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SWIRE PACIFIC LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Codes: 00019 and 00087)

Announcement

Connected Transaction:

Acquisition of 60% Interest in Guangdong Swire Cold Chain Logistics Co., Ltd.

The Seller and the Purchaser entered into the Sale and Purchase Agreement on 6th August 2012 for the Purchaser to acquire the Seller's entire 60% interest in Guangdong Swire for a total cash consideration of RMB173.8 million, subject to a completion adjustment. On completion of the Transaction, the Company will hold an indirect 60% interest in Guangdong Swire.

As the Seller is a wholly owned subsidiary of John Swire & Sons Limited, a substantial shareholder of the Company, the Seller is a connected person of the Company. The Sale and Purchase Agreement therefore constitutes a connected transaction for the Company and is subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Completion of the Transaction under the Sale and Purchase Agreement is conditional upon, among other things, the Seller and the Purchaser obtaining all necessary approvals of relevant regulatory bodies in the PRC.

THE SALE AND PURCHASE AGREEMENT dated 6th August 2012

Parties:	John Swire & Sons Pty Ltd., as Seller Swire Pacific Cold Storage Limited, as Purchaser
Sale Interest:	60% interest in the registered capital of Guangdong Swire Cold Chain Logistics Co., Ltd.
Consideration:	RMB173.8 million, subject to an adjustment to reflect the net cash held by Guangdong Swire at completion (the then outstanding demand loan to the minority shareholder of Guangdong Swire being treated as cash for this purpose)

Particulars of the Transaction

The Seller and the Purchaser entered into the Sale and Purchase Agreement on 6th August 2012 for the Purchaser to acquire the Seller's entire 60% interest in Guangdong Swire for a total cash consideration of RMB173.8 million, subject to an adjustment to reflect the net cash held by Guangdong Swire at completion (the then outstanding demand loan to the minority shareholder of Guangdong Swire being treated as cash for this purpose). Assuming completion on 31st August 2012, the total consideration is expected to amount to approximately RMB201.5 million (equivalent to HK\$247.2 million). In practice, because of the need to obtain necessary approvals of relevant regulatory bodies in the PRC referred to below, completion may take place after 31st August 2012, so the completion adjustment, and accordingly the total consideration, may differ from this amount. On completion of the Transaction, the Company will hold an indirect 60% interest in Guangdong Swire.

Each party will be responsible for its costs and expenses incurred in connection with the Transaction.

Completion of the Transaction under the Sale and Purchase Agreement is conditional upon, among other things, the Seller and the Purchaser obtaining all necessary approvals of relevant regulatory bodies in the PRC.

Financial Matters

Guangdong Swire is a Sino-foreign equity joint venture established in the PRC in 2007 with registered capital of RMB144.6 million, which has been fully paid up and is owned as to 60% by the Seller and the remaining 40% by Guangdong Foodstuffs Import/Export (Group) Corporation. Guangdong Swire currently operates three cold stores in Guangdong Province. The Sale Interest represents the Seller's entire 60% interest in registered capital of Guangdong Swire. The Seller's original purchase cost of the Sale Interest was RMB152.3 million.

As at 31st December 2011, the audited net asset value attributable to the Sale Interest was approximately RMB130.5 million.

For the year ended 31st December 2011, the audited net profits before and after taxation and extraordinary items of Guangdong Swire were approximately RMB9.6 million and RMB7.2 million respectively.

For the year ended 31st December 2010, the audited net profits before and after taxation and extraordinary items of Guangdong Swire were approximately RMB7.3 million and RMB5.1 million respectively.

The consideration for the sale and purchase of the Sale Interest was determined after arm's length negotiation between the parties and having regard to the matters referred to under "Financial Matters" above.

Reasons for, and benefits of, the Transaction

The Transaction enables the Company, through the Purchaser, to expand and develop its cold storage business in the PRC.

Connection between the parties

As the Seller is a wholly owned subsidiary of John Swire & Sons Limited, a substantial shareholder of the Company, the Seller is a connected person of the Company.

Compliance with the Listing Rules

As the highest of the relevant percentage ratios as defined under Rule 14.07 of the Listing Rules (other than the profits ratio) in respect of the Transaction is more than 0.1% but less than 5%, the Transaction (as a connected transaction for the Company) is subject to the announcement and reporting requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Opinion of the Directors

The Directors (including the independent non-executive Directors) consider that the Transaction is on normal commercial terms and in the ordinary and usual course of business of the Company, fair and reasonable and in the interests of the Company and its shareholders as a whole.

C.D. Pratt, M. Cubbon, G.L. Cundle, Baroness Dunn, J.W.J. Hughes-Hallett, P.A. Kilgour, I.S.C. Shiu, J.R. Slosar, M.B. Swire and A.K.W. Tang, being directors and/or employees (and also shareholders in the case of Baroness Dunn and M.B. Swire) of the Swire Group, which is a substantial shareholder of the Company, are interested in the Transaction and have abstained from voting on the relevant board resolutions of the Company in respect of the Transaction.

Definitions

“Company” or “Swire Pacific”	Swire Pacific Limited, an investment holding company incorporated in Hong Kong and listed on the Stock Exchange, the subsidiaries, associated companies and jointly controlled entities of which are engaged in property, aviation, beverages, marine services and trading and industrial businesses.
“Directors”	The directors of Swire Pacific.
“Guangdong Swire”	Guangdong Swire Cold Chain Logistics Co., Ltd., a company incorporated in the PRC, whose principal activity is provision of cold storage and warehousing services.

“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, for the purpose of this announcement only, Hong Kong, Macau and Taiwan.
“Purchaser”	Swire Pacific Cold Storage Limited, a wholly owned subsidiary of the Company, the principal activity of which is investment in cold storage business.
“Sale and Purchase Agreement”	The sale and purchase agreement dated 6th August 2012 entered into between the Seller and the Purchaser relating to the Sale Interest.
“Sale Interest”	The Seller’s entire 60% interest in the registered capital of Guangdong Swire.
“Seller”	John Swire & Sons Pty Ltd., a company incorporated in Australia and wholly owned by John Swire & Sons Limited, whose principal activity is investment holding.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.
“Swire Group”	John Swire & Sons Limited and its subsidiaries.
“Transaction”	The purchase and sale of the Sale Interest pursuant to the Sale and Purchase Agreement.

As at the date of this announcement, the Directors of the Company are:

Executive Directors: C.D. Pratt (Chairman), M. Cubbon, G.L. Cundle, P.A. Kilgour, I.S.C. Shiu, J.R. Slosar, A.K.W. Tang;

Non-Executive Directors: Baroness Dunn, J.W.J. Hughes-Hallett, P.A. Johansen and M.B. Swire; and

Independent Non-Executive Directors: T.G. Freshwater, C.K.M. Kwok, C. Lee, R.W.M. Lee, M.C.C. Sze and M.M.T. Yang.

By Order of the Board
SWIRE PACIFIC LIMITED
David Fu
Company Secretary
Hong Kong, 6th August 2012