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中國海外發展有限公司
CHINA OVERSEAS LAND & INVESTMENT LTD.

(incorporated in Hong Kong with limited liability)

(Stock Code: 688)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
A PUBLICLY TRADED COMMERCIAL REAL ESTATE INVESTMENT TRUST
FUND ON THE SHENZHEN STOCK EXCHANGE**

The Board is pleased to announce that on 7 September 2026, CAMC and CITICS submitted the application materials on the registration and listing of the Public Fund to the CSRC and the Shenzhen Stock Exchange. Prior to the application for the Proposed Listing, the Company has submitted the PN15 Application and a waiver application from strict compliance with paragraph 3(f) of PN15 regarding the assured entitlement requirement to the Stock Exchange.

The Proposed Spin-off constitutes (i) a disposal of the Project to the REIT, and (ii) a subscription of 20% of the Units in the Public Fund by the Group. As all applicable percentage ratios in respect of the Proposed Spin-off as calculated pursuant to Rule 14.07 of the Listing Rules are less than 5%, the Proposed Spin-off is not subject to the reporting, announcement or Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate in accordance with the requirements of the Listing Rules.

Shareholders and potential investors should note that the Proposed Spin-off and listing of the Public Fund is subject to, among other things, (i) the prevailing market conditions; (ii) the approval of the PN15 Application and the granting of a waiver from strict compliance with the requirement of paragraph 3(f) of PN15 by the Stock Exchange; and (iii) the review of and/or registration with the CSRC and the Shenzhen Stock Exchange. Accordingly, Shareholders and potential investors should be aware that there is no assurance that the Proposed Spin-off and public offering of the Public Fund will take place or as to when it may take place. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

THE PROPOSED SPIN-OFF

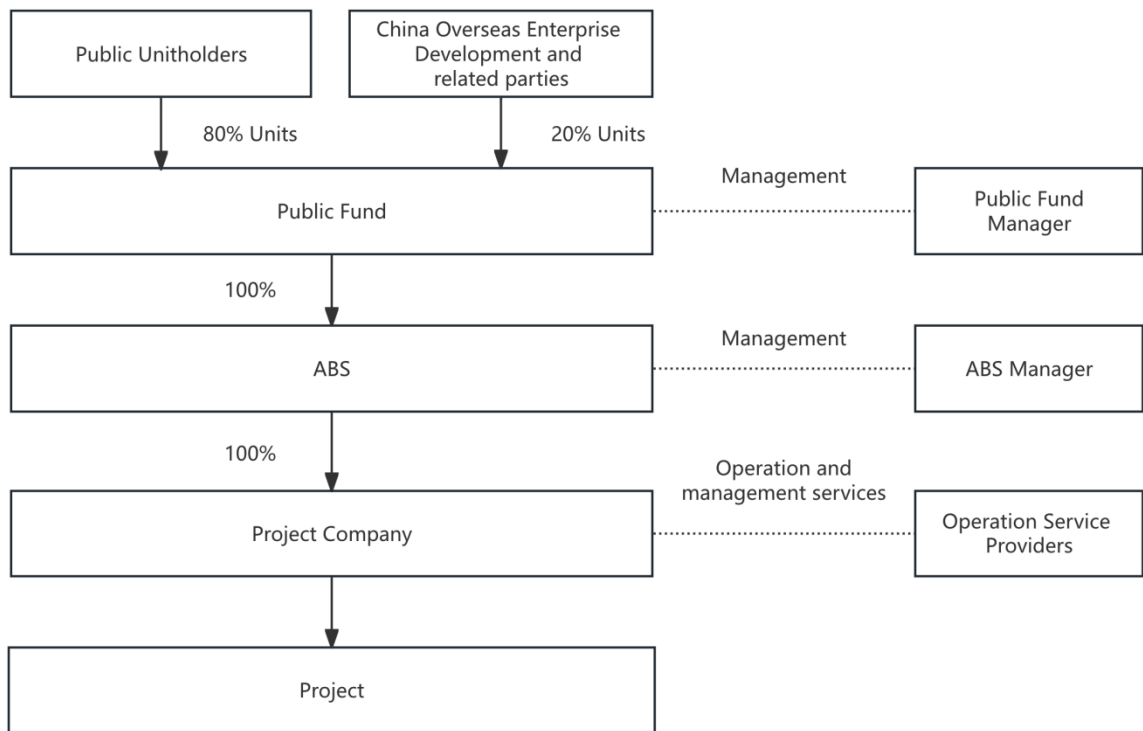
The Board is pleased to announce that on 7 September 2026, CAMC and CITICS submitted the application materials on the registration and listing of the Public Fund to the CSRC and the Shenzhen Stock Exchange.

