Xiangzhou lines)	10.3 million	1.6 million ³

Notes:

1. As the Hengqin line and Shenzhen Shekou line were newly added in FY2019, the historical transaction amounts for such new ferry lines are not applicable for FY2018. As the Xiangzhou line is newly added in FY2020, the historical transaction amounts for such new ferry line are not applicable for FY2018 and FY2019.
2. The historical transaction amounts for FY2018 and FY2019 have not exceeded the annual caps for the financial years concerned.
3. For the ten months ended 31 October 2020, the aggregate historical amounts of the Wanshan Port Operation Fees and the Wanshan Relevant Fees paid by HT Shipping or Marine Tourism Company (as applicable) to Wanshan Port Company amounted to approximately RMB1.6 million. It is expected that the aggregate amount of the Wanshan Port Operation Fees and the Wanshan Relevant Fees paid by HT Shipping or Marine Tourism Company (as applicable) to Wanshan Port Company will not exceed the above annual cap for FY2020.

EXPECTED AGGREGATE ANNUAL CAPS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021 UNDER THE 2021 WANSHAN AM FEE AGREEMENTS

The expected maximum aggregate annual caps in respect of the Wanshan Port Operation Fees and the Wanshan Relevant Fees payable under the 2021 HT-Wanshan AM Fee Agreements and 2021 Marine Tourism – Wanshan AM Fee Agreement for FY2021 are RMB6 million and RMB0.3 million respectively (in aggregate, RMB6.3 million), which were proposed by the Directors based on the following factors:

- (i) the historical transaction amount for the Wanshan Port Operation Fees and Wanshan Relevant Fees (for the Wanshan, Hengqin, Shenzhen Shekou and Xiangzhou lines) under the 2020 Wanshan AM Fee Agreements and previous agreements for the same transactions;
- (ii) the projected transaction amount for the Wanshan Port Operation Fees and Wanshan Relevant Fees for the Wanshan, Hengqin, Shenzhen Shekou, Guangzhou Nansha and Xiangzhou lines for FY2021; and
- (iii) other factors such as historical growth rate of passenger flow, possible increase in the price of ferry ticket and the estimated number of passengers in 2021, plus an additional buffer of 20%.

REASONS FOR THE TRANSACTIONS CONTEMPLATED UNDER THE 2021 WANSHAN AM FEE AGREEMENTS

HT Shipping and Marine Tourism Company have 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. The Designated Terminals are operated by Wanshan Port Company which also provides similar services to ferries operated by independent ferry companies. The transactions contemplated under the 2021 Wanshan AM Fee Agreements are part of the ordinary and usual course of business of HT Shipping or Marine Tourism Company (as applicable). In addition, the Company believes that the transactions will facilitate the Group's expansion of market presence in the Wanshan region and bring a stable source of revenue to the Group.

The Directors (including the independent non-executive Directors) are of the view that the 2021 Wanshan AM Fee Agreements are on normal commercial terms or better and in the ordinary and usual course of business of the Group and the terms of the 2021 Wanshan AM Fee Agreements (including the expected aggregate annual cap for the transactions contemplated thereunder) are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As explained in the sub-section headed “Principal terms of the 2021 Wanshan AM Fee Agreements – Parties” above, HT Shipping and Marine Tourism Company are members of the Group and Wanshan Port Company is a company in which ZJ Holdings (the controlling 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 2021 Wanshan AM Fee Agreements 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 2021 Wanshan AM Fee Agreements for FY2021 are more than 0.1% and 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 requirements under Chapter 14A of the Listing Rules.

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, and Mr. Li Wenjun (being an executive Director) is also a deputy general manager of ZJ Holdings, they abstained from voting on the relevant board resolutions approving the 2021 Wanshan AM Fee Agreements and the transactions contemplated thereunder. Save as disclosed above, none of the Directors has a material interest in the 2021 Wanshan AM Fee Agreements nor has any of them is required to abstain or abstained from voting in respect of the relevant board resolutions.

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, Macau 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.

Wanshan Port Company is principally engaged in the provision of port facilities and water transportation agency services for ferry lines and operation of passenger-transport stations.

DEFINITIONS

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

- “2020 HT-Wanshan AM Fee Agreements” collectively, the 2020 HT-Wanshan AM Fee Agreement (Wanshan Line), the 2020 HT-Wanshan AM Fee Agreement (Hengqin Line) and the 2020 HT-Wanshan AM Fee Agreement (Shenzhen Shekou Line)
- “2020 HT-Wanshan AM Fee Agreement (Hengqin Line)” the agency transportation cum management fee agreement dated 27 December 2019 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 (Hengqin Line) for a term of one year from 1 January 2020 up to 31 December 2020
- “2020 HT-Wanshan AM Fee Agreement (Shenzhen Shekou Line)” the agency transportation cum management fee agreement dated 27 December 2019 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 (Shenzhen Shekou Line) for a term of one year from 1 January 2020 up to 31 December 2020
- “2020 HT-Wanshan AM Fee Agreement (Wanshan Line)” the agency transportation cum management fee agreement dated 27 December 2019 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 (Wanshan Line) for a term of one year from 1 January 2020 up to 31 December 2020
- “2020 Marine Tourism-Wanshan AM Fee Agreement” the agency transportation cum management fee agreement dated 27 December 2019 and entered into between Marine Tourism Company and Wanshan Port Company in relation to the provision of certain port and transportation agency services by Wanshan Port Company to Marine Tourism Company at the Designated Terminal (Xiangzhou Line) for a term of one year from 1 January 2020 up to 31 December 2020

