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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)

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

Reference is made to the announcement of the Company dated 12 September 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.

As disclosed in the Circular, on 3 November 2014, the Company, COFCO Land, Sheen Jade and Magic Grain, being all the parties to the Acquisition Agreement, entered into a supplemental agreement to the Acquisition Agreement (the “**Supplemental Agreement**”) in relation to the possible defer payment of part of the Consideration. Pursuant to the Supplemental Agreement, subject to the aggregate amount of funding to be raised by the Company hereafter, if it is so requested by the Company and agreed by the Sellers, the parties shall proceed to Completion with not less than 50% of the Consideration being paid upon Completion.

The Board has resolved, and the Sellers had agreed, to proceed to Completion upon payment of a total amount of HK\$6,229,892,686 by the Company to the Sellers, representing 50% of the Consideration. 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.

Based on the arrangement for the defer payment under the Supplemental Agreement, the Company expects that the Completion will take place in early December 2014. The Company shall make a further announcement as soon as Completion took place.

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

Hong Kong, 27 November 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.