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COFCO LAND HOLDINGS LIMITED

中糧置地控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 207)

DISCLOSEABLE TRANSACTION ACQUISITION OF LAND USE RIGHTS OF LAND IN SANYA

THE ACQUISITION

Sanya Yue Sheng, an indirect subsidiary of the Company, succeeded in the bid for the land use rights of the Land in Hong Tang Wan Tourist Resort District of Sanya on 11 August 2014, at the consideration of RMB844,790,671.2 (approximately HK\$1,064,351,767), and signed the Bid Confirmation on 11 August 2014. The state-owned land use rights grant contract in relation to the Acquisition will be entered into on or before 25 August 2014.

LISTING RULES IMPLICATIONS

As the relevant applicable percentage ratio exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

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PRINCIPAL TERMS OF THE BID CONFIRMATION AND THE LAND

Date of the Bid Confirmation : 11 August 2014

Parties to the Bid Confirmation : Sanya Yue Sheng and 海南南部拍賣市場有限公司 (Southern Hainan Auction Market Company Limited*) (as the bidding agent of the listing-for-sale organised by the Bureau) (to the best of Directors' knowledge, information and belief, and after the Directors made all reasonable enquiries, each of the Bureau and 海南南部拍賣市場有限公司 (Southern Hainan Auction Market Company Limited*) is a third party independent of the Company and its connected persons)

Location of the Land	: located at east to Bu Fu Er Dui, south to Hongtang Golf Course, west to Hong Tang Shi Fu Estate and north to Guo Dao 225 in Hong Tang Wan Tourist Resort District of Sanya (parcel no: C-06, C-07 and D-01) (三亞市紅塘灣旅遊度假區 (控規C-06、C-07、D-01地塊), 東至布甫二隊, 南至紅棠高爾夫球場, 西至紅塘示福村, 北至225國道)
Total site area	: 149,785.58 sq.m.
Planned total gross floor area	: Not more than 165,530.655 sq.m., with the above ground gross floor area of not more than 24,592.1904 sq.m for commercial facilities, commerce facilities and recreational facilities and the above ground gross floor area of not more than 140,938.465 sq.m for residential (inclusive of supporting public facilities).
Use of the Land	: Type II residential land and commercial land
Term of the Land Use Rights	: 40 years for commercial land, 70 years for Type II residential land and 50 years for the land (parcel no C-07) to be used for building school
Consideration	: RMB844,790,671.2 (approximately HK\$1,064,351,767)
Payment of the Consideration	: the deposit for the bid in the sum of RMB754,000,000 having been paid will automatically form the payment of the equivalent amount of the Consideration. The remaining balance of the Consideration is estimated to be paid within 1 month after execution of the state-owned land use rights grant contract.

BASIS OF THE CONSIDERATION

The Consideration was determined at as a result of successful bidding for the Land by Sanya Yue Sheng through listing-for-sale organised by the Bureau. In determining whether to bid at the Consideration, Sanya Yue Sheng has taken into account various factors such as the minimum bid price for the Land, current market conditions, costs of lands in the surrounding area, the location, the nature and the intended use of the Land, and the development prospect of the Land.

The Consideration will be satisfied by internal resources of the Group.

INFORMATION ON THE COMPANY AND THE GROUP

The Group is principally engaged in development, operation, sales, leasing and management of mixed-use complexes and commercial properties in the PRC. The Group holds a commercial property portfolio comprising two mixed-use complex projects, two commercial property projects, four hotel projects, one integrated tourist project and two minority-held projects. The Company is an investment holding company incorporated in Bermuda.

INFORMATION ON THE BUREAU

The Bureau is in charge of environmental protection and planning and management of land resources of Sanya.

REASONS FOR AND BENEFITS OF THE ACQUISITION

In line with the Group's business strategy, it shall actively seek to acquire suitable development sites in the prime locations of first-tier and second-tier cities of the PRC to replenish its land reserves. The Board is of the view that the Acquisition is in line with the strategy of the Group and will further expand and diversify the geographical locations of the Group's land reserves.

The Land is located in Hong Tang Wan Tourist Resort District of Sanya, lying between three 5A-level scenic areas Tian Ya Hai Jiao, Nan Shan and Da Xiao Dong Tian. With the prominent superiority of its location, Hong Tang Wan Tourist Resort District is the core part of the tourist resort of the west Da Sanya Wan, a mid-to-high-end integrated tourist resort combining hotels, commerce, entertainment and community as a whole. In consideration of the strategic location of the Land and the limited land supply of Hong Tang Wan Tourist Resort District in the foreseeable future, the Board believes that the Acquisition is an excellent opportunity to the Group.

Based on the above, the Board considers that the Acquisition is conducted in the ordinary and usual course of business of the Company, and the terms of the Acquisition are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

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DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Acquisition”	the acquisition of the Land by Sanya Yue Sheng
“Bid Confirmation”	the bid confirmation notice (成交確認通知書) issued to Sanya Yue Sheng on 11 August 2014 confirming the successful bidding for the state-owned construction land use rights of the Land
“Board”	the board of directors of the Company
“Bureau”	三亞市國土環境資源局 (Land, Environment and Resources Bureau of Sanya*)
“Sanya Yue Sheng”	三亞悅晟開發建設有限公司 (Sanya Yue Sheng Development & Construction Co., Ltd.*), a company incorporated in Sanya with limited liability, and an indirect subsidiary of the Company
“Company”	COFCO Land Holdings Limited (中糧置地控股有限公司), a company incorporated in Bermuda with limited liability, the ordinary shares of which are listed on the main board of the Stock Exchange
“Consideration”	the consideration in the sum of RMB844,790,671.2 (approximately HK\$1,064,351,767) for the Acquisition

“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
“Land”	a piece of land (parcel nos.: C-06, C-07, D-01) with a total site area of 149,785.58 sq.m. located at east to Bu Fu Er Dui, south to Hongtang Golf Course, west to Hong Tang Shi Fu Estate and north to Guo Dao 225 in Hong Tang Wan Tourist Resort District of Sanya, the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“percentage ratios”	has the meaning ascribed to it under Rule 14.07 of the Listing Rules
“PRC”	the People’s Republic of China, which shall, for the purpose of this announcement, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of share(s) of the Company
“sq.m.”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

For the purpose of this announcement and for illustration only, the exchange rate of RMB1.00 = HK\$1.2599 has been used, where applicable. No representation is made that any amount has been, could have been or may be exchanged at such rate or any other rate or at all on the date or dates in question or any other date.

By order of the Board
COFCO Land Holdings Limited
 Zhou Zheng
 Chairman

PRC, 11 August 2014

As at the date of this announcement, the Board comprises Mr. ZHOU Zheng and Mr. HAN Shi as Executive Directors; Mr. SHI Zhuowei, Mr. MA Jianping, Mr. MA Wangjun and Ms. JIANG Hua as Non-executive Directors; and Mr. LAU Hon Chuen, Ambrose, GBS, JP, Mr. LAM Kin Ming, Lawrence and Mr. WU Kwok Cheung, MH as Independent Non-executive Directors.

** English translations of the names are provided for ease of reference only and they are not official English names of the companies and authority concerned*