

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **COFCO LAND HOLDINGS LIMITED**

**中糧置地控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 207)**

### **VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE JOY CITY PROJECTS**

Reference is made to the announcements of the Company dated 12 September 2014, 3 November 2014 and 27 November 2014, and the circular dated 5 November 2014 (the “**Circular**”), in relation to the Acquisition. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

#### **COMPLETION OF THE ACQUISITION**

The Board is pleased to announce that all the conditions precedent for the Acquisition under the Acquisition Agreement have been fulfilled (or waived, as the case may be), and the Acquisition was completed on 4 December 2014. As at the date of this announcement, a total amount of HK\$6,229,892,686, representing 50% of the Consideration, was paid by the Company to the Sellers.

Pursuant to the Supplemental Agreement, the remaining balance of the Consideration in an amount of HK\$6,229,892,686 shall be fully paid by the Company within six months after the Completion Date. The Company is in the course of arranging for external financings for the settlement of the balance of the Consideration, and shall make a further announcement as soon as the terms of such financing arrangements have been finalised.

#### **PROPOSED DISPOSAL OF COFCO SHANGHAI**

Shanghai COFCO Tower, a commercial property project held and developed by the project company COFCO Shanghai, was 50% held by the Group and 50% held by the Target Group before Completion. As disclosed in the Circular, in line with the Group’s business strategy, the Group and the Target Group have commenced the preliminary procedures for the proposed disposal of the entire equity interest in COFCO Shanghai to independent third party purchaser by way of public auction, and expect to enter into agreement(s) for the disposal of their respective 50% equity interest in COFCO Shanghai by the end of 2014.

As at the date of this announcement, the Group and the Target Group had not yet entered into any agreement(s) with any independent third party purchaser for the disposal of their respective equity interest in COFCO Shanghai. Accordingly, the Group acquired the non-controlling interest of COFCO Shanghai held by the Target Group, and held the entire interest of Shanghai COFCO Tower, upon Completion.

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

PRC, 4 December 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.*