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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 US\$ DENOMINATED GUARANTEED NOTES ISSUE

The Issuer, a wholly-owned subsidiary of the Company, proposes to offer the Notes to professional investors. The Notes will be guaranteed by the Company and are expected to be supported by a keepwell deed and a deed of equity interest purchase undertaking to be executed by COFCO (HK), the controlling shareholder of the Company.

Application will be made to the Hong Kong Stock Exchange for listing of, and permission to deal in, the Notes by way of debt issue to professional investors only.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. The completion of the Proposed Notes Issue is subject to market conditions and investors' interest. Potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

Further announcement in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.

THE PROPOSED NOTES ISSUE

The Issuer, a wholly-owned subsidiary of the Company, proposes to offer the Notes to professional investors. The Joint Lead Managers and Joint Bookrunners are managing the Proposed Notes Issue.

The Notes will be guaranteed by the Company and are expected to be supported by a keepwell deed and a deed of equity interest purchase undertaking to be executed by COFCO (HK), the controlling shareholder of the Company.

The Issuer is offering the Notes only outside of the United States in reliance on Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or to any connected person of the Company.

The pricing of the Notes, including the aggregate principal amount, the offer price and interest rate, will be determined through a book building exercise conducted by the Joint Lead Managers and Joint Bookrunners. Upon finalisation of the terms of the Notes, the Joint Lead Managers and Joint Bookrunners will enter into a subscription agreement with the Company and the Issuer in relation to the Proposed Notes Issue.

PROPOSED USE OF PROCEEDS

If the Notes are issued, the net proceeds (after deducting underwriting commissions and estimated offering expenses) are intended to be used for general corporate purposes and to on-lend to the Company for partial payment of consideration in relation to the proposed acquisition of the Joy City Projects. Please refer to the announcements issued by the Company on September 12, 2014 and November 3, 2014 for the details of the proposed acquisition.

LISTING

Application will be made to the Hong Kong Stock Exchange for listing of, and permission to deal in, the Notes by way of debt issue to professional investors only. A confirmation of eligibility for listing of the Notes has been received from the Hong Kong Stock Exchange. Listing of the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the merits of the Notes, the Company or its subsidiaries.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. The completion of the Proposed Notes Issue is subject to market conditions and investors' interest. Potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

Further announcement in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.

DEFINITIONS

“COFCO (HK)”	COFCO (Hong Kong) Limited (中糧集團(香港)有限公司), a company incorporated in Hong Kong with limited liability and a controlling shareholder of the Company
“Company”	COFCO Land Holdings Limited (中糧置地控股有限公司), a company incorporated under the laws of Bermuda with limited liability on September 23, 1992, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 207)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issuer”	Double Rosy Limited (倍隆有限公司), a company incorporated under the laws of the British Virgin Islands with limited liability, a wholly-owned subsidiary of the Company
“Joint Lead Managers and Joint Bookrunners”	Goldman Sachs (Asia) L.L.C., BOCI Asia Limited, The Hongkong and Shanghai Banking Corporation Limited, DBS Bank Ltd., J.P. Morgan Securities plc, Australia and New Zealand Banking Group Limited, Bank of Communications Co., Ltd. Hong Kong Branch and Industrial and Commercial Bank of China (Asia) Limited
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notes”	US\$ denominated notes expected to be issued by the Issuer and guaranteed by the Company
“PRC”	the People’s Republic of China, which shall, for the purposes of this announcement, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Proposed Notes Issue”	the proposed issue of the Notes
“Securities Act”	the United States Securities Act of 1933, as amended
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”	the U.S. dollars, the lawful currency of the United States of America

By Order of the Board
COFCO LAND HOLDINGS LIMITED
ZHOU Zheng
Chairman

The PRC, November 4, 2014

As at the date of this announcement, the Board comprises of Mr. ZHOU Zheng and Mr. HAN Shi as Executive Directors; Mr. SHI Zhouwei, 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.