“2020 Wanshan AM Fee Agreements”	collectively, the 2020 HT-Wanshan AM Fee Agreements and 2020 Marine Tourism-Wanshan AM Fee Agreement
“2021 HT-Wanshan AM Fee Agreements”	collectively, the 2021 HT-Wanshan AM Fee Agreement (Wanshan Line), the 2021 HT-Wanshan AM Fee Agreement (Hengqin Line), the 2021 HT-Wanshan AM Fee Agreement (Shenzhen Shekou Line) and the 2021 HT-Wanshan AM Fee Agreement (Guangzhou Nansha Line)
“2021 HT-Wanshan AM Fee Agreement (Hengqin Line)”	the agency transportation cum management fee agreement dated 23 December 2020 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 (Hengqin Line) for a term of one year from 1 January 2021 up to 31 December 2021
“2021 HT-Wanshan AM Fee Agreement (Guangzhou Nansha Line)”	the agency transportation cum management fee agreement dated 23 December 2020 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 (Guangzhou Nansha Line) for a term of one year from 1 January 2021 up to 31 December 2021
“2021 HT-Wanshan AM Fee Agreement (Shenzhen Shekou Line)”	the agency transportation cum management fee agreement dated 23 December 2020 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 (Shenzhen Shekou Line) for a term of one year from 1 January 2021 up to 31 December 2021
“2021 HT-Wanshan AM Fee Agreement (Wanshan Line)”	the agency transportation cum management fee agreement dated 23 December 2020 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 (Wanshan Line) for a term of one year from 1 January 2021 up to 31 December 2021
“2021 Marine Tourism-Wanshan AM Fee Agreement”	the agency transportation cum management fee agreement dated 23 December 2020 and entered into between Marine Tourism Company and Wanshan Port Company in relation to the provision of certain port and transportation agency services by Wanshan Port Company to Marine Tourism Company at the Designated Terminal (Xiangzhou Line) for a term of one year from 1 January 2021 up to 31 December 2021

“2021 Wanshan AM Fee Agreements”	collectively, the 2021 HT-Wanshan AM Fee Agreements and 2021 Marine Tourism-Wanshan AM Fee Agreement
“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
“Designated Terminals”	collectively, Designated Terminals (Wanshan Line), Designated Terminals (Hengqin Line), Designated Terminals (Shenzhen Shekou Line), Designated Terminals (Guangzhou Nansha Line) and Designated Terminal (Xiangzhou Line)
“Designated Terminals (Hengqin Line)”	the designated terminals of Hengqin line as referred to in the paragraph headed “Principal terms of the 2021 Wanshan AM Fee Agreements – Services provided and payment terms” under the section headed “2021 Wanshan AM Fee Agreements”
“Designated Terminals (Guangzhou Nansha Line)”	the designated terminals of Guangzhou Nansha line as referred to in the paragraph headed “Principal terms of the 2021 Wanshan AM Fee Agreements – Services provided and payment terms” under the section headed “2021 Wanshan AM Fee Agreements”
“Designated Terminals (Shenzhen Shekou Line)”	the designated terminals of Shenzhen Shekou line as referred to in the paragraph headed “Principal terms of the 2021 Wanshan AM Fee Agreements – Services provided and payment terms” under the section headed “2021 Wanshan AM Fee Agreements”
“Designated Terminals (Wanshan Line)”	the designated terminals of Wanshan line as referred to in the paragraph headed “Principal terms of the 2021 Wanshan AM Fee Agreements – Services provided and payment terms” under the section headed “2021 Wanshan AM Fee Agreements”
“Designated Terminal (Xiangzhou Line)”	the designated terminal of Xiangzhou line as referred to in the paragraph headed “Principal terms of the 2021 Wanshan AM Fee Agreements – Services provided and payment terms” under the section headed “2021 Wanshan AM Fee Agreements”
“Director(s)”	the director(s) of the Company

“Ferry Company”	珠海高速客輪有限公司 (Zhuhai High-speed Passenger Ferry Co., Ltd.*), established as a sino-foreign equity joint venture enterprise under the PRC law and a connected subsidiary of the Company
“FY”	a financial year of the Company ended or ending 31 December
“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.*), established as a domestic enterprise under the PRC law and a connected subsidiary of the Company
“HZMB”	Hong Kong – Zhuhai – Macau Bridge (港珠澳大橋)
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Marine Tourism Company”	珠海市環珠澳海上觀光有限公司 (Zhuhai City Zhuhai-Macau Marine Tourism Co., Ltd*), established as a domestic enterprise under the PRC law and a connected subsidiary of the Company
“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
“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.*), established as a domestic enterprise under the PRC law and a 50% owned-company of ZJ Holdings
“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 of the Company
“%”	per cent

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

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

Hong Kong, 23 December 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.*