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中國東方資產管理(國際)控股有限公司
China Orient Asset Management
(International) Holding Limited

**CHINA ORIENT ASSET MANAGEMENT
(INTERNATIONAL) HOLDING LIMITED**
(Incorporated in Hong Kong with limited liability)

**SMART SUCCESS
CAPITAL LTD.**

(Incorporated in the BVI with limited liability)



SHANGHAI ZENDAI PROPERTY LIMITED
上海証大房地產有限公司*
(Incorporated in Bermuda with limited liability)
(Stock code: 755)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF COMPOSITE DOCUMENT

**Financial adviser to
the Offeror**



**Financial adviser to
Shanghai Zendai Property Limited**



References are made to the joint announcements issued by Shanghai Zendai Property Limited (the “Company”), China Orient Asset Management (International) Holding Limited and Smart Success Capital Ltd. (the “Offeror”) (collectively, the “Parties”) dated 12 February 2015 (the “Joint Announcement”) and 13 February 2015 in relation to, among other things, the unconditional mandatory cash offer by CITIC Securities Corporate Finance (HK) Limited on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Joint Announcement.

As stated in the Joint Announcement, it is the intention of the Offeror and the Board that the offer document from the Offeror and the offeree board circular from the Company be combined into the Composite Document. The Composite Document includes, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from an independent financial adviser to the Independent Board Committee in relation to the Offer. In order for the Independent Board Committee and the independent financial adviser to the Independent Board Committee to give their respective recommendation and advice on the Offer after taking into consideration the financial results of the Company for the year ended 31 December 2014, an application has been made by the Company and the Offeror to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code and to extend the deadline for the despatch of the Composite Document to 17 April 2015. The Executive has granted its consent to the extension and a further announcement will be made upon the despatch of the Composite Document.

WARNING: SHAREHOLDERS AND PROSPECTIVE INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY AND IF THEY ARE IN ANY DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.

For and on behalf of
**China Orient Asset Management
(International) Holding Limited**
Zhang Chenguang
Co-President

On behalf of the Board
Shanghai Zendai Property Limited
Dai Zhikang
Chairman

For and on behalf of
Smart Success Capital Ltd.
Zhang Chenguang
Co-President

Hong Kong, 5 March 2015

The information contained in this joint announcement relating to the Company and the Group has been supplied by the Company. As at the date of this joint announcement, the executive Directors are Mr. Dai Zhikang, Ms. Li Li Hua, Mr. Zuo Xingping and Mr. Tang Jian. The non-executive Directors are Mr. Xu Xiaoliang and Mr. Gong Ping. The independent non-executive Directors are Mr. Lo Mun Lam, Raymond, Mr. Lai Chik Fan, Mr. Li Man Wai and Mr. Cai Gaosheng.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than information relating to the Offeror or any of its associates or any parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror, or any of its associates or any parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The information contained in this joint announcement relating to the Offeror has been supplied by the Offeror. As at the date of this joint announcement, the sole director of the Offeror is COAMI and the directors of COAMI are Ms. Li Xin, Mr. Xu Yongli, Mr. Ma Tengying, Mr. Zhong Guoxing, Mr. Ludwig Chang, Mr. Pak To Leung, Mr. Andrew Y. Yan, Mr. Zeng Yang, Mr. Shi Shuang, Mr. Sui Zhaohui, Mr. Xue Gui and Mr. Mei Xiaofeng. The sole director of the Offeror, and all the directors of COAMI jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than information relating to the Vendors, the Selling Shareholder or any of their associates or any parties acting in concert with any of them or the Group), and confirms, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Vendors, the Selling Shareholder or any of their associates or any parties acting in concert with any of them or the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

* For identification purpose only