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## **CHINA CHENGTONG DEVELOPMENT GROUP LIMITED**

**中國誠通發展集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 217)**

### **DISCLOSEABLE TRANSACTION: ENTRUSTED LOAN ARRANGEMENT**

Pursuant to the Entrusted Loan Arrangement, Chengtong Financial Leasing instructed the Bank to act as a lending agent to, inter alia, release a loan in the principal amount of RMB70,000,000 (equivalent to HK\$86,100,000), which will be funded by the Group, to the Borrower.

As the applicable percentage ratios as defined under the Listing Rules in respect of the Entrusted Loan Arrangement (either individually or aggregated with the WSDL Entrusted Loan Arrangement) are more than 5% but less than 25%, the Entrusted Loan Arrangement constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

### **ENTRUSTED LOAN AGREEMENT**

The major terms of the Entrusted Loan Agreement are set out below:

#### **Date**

31 October 2012

#### **Parties**

- (1) Chengtong Financial Leasing (a wholly-owned subsidiary of the Company), as the lender;

(2) the Bank, as the lending agent; and

(3) the Borrower, as the borrower.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Bank and its ultimate beneficial owners is an independent third party not connected with the Company and its connected persons.

The Borrower is a company established in the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the principal business of the Borrower is property development and management and (ii) each of the Borrower and its ultimate beneficial owners is an independent third party not connected with the Company and its connected persons.

#### *Entrusted Loan Arrangement*

Chengtong Financial Leasing instructed the Bank to act as a lending agent to, inter alia, release a loan in the principal amount of RMB70,000,000 (equivalent to HK\$86,100,000), which will be funded by the Group, to the Borrower.

The interest rate for the Entrusted Loan is 12% per annum. Interests for the Entrusted Loan shall be settled by the Borrower on a quarterly basis.

#### *Term*

The term of the Entrusted Loan will commence from 2 November 2012 (tentative) and end on 30 April 2013. The actual commencement date will be subject to the completion of all procedures relating to the security documents and shall base on the drawdown record of the Entrusted Loan.

#### *Early repayment by the Borrower*

With the written consent of Chengtong Financial Leasing, the Borrower may early repay the principal amount of the Entrusted Loan in whole or in part during the term.

#### *Handling charge by the Bank*

The Bank will receive handling charge of 0.01% of the principal amount of the Entrusted Loan per month. Such handling charge will be borne by the Borrower.

## **SECURITY FOR THE ENTRUSTED LOAN**

In connection with the provision of the Entrusted Loan to the Borrower, Chengtong Financial Leasing will obtain or has obtained (i) a joint and several liability guarantee from the Guarantor and (ii) a charge over the Charged Assets as security for the repayment of the Entrusted Loan.

## **REASONS FOR AND BENEFITS OF THE ENTRUSTED LOAN ARRANGEMENT**

The terms of the Entrusted Loan Agreement, including the interest rate applicable, were agreed by the parties after arm's length negotiations having taken into account the prevailing market interest rates and practices. The Directors considered that the China's monetary policy has been tightened leading to a high financing demand in the market. With a view to raising the return on capital and considering that the high interest rate market will not stay on hold in the long term, the Directors consider that the Entrusted Loan Arrangement would be beneficial to the Group in terms of return and risk control. In view of the above, the Directors (including independent non-executive Directors) are of the opinion that the terms of the Entrusted Loan Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

In April 2012, the Group has entered into the WSDL Entrusted Loan Arrangement with WSDL. WSDL has repaid the principal amount and all accrued interests on 25 October 2012. The WSDL Entrusted Loan Arrangement constituted a discloseable transaction for the Company and has been announced by the Company in its announcement dated 23 April 2012. WSDL is a fellow subsidiary of the Borrower and, therefore, the WSDL Entrusted Loan Arrangement is aggregated with the Entrusted Loan Arrangement for the purpose of Chapter 14 of the Listing Rules.