The underlying asset of the REIT is one shopping mall located in Nanhai District, Foshan, Guangdong Province, the PRC (佛山千燈湖環宇城項目), namely, the Project, which is owned by the Project Company. As at the date of this announcement, the Project Company is a wholly-owned subsidiary of China Overseas Enterprise Development, being an indirect wholly-owned subsidiary of the Company.

For the purpose of the Proposed Spin-off, CAMC, as the Public Fund Manager, will set up the Public Fund as a publicly-listed real estate securities investment fund and will be responsible for its management and administration. It is currently expected that the Public Fund will raise total proceeds of approximately RMB1.534 billion. At the time of the Proposed Listing, the Group will subscribe for 20% of the Units in issue. For the purpose of the Proposed Spin-off and as required by the applicable PRC laws and regulations, the ABS will be set up by the ABS Manager. Upon the establishment of the Public Fund, the Public Fund will apply the proceeds to subscribe for the entire interest in the ABS, subsequent to which, the ABS will use the subscription monies to acquire the entire interest in the Project Company from the Group, to repay liabilities of the Project Company, to replenish working capital and to pay relevant transaction taxes and the establishment and transaction fees of the Public Fund and the ABS. Upon completion of such acquisition, the Project Company will be 100% held by the REIT and will cease to be a subsidiary of the Company. After the Proposed Spin-off, the REIT will not be a subsidiary of the Company and will not be consolidated into the financial accounts of the Company.

The Public Fund Manager, the Project Company, the ABS Manager and the Operation Service Providers would enter into an Entrusted Operation Service Agreement, pursuant to which the Operation Service Providers will provide operation and management services to the Project Company. The Project Company would pay an operation and management fee for the services.

The structure of the REIT upon completion of the Proposed Spin-off and the Proposed Listing is set out as below:



The Company has submitted the PN15 Application to the Stock Exchange. The Proposed Spin-off is conditional upon, among other things, the approval of the PN15 Application and the granting of a waiver from strict compliance with the requirement of paragraph 3(f) of PN15 by the Stock Exchange and the approval by the CSRC and the Shenzhen Stock Exchange of the Proposed Listing. The Company will make further announcement(s) in relation to the Proposed Spin-off as and when appropriate in accordance with the requirements of the Listing Rules.

LISTING RULES IMPLICATIONS OF THE PROPOSED SPIN-OFF

The Proposed Spin-off constitutes (i) a disposal of the Project to the REIT, and (ii) a subscription of 20% of the Units in the Public Fund by the Group. As all applicable percentage ratios in respect of the Proposed Spin-off as calculated pursuant to Rule 14.07 of the Listing Rules are less than 5%, the Proposed Spin-off is not subject to the reporting, announcement or Shareholders’ approval requirements under Chapter 14 of the Listing Rules.

