

The Securities and Futures Commission of Hong Kong, 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.



China Merchants Commercial Real Estate Investment Trust

(a Hong Kong collective investment scheme authorized under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))

(Stock Code: 01503)

Managed by
China Merchants Land Asset Management Co., Limited

VOLUNTARY ANNOUNCEMENT ENTRY INTO FACILITY AGREEMENTS

This is a voluntary announcement made by the Board of the Manager.

On 14 December 2022, subsidiaries of CMC REIT entered into offshore and onshore facility agreements with Industrial Bank Co., Ltd., the key terms of which are set out below.

THE FACILITY AGREEMENTS

Offshore Facility Agreement

Parties:	(a) Treasure Supreme (as offshore borrower)
	(b) Industrial Bank Co., Ltd. (a joint stock company incorporated in the People's Republic of China with limited liability), Hong Kong Branch (as offshore lender)
Guarantors:	(a) Trustee (in its capacity as the trustee of CMC REIT)
	(b) BVI Property Companies
	(c) HK Property Companies
Principal amount:	Revolving loan facility up to HK\$4,500,000,000
Maturity date:	Three years after the first drawdown date, and in any case will not be later than the maturity date under the Onshore Facility Agreement
Purpose:	Refinancing of existing loans, funding of acquisitions, working capital and payment of expenses
Interest:	3.55%

- Security:** The Offshore Facility Agreement is secured by:
- (a) an unconditional and irrevocable guarantee provided by the Guarantors;
 - (b) a shares pledge over all the shares and equities of subsidiaries (other than SA Venice and each of its subsidiaries) of Treasure Supreme;
 - (c) a first legal mortgage (both fixed and floating) over all the assets of Treasure Supreme and its subsidiaries (other than SA Venice and each of its subsidiaries);
 - (d) a subordination agreement for all existing or future inter-company and shareholders' loans of Treasure Supreme and its subsidiaries (other than SA Venice and each of its subsidiaries);
 - (e) a pledge of the interest reserve account maintained by Treasure Supreme with the offshore lender; and
 - (f) an intercreditor agreement entered into by, among others, the offshore and onshore lenders.

Onshore Facility Agreements

- Parties:**
- (a) PRC Property Companies (as onshore borrower)
 - (b) Industrial Bank Co., Ltd., Shenzhen Branch (as onshore lender)

Principal amount: Property loan facility up to RMB100,000,000

Maturity date: Three years after the first drawdown date

Purpose: Refinancing of existing onshore loans or property renovation

Interest: 3.2%

- Security:** The Onshore Facility Agreement is secured by:
- (a) a first property mortgage over the Properties;
 - (b) an assignment of major contractual rights of the onshore subsidiaries of the PRC Property Companies;

- (c) a subordination agreement in respect of the inter-company and shareholders' loans of the onshore subsidiaries of the PRC Property Companies; and
- (d) supervision over the onshore income accounts maintained by the PRC Property Companies with the onshore lender for receiving rentals in respect of the Properties.

The lenders under the Facility Agreements are independent third parties and are not connected persons of CMC REIT, and the Facility Agreements and the transactions contemplated thereunder do not constitute connected party transactions of CMC REIT under Chapter 8 of the REIT Code and Chapter 14A of the Listing Rules.

USE OF PROCEEDS

The Facility Agreements will be used for the purposes of refinancing the existing facilities of CMC REIT and funding the general business of CMC REIT.

The Offshore Facility Agreement was drawn down on 15 December 2022 to refinance the outstanding amount of CMC REIT's existing offshore facilities which mature on 16 December 2022 (such outstanding amount, and the amount drawn down, being HK\$4,445,224,227.52). The Onshore Facility Agreements were drawn down on 15 December 2022 to refinance the outstanding amount of CMC REIT's existing onshore facilities which mature on 16 December 2022 (such outstanding amount, and the amount drawn down, being RMB30,638,718.20).

Given the amounts drawn down on 15 December 2022 are equal to the amounts repaid under the existing facilities, such draw down will not materially affect the gearing ratio of CMC REIT.