As the applicable percentage ratios as defined under the Listing Rules in respect of the Entrusted Loan Arrangement (either individually or aggregated with the WSDL Entrusted Loan Arrangement) are more than 5% but less than 25%, the Entrusted Loan Arrangement constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **GENERAL**

The principal activities of the Group are bulk commodity trading, trading of coal, property development, property investment in industrial and logistic land resources development and financial leasing.

The Bank is a bank in the PRC and is principally engaged in banking, financial and other financial related services.

## DEFINITIONS

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

- “associate(s)” : has the meaning ascribed thereto under the Listing Rules
- “Bank” : Bank of Communications Co., Ltd. (交通銀行股份有限公司), Qingdao branch, the lending agent of the Entrusted Loan
- “Borrower” : 北京億城房地產開發有限公司 (unofficial English translation as Beijing Yeland Real Estate Development Co., Ltd.), a company incorporated in the PRC with limited liability, being the borrower in the Entrusted Loan Arrangement
- “Charged Assets” : three levels of commercial units in a commercial buildings located in Haidian District, Beijing, the PRC and owned by the Borrower
- “Company” : China Chengtong Development Group Limited, a company incorporated in Hong Kong and the Shares of which are listed on the Stock Exchange
- “connected person(s)” : has the meaning ascribed thereto under the Listing Rules
- “Chengtong Financial Leasing” : 誠通融資租賃有限公司 (unofficial English translation being Chengtong Financial Leasing Company Limited), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
- “Director(s)” : the director(s) of the Company
- “Entrusted Loan” : the loan in the amount of RMB70,000,000 to be made pursuant to the Entrusted Loan Agreement
- “Entrusted Loan Agreement” : the entrusted loan agreement dated 31 October 2012 entered into between Chengtong Financial Leasing, the Bank and the Borrower related to the Entrusted Loan Arrangement

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|-----------------------------------|---|
| “Entrusted Loan Arrangement”      | : the provision of the Entrusted Loan by Chengtong Financial Leasing, through the Bank, to the Borrower   |
| “Group”                           | : the Company and its subsidiaries  |
| “Guarantor”                       | : 億城集團股份有限公司 (Yeland Group Co., Ltd), a company listed on the Shenzhen Stock Exchange and the holding company of the Borrower   |
| “HK\$”                            | : Hong Kong dollars, the lawful currency of Hong Kong   |
| “Hong Kong”                       | : the Hong Kong Special Administrative Region of the PRC  |
| “Listing Rules”                   | : the Rules Governing the Listing of Securities on the Stock Exchange   |
| “PRC” or “China”                  | : the People’s Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan  |
| “RMB”                             | : Renminbi, the lawful currency of the PRC  |
| “Shareholder(s)”                  | : holder(s) of the Share(s)   |
| “Share(s)”                        | : share(s) of the Company of HK\$0.10 each  |
| “Stock Exchange”                  | : The Stock Exchange of Hong Kong Limited   |
| “WSDL”                            | : 北京西海龍湖置業有限公司 (unofficial English translation as Beijing West Sea Dragon Lake Properties Limited), a company incorporated in the PRC with limited liability, who and whose ultimate beneficial owners are independent third parties not connected with the Company and its connected persons |
| “WSDL Entrusted Loan Arrangement” | : the provision of the entrusted loan in the amount of RMB70,000,000 by Chengtong Financial Leasing, through the Bank, to WSDL, details of which are set out in the announcement of the Company dated 23 April 2012   |
| “%”                               | : per cent.   |

*In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of RMB1.00 to HK\$1.23. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.*

By order of the Board  
**China Chengtong Development Group Limited**  
**Wang Hongxin**  
*Managing Director*

Hong Kong, 31 October 2012

*As at the date of this announcement, the executive Directors are Mr. Zhang Guotong, Mr. Yuan Shaoli, Mr. Wang Hongxin and Mr. Wang Tianlin; and the independent non-executive Directors are Mr. Kwong Che Keung, Gordon, Mr. Tsui Yiu Wa, Alec and Mr. Ba Shusong.*