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**GUANGDONG INVESTMENT LIMITED**  
**(粵海投資有限公司)**

*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 0270)**

**TERM LOAN FACILITY IN  
THE PRINCIPAL AMOUNT OF HK\$1,500 MILLION AND  
DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES**

This announcement is made by the Company pursuant to Rule 13.18 of the Listing Rules.

This announcement is made by Guangdong Investment Limited (the “Company”, and together with its subsidiaries, the “Group”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The board of directors (the “Board”) of the Company announces that on 22 May 2015, the Company entered into a facility agreement (the “Facility Agreement”) with a bank whereby the bank agreed to make available to the Company a three-year term loan facility (the “Facility”) in the principal amount of HK\$1,500 million for the purpose of the general corporate funding requirement of the Group.

Pursuant to the Facility Agreement, it shall be an event of default if:

- (i) GDH Limited (“GDH”) ceases to beneficially own, directly and/or indirectly, at least 51% of the shareholding in the Company; and
- (ii) The Guangdong Provincial People’s Government of the People’s Republic of China (“Guangdong Provincial Government”) ceases to beneficially own, directly and/or indirectly, 100% of the shareholding in GDH.

If an event of default under the Facility Agreement occurs, the bank may by notice to the Company:

- (i) cancel the Facility whereupon they shall immediately be cancelled;

- (ii) declare that all or part of the loans, together with accrued interest, and all other amounts accrued or outstanding under the Facility Agreement be immediately due and payable, whereupon they shall become immediately due and payable; and/or
- (iii) declare that all or part of the loans be payable on demand, whereupon they shall immediately become payable on demand by the bank.

At the date of this announcement, GDH, the controlling shareholder of the Company, holds approximately 54.68% interest in the Company and the Guangdong Provincial Government indirectly holds 100% interest in GDH.

The Company will make continuing disclosure in its subsequent interim and annual reports for so long as the above obligations continue to exist pursuant to the requirements of Rule 13.21 of the Listing Rules.

By Order of the Board  
**TSANG Hon Nam**  
*Director*

Hong Kong, 22 May 2015

*As at the date of this announcement, the Board of the Company comprises three Executive Directors, namely, Mr. HUANG Xiaofeng, Mr. WEN Yinheng and Mr. TSANG Hon Nam; six Non-Executive Directors, namely, Mr. HUANG Zhenhai, Mr. WU Jianguo, Mr. ZHANG Hui, Ms. ZHAO Chunxiao, Mr. LAN Runing and Mr. LI Wai Keung; and five Independent Non-Executive Directors, namely, Dr. CHAN Cho Chak, John, Dr. the Honourable LI Kwok Po, David, Mr. FUNG, Daniel R., Dr. CHENG Mo Chi, Moses and Mr. WU Ting Yuk, Anthony.*