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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)

DISCLOSEABLE TRANSACTION

SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCT

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Reference is made to the Company's announcement dated 25 January 2018, in relation to the January 2018 Subscription. On 25 January 2018, ZJ Development Company (being a non-wholly owned subsidiary of the Company) and China Citic Bank, Zhuhai Branch, entered into the Wealth Management Product Agreement, whereby RMB200 million would be utilised to subscribe for a principal protected wealth management product.

On 12 July 2018, ZJ Development Company (being a non-wholly owned subsidiary of the Company) and China Citic Bank, Zhuhai Branch, entered into the July 2018 Wealth Management Product Agreement, whereby RMB80 million will be utilised to subscribe for a principal protected wealth management product.

IMPLICATION OF THE LISTING RULES

The highest applicable percentage ratio of the subscription amount under the July 2018 Wealth Management Product Agreement is more than 5% but less than 25%. Therefore, the July 2018 Subscription constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules. Moreover, pursuant to Rule 14.22 of the Listing Rules, the subscription amounts under Subscriptions have been aggregated, and such aggregated subscription amount of the Subscriptions within a 12-month period is RMB280 million. Accordingly, the highest applicable percentage ratio is also more than 5% but less than 25%, and the Subscriptions, on an aggregate basis, constitute discloseable transactions of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Reference is made to the Company's announcement dated 25 January 2018, in relation to the January 2018 Subscription. On 25 January 2018, ZJ Development Company (being a non-wholly owned subsidiary of the Company) and China Citic Bank, Zhuhai Branch, entered into the Wealth Management Product Agreement, whereby RMB200 million would be utilised to subscribe for a principal protected wealth management product.

The Board announces that on 12 July 2018, ZJ Development Company (being a non-wholly owned subsidiary of the Company) and China Citic Bank, Zhuhai Branch, entered into the July 2018 Wealth Management Product Agreement.

MAJOR TERMS OF THE JULY 2018 WEALTH MANAGEMENT PRODUCT AGREEMENT

Major terms of the July 2018 Wealth Management Product Agreement are as follows:

Date of subscription:	12 July 2018
Parties:	(1) ZJ Development Company (being a non-wholly owned subsidiary of the Company); and (2) China Citic Bank, Zhuhai Branch
Name of product:	“共贏利率結構20847期 (Win-win interest rate structured no.20847*)” RMB structured wealth management product
Type of product:	Principal-protected with variable return closed-end fund.
Risk rating of product:	Return of this product is pegged with the three-month USD LIBOR.
Subscription amount:	RMB80 million.
Term of investment:	33 days from 13 July 2018.
Expected annual yield:	If the three-month USD LIBOR was higher than 8.0% at the observation time of exchange rates, expected annual yield of the product would be 4.3%, otherwise 3.9%.
Scope of investment:	This is a structured deposit product with the funds being applied into investing operation pursuant to the terms as stipulated in the agreement.
Option for early termination:	China Citic Bank, Zhuhai Branch, is entitled to early terminate the Wealth Management Product Agreement pursuant to the terms as stipulated in the agreement.
Payment of due principal and return:	The principal, together with the product return, will be settled on the expiry day (or the early termination date in the case of early termination) of the product subscribed.

To the best knowledge, information and belief of the Directors having made all reasonable enquiry, China Citic Bank and its ultimate beneficial owners are the third parties independent of the Company and connected persons of the Company.

REASONS AND BENEFITS FOR ENTERING INTO THE JULY 2018 WEALTH MANAGEMENT PRODUCT AGREEMENT

Based on the principle of maximising Shareholders' interests and with an aim to enhance the utilisation of idle funds from the Group's cash pool, the Company will continue its cash management activities within the scope authorised by the Board. Given that the principal under the July 2018 Subscription is protected according to the July 2018 Wealth Management Product Agreement, the Board considers that such utilisation of fund will not cause any material adverse impact on the working capital of the Group.

Therefore, the Directors believe that terms of the July 2018 Wealth Management Product Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATION OF THE LISTING RULES

The highest applicable percentage ratio of the subscription amount under the July 2018 Wealth Management Product Agreement are more than 5% but less than 25%. Therefore, the July 2018 Subscription constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules. Moreover, pursuant to Rule 14.22 of the Listing Rules, the subscription amounts under Subscriptions have been aggregated, and such aggregated subscription amount of the Subscriptions within a 12-month period is RMB280 million. Accordingly, the highest applicable percentage ratio is also more than 5% but less than 25%, and the Subscriptions, on an aggregate basis, constitute discloseable transactions of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

GENERAL

Information of the parties

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 financial information services and internet financial information intermediary 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.

ZJ Development Company is established under the laws of the PRC with limited liability and a non-wholly owned subsidiary of the Company. 60% of the registered capital in ZJ Development Company is attributable to the Company, and the remaining 40% is attributable to ZJ Holdings. The principal activities of ZJ Development Company include property development.

To the best knowledge of the Directors, China Citic Bank is a licensed bank established under the laws of the PRC. China Citic Bank is principally engaged in provision of banking and related financial services.

DEFINITIONS

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

“Board”	the board of Directors
“China Citic Bank”	中信銀行股份有限公司 (China Citic Bank Co., Ltd.*), a licensed bank established under the laws of the PRC
“Company”	Zhuhai Holdings Investment Group Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the Stock Exchange
“connected person(s)”	having such meaning as ascribed to such term under the Listing Rules
“Director(s)”	the director(s) of the Company
“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
“January 2018 Subscription”	the subscription of structured deposit product pursuant to the January 2018 Wealth Management Product Agreement
“January 2018 Wealth Management Product Agreement”	the structured deposit product agreement entered into between ZJ Development Company and China Citic Bank, Zhuhai Branch, on 25 January 2018, the subscription amount was RMB200 million
“July 2018 Subscription”	the subscription of structured deposit product pursuant to the July 2018 Wealth Management Product Agreement
“July 2018 Wealth Management Product Agreement”	the structured deposit product agreement entered into between ZJ Development Company and China Citic Bank, Zhuhai Branch, on 12 July 2018, the subscription amount was RMB80 million
“LIBOR”	the London Interbank Offered Rate
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“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
“Subscriptions”	the subscriptions of structured deposit products pursuant to the January 2018 Wealth Management Product Agreement and the July 2018 Wealth Management Product Agreement
“USD”	United States Dollars, the lawful currency of the United States
“ZJ Development Company”	珠海九控房地產有限公司 (Zhuhai Jiuzhou Holdings Property Development Co., Ltd.*), a company established under the laws of the PRC with limited liability and a non-wholly owned subsidiary of the Company
“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 a substantial shareholder of the Company
“%”	per cent

By order of the Board of
Zhuhai Holdings Investment Group Limited
Huang Xin
Chairman

Hong Kong, 12 July 2018

As at the date of this announcement, the Board comprises Mr. Huang Xin, Mr. Jin Tao, Mr. Ye Yuhong and Mr. Li Wenjun as executive Directors; Datuk Wira Lim Hock Guan (Mr. Lim Seng Lee as his alternate), Mr. Kwok Hoi Hing and Mr. Zou Chaoyong as non-executive Directors; 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.*