REASONS FOR AND BENEFITS OF THE PROPOSED SPIN-OFF

The Directors consider that the Proposed Spin-off will be beneficial for both the Group and the REIT for the following reasons:

- (i) The Spin-off Business is situated in the Greater Bay Area, which is one of the major strategic areas with national support. The issuance of the REIT with the underlying assets of the Spin-off Business is in line with the significant national strategy and policy to restore and expand consumption, promote the construction and upgrading of commercial real estates, assist the healthy development of enterprises and stimulate high-quality economic growth and social development which in turn will deepen the reform of financial system, enhance the capability of financial services to serve the real economy, increase the proportion of direct financing, and promote the development of the multi-level capital market.
- (ii) The success of the offering of the REIT could act as a good demonstration to promote the revitalisation of the existing consumption assets while proceeds received by the Group can be used for acquisitions of existing assets and new investments relating to the Group's principal business, repayment of debts and replenishment of working capital, thereby forming a virtuous investment cycle and greatly improving the efficiency of the use of funds in commercial real estate. In addition, as the return of the REIT for the investors comes from the operation and management of the underlying assets in the commercial real estate, both the supervision and assessment of authority and the return requirements from external investors can supervise and urge the operation and management institutions to carry out a fine and efficient operations after the listing of the REIT.
- (iii) The offering of the REIT provides an alternative equity financing method, which can reduce the dependence on traditional debt financing methods and realize the diversification of financing methods commercial real estate REITs offering revitalizes existing assets and reduces financial leverage by introducing equity funds. Through the listing of the Public Fund, the Company will be able to revitalize its commercial real estate assets and avoid the adverse impact of long recovery period and lower asset turnover rates in commercial real estate investments. It will also enhance the Company's capabilities of rolling investment and sustainable operation, which will be beneficial to the Company's long-term performance.
- (iv) A separate listing of the Public Fund will unlock value for the Company's shareholders and better identify and establish the fair value of the underlying assets of the Public Fund. In the long term, the Company will continue to benefit from the performance of the Project Company when the Public Fund distributes its profits to unitholders or long-term capital appreciation, and generate income from providing operations management services for the Project.
- (v) The separate listing of the Public Fund allows the Group's high-quality assets to be listed separately in the PRC capital market, which will provide investors and the market generally with greater clarity on the operations and financial status of the business, and will enhance each of the Company and Spin-off Business' profile and image amongst its investors and business partners. It will also improve the Group's image and reputation, thereby continuing to enhance its ability to attract strategic investors.

- (vi) The separate listing of the Public Fund will provide separate fundraising platforms for the Group and the REIT with respect to their respective operations and future expansion. In particular, after the completion of the Proposed Spin-off and the Offering, the REIT will have a separate and independent listing platform in the PRC, which will enable it to have a direct access to the PRC capital market and to enhance its possibility to explore new financing and fundraising channels for the development of its business.

Based on the above, the Board considers that the Proposed Spin-off has obvious commercial benefits to the Group.

WAIVER FROM STRICT COMPLIANCE WITH PARAGRAPH 3(F) OF PN15

Paragraph 3(f) of PN15 requires a listed company contemplating a spin-off to have due regard to the interests of its existing shareholders by providing them with an assured entitlement to shares in the spun-off entity, either by way of a distribution in specie of existing shares in the spun-off entity or by way of preferred application in any offering of existing or new shares in the spun-off entity.

