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众安房产  
ZHONG AN REAL ESTATE

眾安房產有限公司

**ZHONG AN REAL ESTATE LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 672)**



**CHINA NEW CITY COMMERCIAL  
DEVELOPMENT LIMITED**

中國新城市商業發展有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1321)**

## **JOINT ANNOUNCEMENT IN RELATION TO A SUCCESSFUL BID FOR LAND**

The respective Board of CNC and Zhong An are pleased to announce that on 15 September 2015, HKTH, a member of the CNC Group, made a successful bid for the land use right of the Land Parcel through open tender auction organised and held by Hangzhou Land Resources Bureau at the Land Grant Price for commercial property development.

As one of the applicable percentage ratios is greater than 5% but less than 25% for the purpose of Rule 14.07 of the Listing Rules, the Land Acquisition Transaction constitutes a discloseable transaction for Zhong An under the Listing Rules and is therefore subject to the notification and announcement requirements under the Listing Rules.

### **INTRODUCTION**

On 15 September 2015, HKTH, a member of the CNC Group, made a successful bid for the land use right of the Land Parcel through open tender auction organised and held by Hangzhou Land Resources Bureau at the Land Grant Price for commercial property development. Hangzhou Land Resources Bureau has issued the Bid Confirmation Notice confirming that HKTH has successful bid for the right to acquire the land use right in respect of the Land Parcel at the Land Grant Price.

## DETAILS OF THE OPEN TENDER AUCTION

Date:	15 September 2015
Parties:	<p>(1) Hangzhou Land Resources Bureau, a government body in the PRC and is responsible for, among other things, administrating the approval of land planning, assignment and transfer of the land use right of state-owned land in Hangzhou</p> <p>(2) HKTH, an indirect wholly-owned subsidiary of CNC</p> <p>To the best of the knowledge, information and belief of the respective directors of CNC and Zhong An having made all reasonable enquiry, Hangzhou Land Resources Bureau and its ultimate beneficial owner(s) are third parties independent of CNC, Zhong An and their respective connected persons</p>
Surety paid in order to become a qualified bidder:	A sum of RMB120,000,000 was deposited with the Hangzhou Land Resources Bureau as surety
Land Grant Price:	<p>RMB281,100,000 (equivalent to approximately HK\$342,187,272)</p> <p>HKTH shall pay the Land Grant Price in accordance with the terms of the Land Use Right Grant Contract</p>
Land for transfer:	The Land Parcel
Term of land use right:	Pursuant to the information as set out in the tender auction announcement for the Land Parcel it states that 40 years for commercial purpose
Use and development of the Land Parcel:	For commercial property development with a site area of approximately 39,703 square meters and total gross floor area of the buildings to be constructed on the Land Parcel shall not exceed approximately 59,555 square meters
Other principal term:	Pursuant to the Bid Confirmation Notice, HKTH have to enter into the Land Use Right Grant Contract before 22 September 2015, failing of which Hangzhou Land Resources Bureau will cancel the qualification for the successful bid of the Land Parcel

## **LAND GRANT PRICE**

The Land Grant Price was arrived as a result of a successful bid by HKTH through an open tender auction. Such price was determined having taken into account the current property market conditions of Hangzhou, Zhejiang Province, the PRC and the development potential of the Land Parcel.

The Land Grant Price will be funded by CNC Group's internal resources.

## **REASONS FOR THE TRANSACTION**

The Land Parcel is located in Westlake District\* (西湖區), which is one of the commercial and business centers of Hangzhou with easily accessible transport network. Zhong An believes that the Land Acquisition Transaction enables the Zhong An Group to increase its land reserve, expand the geographical coverage of its business and is in line with the strategy of the Zhong An Group. CNC believes that the Land Parcel has relatively high development potential and room for appreciation and the Land Acquisition Transaction is in line with the overall development plan of the CNC Group.

The respective directors of CNC and Zhong An are of the view that the terms of Land Acquisition Transaction are fair and reasonable and in the interests of CNC and Zhong An and their respective shareholders.

## **INFORMATION ON ZHONG AN AND CNC**

Zhong An is an investment holding company. The principal activities of the Zhong An Group are property development, leasing and hotel operation in the PRC and Canada.

