

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **COFCO Land Holdings Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the SGM of the Company to be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 27 November 2014 at 9:30 a.m. is set out on pages 6 to 7 of this circular. Whether or not you are able to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and, in such event, the instrument appointing a proxy will be deemed to be revoked.

4 November 2014

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DEFINITIONS

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

“Notice of the SGM”	the notice convening the SGM as set out on page 6 to 7 of this circular
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “COFCO Land Holdings Limited” to “Joy City Property Limited” and the proposed change of the secondary name in Chinese of the Company from “中糧置地控股有限公司” to “大悦城地產有限公司”
“SGM”	the special general meeting of the Company to be convened and held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 27 November 2014 at 9:30 a.m. or any adjournment thereof (as the case may be), to consider and, if thought fit, approve the Proposed Change of Company Name
“Special Resolution”	the proposed special resolution on the Proposed Change of Company Name as referred to in the Notice of the SGM

LETTER FROM THE BOARD



COFCO LAND HOLDINGS LIMITED

中糧置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 207)

Executive Directors:

Mr. ZHOU Zheng (*Chairman*)

Mr. HAN Shi

Non-executive Directors:

Mr. SHI Zhuowei

Mr. MA Jianping

Mr. MA Wangjun

Ms. JIANG Hua

Independent non-executive Directors:

Mr. LAU Hon Chuen, Ambrose, *GBS, JP*

Mr. LAM Kin Ming, Lawrence

Mr. WU Kwok Cheung, *MH*

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business in Hong Kong:

33/F, Top Glory Tower

262 Gloucester Road

Causeway Bay

Hong Kong

4 November 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The Company refers to its announcement dated 3 November 2014 in relation to the Proposed Change of Company Name and its announcement dated 12 September 2014 (the “Acquisition Announcement”) in relation to, among other things, the proposed acquisition of the Joy City Projects (as defined in the Acquisition Announcement) from its controlling shareholder, COFCO Corporation. Unless otherwise specified, any capitalised terms used in this circular shall have the same meaning as defined in the Acquisition Announcement.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the Notice of the SGM and information in respect of the Special Resolution to be proposed at the SGM regarding the approval of the Proposed Change of Company Name.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “COFCO Land Holdings Limited” to “Joy City Property Limited” and the secondary name in Chinese of the Company from “中糧置地控股有限公司” to “大悅城地產有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

1. the passing of the Special Resolution by the Shareholders at the SGM;
2. completion of the Acquisition in accordance with the terms and conditions of the Acquisition Agreement; and
3. the approval of the Registrar of Companies in Bermuda for the change of the English name and secondary name in Chinese of the Company.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

As disclosed in the Acquisition Announcement, pursuant to the Acquisition Agreement, the Company has conditionally agreed to acquire, and the Sellers have conditionally agreed to sell, the Sale Shares (representing the entire issued share capital of each of the Target Companies) and the Shareholder Loans (representing all the outstanding loans owing by the relevant Target Companies to COFCO Land immediately before Completion). The Target Group has a property portfolio of six mixed-use complexes property projects developed under the flagship brand “Joy City (大悅城)”, a commercial property project and non-controlling interest in two property projects. Upon Completion, the Enlarged Group will be holding seven mixed-use complexes developed under the flagship brand “Joy City (大悅城)”, namely Beijing Xidan Joy City, Shenyang Joy City, Beijing Chaoyang Joy City, Shanghai Joy City, Tianjin Joy City, Yantai Joy City and Chengdu Joy City, as well as other commercial properties. The Enlarged Group shall focus on the development and management of mixed-used complexes under the well-developed flagship brand “Joy City (大悅城)”.

LETTER FROM THE BOARD

The Board believes that the proposed new English name and secondary name in Chinese of the Company will provide a better identification of the principal business and business presence of the Enlarged Group in the PRC and Hong Kong and its position as the overseas listed platform of COFCO Corporation for its mixed-used complexes developed under the flagship brand “Joy City (大悦城)” as well as other commercial properties. As such, the Board is of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the existing Shareholders. All existing share certificates in issue bearing the present or former name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new certificates bearing the new names of the Company. Once the Proposed Change of Company Name becomes effective, any issue of share certificates thereafter will be in the new English name and secondary name in Chinese of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Proposed Change of Company Name, the new English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange as and when appropriate.

3. SPECIAL GENERAL MEETING

A notice of the SGM to be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 27 November 2014 at 9:30 a.m. is set out on pages 6 to 7 of this circular for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name.

A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so desire and, in such event, the instrument appointing a proxy will be deemed to be revoked.

LETTER FROM THE BOARD

In order to determine the list of Shareholders who will be entitled to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 25 November 2014 to Thursday, 27 November 2014 (both days inclusive) during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on 27 November 2014 shall be entitled to attend and vote at the SGM. In order for the Shareholders to qualify for attending and voting at the SGM, all transfer documents, accompanied by the relevant Share certificates, should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, on or before 4:30 p.m., Monday, 24 November 2014.

4. VOTING BY POLL

Voting on the Special Resolution at the SGM will be taken by poll. The Company will appoint scrutineers to conduct vote-taking procedures at the SGM. The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at <http://www.cofcolandholdings.com> in accordance with Rule 13.39(5) of the Listing Rules. No Shareholder is required to abstain from voting at the SGM.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Special Resolution as set out in the Notice of the SGM on pages 6 to 7 of this circular.

Yours faithfully,
For and on behalf of the Board of
COFCO Land Holdings Limited
ZHOU Zheng
Chairman

NOTICE OF SGM



COFCO LAND HOLDINGS LIMITED

中糧置地控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 207)

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of COFCO Land Holdings Limited (the “Company”) will be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 27 November 2014 at 9:30 a.m., for the purpose of considering and, if thought fit, passing, without modifications, the following resolution as special resolution of the Company. Capitalised terms defined in the circular dated 4 November 2014 issued by the Company shall have the same meanings when used herein unless otherwise specified.

SPECIAL RESOLUTION

“**THAT** subject to (i) the Completion of the Acquisition in accordance with the terms and conditions of the Acquisition Agreement; (ii) the entry of “Joy City Property Limited” as the new English name and the entry of “大悦城地產有限公司” as the new secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda:

- (a) the English name of the Company be changed to “Joy City Property Limited” and the secondary name in Chinese of the Company be changed to “大悦城地產有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

By Order of the Board
COFCO Land Holdings Limited
ZHOU Zheng
Chairman

Hong Kong, 4 November 2014

NOTICE OF SGM

Notes:

1. The register of members of the Company will be closed for registration of transfer of Shares from Tuesday, 25 November 2014 to Thursday, 27 November 2014, both days inclusive. In order to qualify for attending and voting at the SGM, all transfer documents should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, on or before 4:30 p.m., Monday, 24 November 2014.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The Special Resolution at the SGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at <http://www.cofcolandholdings.com> in accordance with the Listing Rules.
5. As at the date of this notice, the Board comprises Mr. ZHOU Zheng (Chairman) 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.