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**Jinmao Hotel**

**金茂酒店**

*(As constituted pursuant to a deed of trust on 13 June 2014 under the laws of Hong Kong, the trustee of which is Jinmao (China) Investments Manager Limited)*

**and**

**Jinmao (China) Hotel Investments and Management Limited**

**金茂（中國）酒店投資管理有限公司**

*(Registered in the Cayman Islands with limited liability)*

**(Stock Code: 06139)**

**ANNOUNCEMENT MADE PURSUANT TO  
RULE 13.18 OF THE LISTING RULES**

This announcement is made by the Trustee-Manager and the Company pursuant to Rule 13.18 of the Listing Rules.

Reference is made to the announcement dated 9 September 2016 issued by the Trustee-Manager and the Company in relation to, among others, the CCB Facility Letter, pursuant to which CCB agreed to grant a HK\$1,000,000,000.00 equivalent dual currency term loan facility to the Company. The final maturity date of the term loan facility is the date falling three years from the drawdown date of the first loan.

The Boards hereby announce that, on 20 April 2018, the Company (as borrower) and CCB (as lender) entered into the CCB Supplemental Facility Letter, pursuant to which the conditions imposing specific performance obligations on controlling holders of Share Stapled Units have been revised as follows. Other terms remain the same as the CCB Facility Letter.

Pursuant to the terms of the Supplemental CCB Facility Letter, if:

- (1) China Jinmao, the controlling holder of Share Stapled Units of the Company, ceases to hold (directly and indirectly) at least 50.1% of the issued Share Stapled Units of the Company, or ceases to remain as the Company's single largest holder of the Share Stapled Units; or
- (2) Sinochem Hong Kong ceases to maintain controlling power over China Jinmao; or
- (3) Sinochem Corporation ceases to hold (directly or indirectly) over 50% of the issued share capital of Sinochem Hong Kong; or
- (4) The central government of the PRC ceases to hold at least 51% of the issued share capital of Sinochem Group,

and the Company does not remedy such situation to the reasonable satisfaction of CCB within fourteen days after receipt of written notice from CCB requiring it to do so, CCB may by written notice to the Company:

- (1) declare the facility, accrued interest and all other sums payable immediately due and payable without further demand, notice or other legal formality of any kind; and/or
- (2) declare the facility terminated, whereupon CCB's obligation to make any further drawing hereunder (if not yet made) shall immediately cease.

## GENERAL INFORMATION

As at the date of this announcement, China Jinmao is the controlling holder of Share Stapled Units of the Company and beneficially owns 66.77% of the entire issued Share Stapled Units of the Company. Sinochem Group holds 98.00% equity interests in Sinochem Corporation, which in turn holds the entire equity interests in Sinochem Hong Kong.

## DEFINITIONS

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

“Boards”	the board of directors of the Trustee-Manager and the Company
“China Jinmao”	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated in Hong Kong with limited liability on 2 June 2004, whose shares are listed on the Main Board of the Stock Exchange (stock code: 00817) and a controlling holder of Share Stapled Units of the Company
“CCB”	China Construction Bank (Asia) Corporation Limited
“CCB Facility Letter”	the facility letter dated 23 August 2016 obtained by the Company from CCB, pursuant to which CCB agreed to grant a HK\$1,000,000,000.00 equivalent HK\$/US\$ dual currency term loan facility to the Company
“CCB Supplemental Facility Letter”	the supplemental facility letter dated 20 April 2018 entered into between the Company and CCB
“Company”	Jinmao (China) Hotel Investments and Management Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Jinmao Hotel”	Jinmao Hotel (金茂酒店), as constituted pursuant to the Trust Deed
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People's Republic of China excluding Hong Kong, the Macau Special Administrative Region and Taiwan

“Security”	a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect
“Share Stapled Unit”	the combination of the following securities or interests in securities which, subject to the provisions in the Trust Deed, can only be dealt with together and may not be dealt with individually or one without the others: <ul style="list-style-type: none"> <li>(a) a Unit;</li> <li>(b) the beneficial interest in a specifically identified ordinary share of the Company linked to the Unit and held by the Trustee-Manager as legal owner (in its capacity as trustee-manager of Jinmao Hotel); and</li> <li>(c) a specifically identified preference share of the Company stapled to the Unit</li> </ul>
“Sinochem Corporation”	Sinochem Corporation (中國中化股份有限公司), the controlling holder of the Share Stapled Units
“Sinochem Group”	Sinochem Group Co., Limited (中國中化集團有限公司), a state-owned enterprise established in the PRC on 11 August 1981 and the ultimate controlling holder of the Share Stapled Units
“Sinochem Hong Kong”	Sinochem Hong Kong (Group) Company Limited (中化香港 (集團) 有限公司), which holds 49.75% equity interests in China Jinmao, the controlling holder of the Share Stapled Units
“Trust Deed”	the trust deed dated 13 June 2014 constituting Jinmao Hotel (formerly Jinmao Investments) and entered into between the Trustee-Manager and the Company, as amended from time to time
“Trustee-Manager”	Jinmao (China) Investments Manager Limited
“Unit”	a unit in Jinmao Hotel which confers the rights set out in the Trust Deed
“US\$”	US dollar, the lawful currency of the United States

By Order of the Boards  
**Jinmao (China) Investments Manager Limited**  
and  
**Jinmao (China) Hotel Investments and Management Limited**  
**LI Congrui**  
*Chairman*

Hong Kong, 20 April 2018

*As at the date of this announcement, the directors of the Trustee-Manager and the Company are Mr. LI Congrui (Chairman), Mr. ZHANG Hui, Ms. LAN Haiqing and Mr. JIANG Nan as non-executive directors; Mr. TANG Yong as executive director and Chief Executive Officer; and Dr. CHUNG Shui Ming Timpson, Dr. CHEN Jieping and Dr. XIN Tao as independent non-executive directors.*