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## **China Jinmao Holdings Group Limited**

**中國金茂控股集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00817)**

### **VOLUNTARY ANNOUNCEMENT PURCHASE OPTION GRANTED TO THE COMPANY BY A SUBSIDIARY OF SINOCHEM GROUP**

The Board is pleased to announce that on 31 July 2017, Wuhan Huazi, a wholly-owned subsidiary of Sinochem Group, granted the Purchase Option to the Company pursuant to the Non-Compete Undertaking given by Sinochem Group, whereby the Company may acquire Wuhan Huazi's entire equity interest in Tianjin Dongli Xiaowang Village Project during the Non-Compete Undertaking Period.

#### **INFORMATION OF THE PROJECT**

The Project, located in Dongli District, Tianjin City, has a site area of approximately 59,628 square metres and a gross floor area of approximately 119,256 square metres. The use of the land is for urban residential and commercial service purposes.

The Project was won by Wuhan Huazi through listing-for-sale on 31 July 2017 at a total price of RMB3,150 million.

#### **NON-COMPETE UNDERTAKING AND PURCHASE OPTION**

Pursuant to the Non-Compete Undertaking, Sinochem Group has undertaken to the Company that during the Non-Compete Undertaking Period, if Sinochem Group or any of its subsidiaries identifies or is offered any new business opportunity, it shall notify the Company of the new business opportunity in writing as soon as practicable. If the Company declines and Sinochem Group or any of its subsidiaries accepts the relevant new business opportunity, Sinochem Group shall grant or procure its subsidiary to grant the Company an option to acquire its interests in the new business during the Non-Compete Undertaking Period.

Sinochem Group has fulfilled its obligations in relation to the notification of new business opportunity pursuant to the Non-Compete Undertaking. Upon its acceptance of the new business opportunity of Tianjin Dongli Xiaowang Village Project, Wuhan Huazi issued a notice to grant the Purchase Option to the Company on 31 July 2017 pursuant to the Non-Compete Undertaking, whereby the Company may decide, at a time it deems appropriate, whether to exercise the option to purchase the equity interests in the Project held by Wuhan Huazi. Sinochem Group has confirmed to the Company that it will continue to fulfill its obligations under the Non-Compete Undertaking.

The exercise of the Purchase Option shall be subject to the corporate governance measures of the Company.

## **SUBSEQUENT SERVICE PROVISION**

Wuhan Huazi wishes to engage the Group to provide relevant services in respect of the development and management of the Project. The relevant agreements are subject to further negotiation. The Company will comply with the relevant requirements under the Listing Rules in this regard.

## **LISTING RULES IMPLICATIONS**

Sinochem Group, the ultimate controlling shareholder of the Company, is a connected person of the Company. Wuhan Huazi is a wholly-owned subsidiary of Sinochem Group, also a connected person of the Company. The Purchase Option constitutes an option granted to the Company by Wuhan Huazi under the Listing Rules and the exercise of the Purchase Option is at the discretion of the Company. No premium is payable for the grant of the Purchase Option to the Company. Therefore, the grant of the Purchase Option to the Company does not constitute a notifiable transaction under Chapter 14 of the Listing Rules and is not subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. If the Company exercises the Purchase Option in the future, the Company will comply with the relevant requirements under the Listing Rules.

This is a voluntary announcement made by the Company.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set out below:

“Board”	the board of Directors of the Company
“Company”	China Jinmao Holdings Group Limited (中國金茂控股集團有限公司), a company incorporated in Hong Kong with limited liability, whose shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Non-Compete Undertaking”	the non-compete undertaking given by Sinochem Group to the Company pursuant to a non-compete agreement entered into between Sinochem Group and the Company on 26 July 2007
“Non-Compete Undertaking Period”	from the day on which the Company has its shares listed on the Stock Exchange to the earlier of the day on which Sinochem Group is no longer the Company’s controlling shareholder, or the Company no longer has its shares listed on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this announcement, does not include Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Purchase Option”	an option granted by Wuhan Huazi to the Company to purchase its entire equity interest in the Project during the Non-Compete Undertaking Period pursuant to a notice issued to the Company by Wuhan Huazi on 31 July 2017
“RMB”	Renminbi, the lawful currency of the PRC
“Sinochem Group”	Sinochem Group (中國中化集團公司), the Company’s ultimate controlling shareholder, holding 53.96% equity interests in the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	has the meaning ascribed to it under the Listing Rules
“Tianjin Dongli Xiaowang Village Project” or “Project”	Jin Dong Li Cheng (Gua) No. 2017-092 land parcel described in the announcement on the assignment of use right of state-owned construction land, located in the south of Chengxin Road and west of Dieshan Road in Dongli District, Tianjin City, the use of which is for urban residential and commercial service purposes
“Wuhan Huazi”	Wuhan Huazi Enterprise Management Consulting Co., Ltd. (武漢化資企業管理諮詢有限公司), a company incorporated in the PRC with limited liability, and a wholly-owned subsidiary of Sinochem Group

By order of the Board  
**China Jinmao Holdings Group Limited**  
**NING Gaoning**  
*Chairman*

Hong Kong, 1 August 2017

*As at the date of this announcement, the Directors of the Company are Mr. NING Gaoning (Chairman), Mr. YANG Lin, Mr. CUI Yan and Mr. AN Hongjun as Non-executive Directors; Mr. LI Congrui and Mr. JIANG Nan as Executive Directors; Mr. LAU Hon Chuen, Ambrose, Mr. SU Xijia and Mr. GAO Shibin as Independent Non-executive Directors.*