DEFINITIONS

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

- | | |
|--------------------------|---|
| “Board” | means the board of Directors. |
| “BVI” | means the British Virgin Islands. |
| “BVI Property Companies” | means (i) Frontier Shekou Commercial Holdings Limited; (ii) Shekou Net Valley Technology Limited; (iii) Shekou Net Valley Technology 2 Limited; (iv) Shekou Net Valley Garden City Cyberport Limited; (v) Shekou Garden City Limited; (vi) Shekou Times Limited, being companies incorporated in the BVI and the respective indirect owners (through the HK Property Companies and PRC Property Companies) of the Properties. |
| “CMC REIT” | means China Merchants Commercial Real Estate Investment Trust, a collective investment scheme constituted as a unit trust and authorised under section 104 of the SFO. |

“Directors”	means the directors of the Manager.
“Facility Agreements”	means the Offshore Facility Agreement and the Onshore Facility Agreements.
“Guarantors”	means the Trustee, the BVI Property Companies and the HK Property Companies.
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong.
“HK Property Companies”	means (i) Shekou Net Valley Technology (Hong Kong) Limited (蛇口網谷科技(香港)有限公司); (ii) Shekou Net Valley Technology 2 (Hong Kong) Limited (蛇口網谷科技二期(香港)有限公司); (iii) Shekou Net Valley Garden City Cyberport (Hong Kong) Limited (蛇口網谷花園城數碼(香港)有限公司); (iv) Shekou Garden City (Hong Kong) Limited (蛇口花園城(香港)有限公司); (v) Shekou Times (Hong Kong) Limited (蛇口新時代(香港)有限公司), being companies incorporated in Hong Kong and the respective indirect owners (through the PRC Property Companies) of the Properties.
“Listing Rules”	means The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (modified as appropriate pursuant to paragraph 2.26 of the REIT Code).
“Manager”	means China Merchants Land Asset Management Co., Limited, in its capacity as manager of CMC REIT.
“Offshore Facility Agreement”	means the offshore facility agreement for a revolving loan facility up to HK\$4,500,000,000 entered into by, among others, Treasure Supreme (as offshore borrower), the Guarantors (as guarantors) and Industrial Bank Co., Ltd. (a joint stock company incorporated in the People’s Republic of China with limited liability), Hong Kong Branch (as offshore lender).
“Onshore Facility Agreements”	means the onshore facility agreements for a property loan facility up to RMB100,000,000 entered into by each of the PRC Property Companies (each as onshore borrower) and Industrial Bank Co., Ltd., Shenzhen Branch (as onshore lender).
“PRC”	means The People’s Republic of China excluding, for the purposes of this announcement only (unless otherwise expressly specified), Hong Kong, Macao and Taiwan.

“PRC Property Companies”	means (i) Shenzhen Shekou New Times Real Estate Investment and Management Co., Ltd* (深圳市蛇口新時代置業管理有限公司); (ii) Shenzhen Cyberport Building Real Estate Investment and Management Co., Ltd.* (深圳市數碼大廈置業管理有限公司); (iii) Shenzhen Technology Building Real Estate Investment and Management Co., Ltd.* (深圳市科大置業管理有限公司); (iv) Shenzhen Technology Building 2 Real Estate Investment and Management Co., Ltd.* (深圳市科大二期置業管理有限公司); (v) Shenzhen Garden City Real Estate Investment and Management Co., Ltd* (深圳市花園城置業管理有限公司), being companies incorporated in the PRC and the respective direct owners of the Properties.
“Properties”	means (i) New Times Plaza (新時代廣場); (ii) Cyberport Building (數碼大廈); (iii) Technology Building (科技大廈); (iv) Technology Building 2 (科技大廈二期); and (v) Garden City Shopping Centre (花園城), and “Property” means any one of them.
“REIT Code”	means the Code on Real Estate Investment Trusts issued by the SFC.
“RMB”	means Renminbi, the lawful currency of the PRC.
“SA Venice”	means SA Venice I, an exempted company with limited liability incorporated under the laws of the Cayman Islands, through which CMC REIT owns 46.41% of Onward Science & Trade Center (招商局航華科貿中心).
“SFC”	means the Securities and Futures Commission.
“Treasure Supreme”	means Treasure Supreme International Limited, a BVI business company incorporated in the BVI and a wholly-owned subsidiary of CMC REIT. Treasure Supreme is the indirect owner (through the BVI Property Companies, HK Property Companies and PRC Property Companies) of the Properties.
“Trustee”	means DB Trustees (Hong Kong) Limited, in its capacity as trustee of CMC REIT.

By Order of the Board
China Merchants Land Asset Management Co., Limited
(as manager of China Merchants Commercial Real
Estate Investment Trust)
Mr. HUANG Junlong
Chairman of the REIT Manager

Hong Kong, 16 December 2022

As of the date of this announcement, the Board comprises Mr. HUANG Junlong (Chairman), Mr. YU Zhiliang and Ms. LIU Ning as Non-executive Directors, Mr. GUO Jin as Executive Director, and Mr. LIN Hua, Mr. LIN Chen and Ms. Wong Yuan Chin Tzena as Independent Non-executive Directors.

* *For identification purpose only*