CNC is an investment holding company. CNC Group is the commercial property arm of Zhong An. The principal activities of the CNC Group is the development and operation of integrated commercial complexes in sub-city centers of second-tier cities in the Yangtze River Delta region as well as participating in the development strategies of new urbanization in the PRC.

## **REQUIREMENTS UNDER THE LISTING RULES**

As one of the applicable percentage ratios is greater than 5% but less than 25% for the purpose of Rule 14.07 of the Listing Rules, the Land Acquisition Transaction constitutes a discloseable transaction for Zhong An under the Listing Rules and is therefore subject to the notification and announcement requirements under the Listing Rules.

## DEFINITIONS

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

“Bid Confirmation Notice”	the bid confirmation notice of the land use right of state-owned construction land of Hangzhou* (杭州市國有建設用地使用權掛牌競買成交通知書) confirming the successful bid for the right to acquire the land use right in respect of the Land Parcel at the Land Grant Price
“Board”	the board of directors
“CNC”	China New City Commercial Development Limited (中國新城市商業發展有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange and an indirect non-wholly owned subsidiary of Zhong An
“CNC Group”	CNC together with its subsidiaries
“Hangzhou Land Resources Bureau”	Hangzhou Land Resources Bureau* (杭州市國土資源局)
“HKTH”	Hong Kong Time Honour Property Limited (香港時譽地產有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly owned subsidiary of CNC (which in turn is an indirect non-wholly owned subsidiary of Zhong An)
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Land Acquisition Transaction”	the successful bid by HKTH for the right to acquire the land use right in respect of the Land Parcel at the Land Grant Price
“Land Grant Price”	RMB281,100,000 (equivalent to approximately HK\$342,187,272), being the price for the land use right of the Land Parcel
“Land Parcel”	a parcel of land located at Lot XH0603-21 of Jiangcun unit (蔣村單元 XH0603-21 地塊), east to Hedong Harbour* (河東港), south to Wener West Road*(文二西路), west to Longzhang Road* (龍章路), north to Xixi Garden West District*(西溪花園西區), Westlake District*(西湖區), Hangzhou, Zhejiang Province, the PRC

“Land Use Right Grant Contract”	the contract for the grant of the land use right of state-owned construction land of Hangzhou ( 杭州市國有建設用地使用權出讓合同 ) expected to be entered into between “HKTH” and Hangzhou Land Resources Bureau before 22 September 2015 in respect of the Land Parcel pursuant to the Bid Confirmation Notice
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhong An”	Zhong An Real Estate Limited ( 眾安房產有限公司 ), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Zhong An Group”	Zhong An together with its subsidiaries
“%”	percentage

*In this announcement, for the purpose of illustration only, amounts quoted in RMB have been converted into HK\$ at the rate of HK\$1.00 = RMB0.82148. Such exchange rate has been used, where applicable, for purposes of illustration only and does not constitute a representation that any amounts were or may have been exchanged at these or any other rates or at all.*

*\* denotes English translation of a term or the name of a Chinese company or entity, and is provided for identification purpose only.*

By order of the Board of  
**Zhong An Real Estate Limited**  
 眾安房產有限公司  
**Shi Kancheng**  
*Chairman*

By order of the Board of  
**China New City Commercial Development Limited**  
 中國新城市商業發展有限公司  
**Shi Kancheng**  
*Chairman*

The PRC, 15 September 2015

*As at the date of this announcement, the Board of Zhong An comprises Mr. Shi Kancheng, Mr. Lou Yifei, Ms. Shen Tiaojuan and Mr. Zhang Jiangan as executive directors; Professor Pei Ker Wei, Dr. Loke Yu and Mr. Zhang Huaqiao as independent non-executive directors.*

*As at the date of this announcement, the Board of CNC comprises Mr. Dong Shuixiao, Ms. Jin Ni, Mr. Li Chu and Ms. Tang Yiyang, as executive directors; Mr. Shi Kancheng, as non-executive director; and Mr. Ng Sze Yuen, Terry, Mr. Xu Chengfa and Mr. Yim Chun Leung, as independent non-executive directors.*