As advised by the PRC legal advisers of the Company, in respect of the Proposed Spin-off, according to relevant laws and regulations of the PRC, investors who subscribe for units of public funds must have RMB ordinary securities accounts, close-end fund accounts or open-end fund accounts opened through China Securities Depository and Clearing Corporation Limited (“**CSDC Open-end Fund Accounts**”). RMB ordinary securities accounts and close-end fund accounts can only be opened by (i) qualified PRC investors, including PRC citizens over 18 years old and PRC citizens over 16 but under 18 years old whose main source of support is income from his/her own labour, foreigners with PRC permanent resident status and ordinary PRC institutional investors; (ii) qualified foreign investors, including residents from Hong Kong, Macao and Taiwan who work and reside in the mainland of the PRC; and (iii) qualified special institutions and products, mainly including securities companies and their asset management subsidiaries, fund management companies and their subsidiaries, insurance companies, trust companies, banks and their commercial bank wealth management subsidiaries, foreign strategic investors approved by the relevant authorities in the PRC, asset management scheme of securities companies, asset management scheme of fund management companies, asset management scheme of futures companies, asset management scheme of insurance asset management companies, security investment funds, trust products, insurance products, bank asset management products, enterprise annuity schemes, professional annuity schemes, pension funds products, social security funds, private funds, qualified foreign investors and RMB qualified foreign investors. CSDC Open-end Fund Accounts can only be opened by (iv) individual investors with certain valid identification documents; and (v) other institutional and individual investors that fulfil the account opening standards of fund sales agencies institutions ((i) to (v) are collectively referred to as “**Qualified Investors**”).

The Company is unable to ascertain the identities of the Shareholders whose shares in the Company were held by them through HKSCC Nominees Limited or further assess whether such Shareholders are Qualified Investors. Accordingly, not all, if any, of the existing Shareholders will be qualified to hold the Units following the Proposed Listing, and thus compliance with paragraph 3(f) of PN15 in relation to the Proposed Listing will not be feasible.

Furthermore, the PRC legal advisers to the Company also advised that according to the requirements of relevant laws and regulations such as the Law of the PRC on Funds for Investment in Securities (中華人民共和國證券投資基金法), Commercial Real Estate REITs Pilot Announcement and the Guidance, except for the strategic placement to the strategic investors which include the original owners of the REIT or their related parties under common control and the units offered to offline investors in accordance with the applicable laws and regulations, the relevant laws and regulations do not grant other specific entities the right to subscribe for a specific percentage of the units of public funds on a preferential basis. Pursuant to the applicable PRC laws and regulations, the Company is unable to ascertain the identifications of the Shareholders or further assess whether such Shareholders are qualified to participate in the preferential allocations. Accordingly, the Company is not able to provide Shareholders with assured entitlement by way of preferential allocation of the Units.

In addition, pursuant to the relevant requirements of the Commercial Real Estate REITs Pilot Announcement and the Guidance, the original owners of the assets or their related parties under common control shall subscribe for not less than 20% of the total number of the REIT units under the strategic placement. If the original owner of the assets holds not less than 20% of the REIT units, it must hold 20% of the REIT units for at least 60 months from the listing date of the REIT, whilst any units held by such original owner in excess of 20% must be held for at least 36 months from the listing date of the REIT. As advised by the PRC legal advisers to the Company, since it is proposed that China Overseas Enterprise Development and/or other wholly-owned subsidiaries of the Company will hold 20% of the Units upon completion of the Proposed Listing, China Overseas Enterprise Development and/or other wholly-owned subsidiaries of the Company will be required to hold 20% of the Units for at least 60 months and (if any) the Units in excess of 20% for at least 36 months from the date of the Proposed Listing pursuant to the Commercial Real Estate REITs Pilot Announcement and the Guidance. Therefore, it is impractical for the Company to transfer or distribute the Units to the Shareholders.

After due and careful consideration of the Proposed Spin-off and having taken into account the advices from the PRC legal advisers to the Company on the legal impediments in fulfilling such requirement, the Board considers that it is not feasible for the Company to comply with paragraph 3(f) of PN15 in connection with the Proposed Spin-off. Accordingly, the Board has resolved not to provide assured entitlement to the Shareholders under the Proposed Listing due to the legal restrictions in offering PRC listed units to foreign investors, including the proposed offering of the Units to the Shareholders, and considers that the Proposed Spin-off and the non-provision of the assured entitlement in relation to the Proposed Spin-off are fair and reasonable, and in the interest of the Company and the Shareholders as a whole. The Company has also applied for a waiver from strict compliance with the requirement of paragraph 3(f) of PN15.

