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Jinmao Investments
金茂投資

(As constituted pursuant to a deed of trust on 13 June 2014 under the laws of Hong Kong, the trustee of which is Jinmao (China) Investments Manager Limited)

and

Jinmao (China) Investments Holdings Limited
金茂(中國)投資控股有限公司

(Registered in the Cayman Islands with limited liability)

Stock code: 06139

**STABILISATION ACTION, END OF STABILISATION PERIOD
AND PARTIAL-EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Trustee-Manager and the Company announce that the stabilisation period in connection with the Global Offering ended on 24 July 2014.

The Trustee-Manager and the Company have been informed by Deutsche Bank AG, Hong Kong Branch, the Stabilising Manager, that the stabilising actions that have been undertaken during the stabilisation period were:

- (1) over-allocations of an aggregate of 90,000,000 Share Stapled Units in the International Offering, representing 15% of the number of the Offer Share Stapled Units initially available under the Global Offering before any exercise of the Over-allotment Option;
- (2) the borrowing of an aggregate of 90,000,000 Share Stapled Units by the Stabilising Manager from Franshion pursuant to the Share Stapled Units Borrowing Agreement solely to cover over-allocations in the International Offering; and
- (3) the purchase of an aggregate of 20,603,000 Share Stapled Units in the price range of HK\$5.30 to HK\$5.35 per Share Stapled Unit on the market (excluding brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%), representing 3.43% of the number of the Offer Share Stapled Units initially available under the Global Offering before any exercise of the Over-allotment Option.
- (4) the partial exercise of the Over-allotment Option by the Joint Global Coordinators on behalf of the International Underwriters on 24 July 2014 in respect of an aggregate of 69,397,000 Share Stapled Units (the “**Over-allotment Share Stapled Units**”), representing 11.57% of the Offer Share Stapled Units initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the return to Franshion of 90,000,000 borrowed Share Stapled Units which were used to cover over-allocations of Share Stapled Units in the International Offering. The Over-allotment Share Stapled Units were sold by Franshion at HK\$5.35 per Share Stapled Units (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee, if any), being the Offer Price under the Global Offering.

The portion of the Over-allotment Option which has not been exercised by the Joint Global Coordinators, on behalf of the International Underwriters, lapsed on 24 July 2014.

Jinmao (China) Investments Manager Limited (in its capacity as trustee-manager of Jinmao Investments) (the “**Trustee-Manager**”) and Jinmao (China) Investments Holdings Limited (the “**Company**”) make this announcement pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong) and announce that the stabilisation period in connection with the Global Offering ended on 24 July 2014, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

Unless otherwise defined in this announcement, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 19 June 2014 (the “**Prospectus**”) jointly issued by Jinmao Investments and the Company.

STABILISATION ACTIONS

The Trustee-Manager and the Company have been informed by Deutsche Bank AG, Hong Kong Branch, the Stabilising Manager, that the stabilising actions that have been undertaken during the stabilisation period were:

- (1) over-allocations of an aggregate of 90,000,000 Share Stapled Units in the International Offering, representing 15% of the number of the Offer Share Stapled Units initially available under the Global Offering before any exercise of the Over-allotment Option;
- (2) the borrowing of an aggregate of 90,000,000 Share Stapled Units by the Stabilising Manager from Franshion pursuant to the Share Stapled Units Borrowing Agreement solely to cover over-allocations in the International Offering. Such Share Stapled Units will be returned and redelivered to Franshion in accordance with the terms of the Share Stapled Units Borrowing Agreement; and
- (3) the purchase of an aggregate of 20,603,000 Share Stapled Units in the price range of HK\$5.30 to HK\$5.35 per Share Stapled Unit on the market (excluding brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%), representing 3.43% of the number of the Offer Share Stapled Units initially available under the Global Offering before any exercise of the Over-allotment Option.
- (4) the partial exercise of the Over-allotment Option by the Joint Global Coordinators on behalf of the International Underwriters on 24 July 2014 in respect of an aggregate of 69,397,000 Share Stapled Units (the “**Over-allotment Share Stapled Units**”), representing 11.57% of the Offer Share Stapled Units initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the return to Franshion of 90,000,000

borrowed Share Stapled Units which were used to cover over-allocations of Share Stapled Units in the International Offering. The Over-allotment Share Stapled Units were sold by Franshion at HK\$5.35 per Share Stapled Units (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee, if any), being the Offer Price under the Global Offering.

The last purchase of Share Stapled Units made by the Stabilising Manager on the market during the course of the stabilisation period was on 14 July 2014 at the price of HK\$5.35 per Share Stapled Unit.

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Trustee-Manager and the Company announce that the Over-allotment Option was partially exercised by the Joint Global Coordinators on behalf of the International Underwriters on 24 July 2014 in respect of an aggregate of 69,397,000 Share Stapled Units (the “**Over-allotment Share Stapled Units**”), representing 11.57% of the Offer Share Stapled Units initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the return to Franshion of 90,000,000 borrowed Share Stapled Units which were used to cover over-allocations of Share Stapled Units in the International Offering. The Over-allotment Share Stapled Units were sold by Franshion at HK\$5.35 per Share Stapled Units (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee, if any), being the Offer Price under the Global Offering. The portion of the Over-allotment Option which has not been exercised by the Joint Global Coordinators, on behalf of the International Underwriters, lapsed on 24 July 2014.

The net proceeds (after deducting the underwriting commissions, the discretionary incentive fee and relevant expenses payable by Franshion) from the sale of the Over-allotment Share Stapled Units amount to approximately HK\$361,219,851.43 and will be received by Franshion. The Trustee-Manager and the Company will not receive any of such proceeds.

Approval for the listing of and permission to deal in the Over-allotment Share Stapled Units has already been granted by the Listing Committee.

The holding structure of the Share Stapled Units of the Trust and the Company immediately before and immediately after the sale of the Over-allotment Share Stapled Units by Franshion is as follows:

A. IMMEDIATELY BEFORE THE SALE OF THE OVER-ALLOTMENT SHARE STAPLED UNITS

Holder of Share Stapled Units	Number of Share Stapled Units held or interested	Percentage
Franshion	1,400,000,000	70%
Public	600,000,000	30%

B. IMMEDIATELY AFTER THE SALE OF THE OVER-ALLOTMENT SHARE STAPLED UNITS

Holder of Share Stapled Units	Number of Share Stapled Units held or interested	Approximate Percentage
Franshion	1,330,603,000	66.53%
Public	669,397,000	33.47%

The Trust Group continues to comply with the public float requirements under Rule 8.08 of the Listing Rules.

By Order of the Board
Jinmao (China) Investments Manager Limited
and
Jinmao (China) Investments Holdings Limited
He Cao
Chairman

Hong Kong, 24 July 2014

As at the date of this announcement, the directors of the Trustee-Manager and the Company are Mr. HE Cao (Chairman), Mr. LI Congrui and Mr. JIANG Nan as Non-executive Directors; Mr. ZHANG Hui as Executive Director and Chief Executive Officer; and Dr. CHUNG Shui Ming Timpson, Dr. CHEN Jieping and Dr. ZHANG Rungang as Independent Non-executive Directors.