Shareholders and potential investors should note that the Proposed Spin-off and listing of the Public Fund is subject to, among other things, (i) the prevailing market conditions; (ii) the approval of the PN15 Application and the granting of a waiver from strict compliance with the requirement of paragraph 3(f) of PN15 by the Stock Exchange; and (iii) the review of and/or registration with the CSRC and the Shenzhen Stock Exchange. Accordingly, Shareholders and potential investors should be aware that there is no assurance that the Proposed Spin-off and public offering of the Public Fund will take place or as to when it may take place. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“ABS”	an asset-back special purpose plan managed by the ABS Manager to securitise the Project
“Board”	the board of Directors of the Company
“CAMC” or “Public Fund Manager”	China Asset Management Company Limited* (華夏基金管理有限公司)
“China Overseas Enterprise Development”	China Overseas Enterprise Development Group Co., Ltd.* (中海企業發展集團有限公司), a wholly-owned subsidiary of the Company as at the date of this announcement
“CITICS” or “ABS Manager”	CITIC Securities Company Limited* (中信証券股份有限公司)
“Commercial Real Estate REITs Pilot Announcement”	the Announcement on Launching the Pilot Programme for Commercial Real Estate Investment Trust Funds* (《中國證監會關於推出商業不動產投資信託基金試點的公告》), issued by the CSRC on 31 December 2025
“Company”	China Overseas Land & Investment Limited (中國海外發展有限公司), a company incorporated in Hong Kong with limited liability whose shares are listed on the main board of the Stock Exchange (Stock Code: 688)
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guidance”	the Guidance on Public Offering of Infrastructure Securities Investment Funds (Trial)* (《公開募集基礎設施證券投資基金指引(試行)》), promulgated by the CSRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Operation Service Providers”	China Overseas Commercial Properties Co. Ltd.* (中海商業發展（深圳）有限公司) (which will act as the operation and management coordinator) and Unipark Commercial Management (Shenzhen) Co., Ltd. (環宇城商業管理（深圳）有限公司) (which will act as the operation and management implementation company)
“PN15”	Practice Note 15 of the Listing Rules
“PN15 Application”	the application of the Company to the Stock Exchange in respect of the Proposed Spin-off pursuant to PN15
“PRC”	The People’s Republic of China, and for the purposes of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Project”	Qiandeng Lake Unipark (佛山千燈湖環宇城項目), a shopping mall located Nanhai District, Foshan, Guangdong Province, the PRC
“Project Company”	Foshan China Overseas Unipark Commercial Management Co., Ltd.* (佛山市中海環宇城商業管理有限公司), a wholly-owned subsidiary of China Overseas Enterprise Development as at the date of this announcement
“Proposed Listing”	the proposed listing of the Units on the Shenzhen Stock Exchange
“Proposed Spin-off”	the spin-off and separate listing of the Project through the structure of the REIT on the Shenzhen Stock Exchange
“Public Fund”	a publicly offered commercial real estate securities investment fund established within the structure of the REIT
“REIT”	a publicly traded commercial real estate investment trust under the pilot programme initiated by the CSRC
“RMB”	Renminbi, the lawful currency of the PRC

“Shareholders”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Units”	the units of the Public Fund
“%”	per cent

* *For identification purpose only*

By Order of the Board
China Overseas Land & Investment Limited
Yan Jianguo
Chairman and Executive Director

Hong Kong, 7 September 2026

As at the date of this announcement, Mr. Yan Jianguo (Chairman), Mr. Zhang Zhichao (Chief Executive Officer) and Mr. Guo Guanghui are the Executive Directors of the Company; Mr. Zhuang Yong (Vice Chairman) and Mr. Ma Yao are the Non-executive Directors of the Company; and Professor Chan Ka Keung, Ceajer, Dr. Chan Ching Har, Eliza and Mr. Li Man Kiu, Adrian David are the Independent Non-executive Directors of the Company.