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**DISCLOSEABLE TRANSACTION**  
**FURTHER CONTRIBUTION TO FOSHAN DINGTU PROPERTY**

Reference is made to the Announcement in relation to the Cooperation Agreement entered into between Guangzhou Dingjia Property and Foshan Merchants Property (an indirect wholly-owned subsidiary of the Company), pursuant to which Foshan Dingtou Property, a joint venture company owned as to 50% by Foshan Merchants Property and as to 50% by Guangzhou Dingjia Property, has been established to develop the Foshan Land.

As disclosed in the Announcement, Foshan Merchants Property shall contribute to the registered capital of Foshan Dingtou Property and jointly bear the Land Consideration and related development, operating and investment fees in proportion to its shareholding in Foshan Dingtou Property. In accordance with the Cooperation Agreement, Foshan Merchants Property has contributed: (i) RMB10,000,000 to the registered capital of Foshan Dingtou Property; and (ii) RMB518,950,000 for payment of the Land Consideration (the “**Previous Contribution**”).

Pursuant to the Cooperation Agreement, to the extent that the capital required by Foshan Dingtou Property is not covered by its own bank loan or other financial resources, each of Foshan Merchants Property and Guangzhou Dingjia Property shall provide a shareholder’s loan to Foshan Dingtou Property in proportion to their shareholdings in Foshan Dingtou Property, the interest of which is charged at the benchmark interest rate of the People’s Bank of China for loans of the same term (three-year term).

As at the date of this announcement, the Group estimates the total investment value in developing the Foshan Land via Foshan Dingtou Property is approximately RMB2,176,850,000, having regard to our experience in project development work and the anticipated future funding arrangement. Based on the shareholding proportion of Foshan Merchants Property in Foshan Dingtou Property, the Group estimates the share of total investment value (including the Previous Contribution) in Foshan Dingtou Property is approximately RMB1,088,425,000. Therefore, to meet the financial needs of Foshan Dingtou Property, Foshan Merchants Property shall provide Foshan Dingtou Property a Further Contribution in an aggregate amount of approximately RMB559,475,000, which may be paid by way of shareholder's loan, depending on the actual funding requirements of the Foshan Land, the financing capability of Foshan Dingtou Property and the internal approval by the Group.

In the event that Foshan Merchants Property has provided the Further Contribution to Foshan Dingtou Property by way of shareholder's loan, Guangzhou Dingjia Property shall provide the same amount of shareholder's loan to Foshan Dingtou Property on the same terms and conditions set out in the Cooperation Agreement.

#### **IMPLICATIONS UNDER THE LISTING RULES**

The Further Contribution, when aggregated with the Previous Contribution, constitutes a series of related transactions pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios in respect of the Further Contribution calculated on its own and in aggregation with the Previous Contribution exceed 5% but are less than 25%, the provision of the Further Contribution constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirement but exempted from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

#### **FURTHER CONTRIBUTION TO FOSHAN DINGTU PROPERTY**

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According to the Cooperation Agreement, to the extent that the capital required by Foshan Dingtou Property is not covered by its own bank loan or other financial resources, each of Foshan Merchants Property and Guangzhou Dingjia Property shall provide a shareholder's loan to Foshan Dingtou Property in proportion to their shareholdings in Foshan Dingtou Property, the interest of which is charged at the benchmark interest rate of the People's Bank of China for loans of the same term (three-year term).

As at the date of this announcement, the Group estimates the total investment value in developing the Foshan Land via Foshan Dingtou Property is approximately RMB2,176,850,000, having regard to our experience in project development work and the anticipated future funding arrangement. Based on the shareholding proportion of Foshan Merchants Property in Foshan Dingtou Property, the Group estimates the share of total investment value (including the Previous Contribution) in Foshan Dingtou Property is approximately RMB1,088,425,000. Therefore, to meet the financial needs of Foshan Dingtou Property, Foshan Merchants Property shall provide Foshan Dingtou Property a Further Contribution in an aggregate amount of approximately RMB559,475,000, which may be paid by way of shareholder's loan, depending on the actual funding requirements of the Foshan Land, the financing capability of Foshan Dingtou Property and the internal approval by the Group. The Further Contribution shall be funded by internal resources of the Group.

In the event that Foshan Merchants Property has provided the Further Contribution to Foshan Dingtou Property by way of shareholder's loan, Guangzhou Dingjia Property shall provide the same amount of shareholder's loan to Foshan Dingtou Property on the same terms and conditions set out in the Cooperation Agreement.

The principal terms of any further contribution to Foshan Dingtou Property by Foshan Merchants Property and Guangzhou Dingjia Property in the form of shareholder's loan under the Cooperation Agreement are set out as follows:

- Purpose:** Payment of the development costs of the Foshan Land undertaken by Foshan Dingtou Property
- Interest:** The interest is charged at the benchmark interest rate of the People's Bank of China for loans of the same term (three-year term) for the period from the Loan Received Date to the date of actual repayment by Foshan Dingtou Property

The terms and conditions of any shareholder's loan to be made by Foshan Merchants Property and Guangzhou Dingjia Property to Foshan Dingtou Property have been determined after arm's length negotiation between the parties to the Cooperation Agreement with reference to the capital requirement of Foshan Dingtou Property and the prevailing market interest rates.

## **REASONS FOR AND BENEFITS OF FURTHER CONTRIBUTION TO FOSHAN DINGTOU PROPERTY**

The Group is principally engaged in the development, sale, lease, investment and management of properties in the PRC. Since Foshan city is one of the cities that the Group focuses on, the development of the Foshan Land is in line with the strategic development of the Group.

The Directors consider that the Further Contribution to Foshan Dingtou Property will facilitate Foshan Dingtou Property to meet the financial needs relating to the payment of development costs of the Foshan Land undertaken by Foshan Dingtou Property.

Given that the Further Contribution to Foshan Dingtou Property will facilitate the further development of the Foshan Land and that an interest income would be generated from provision of shareholder's loan, the Directors (including the independent non-executive Directors) consider that the terms of the Further Contribution are fair and reasonable, on normal commercial terms or better and in the interests of the Company and its Shareholders as a whole.

## **INFORMATION OF THE GROUP, FOSHAN MERCHANTS PROPERTY, GUANGZHOU DINGJIA PROPERTY AND FOSHAN DINGTU PROPERTY**

The Company is an investment holding company incorporated in the Cayman Islands. Its subsidiaries are principally engaged in (i) the development, sale, lease, investment and management of properties; and (ii) the sales of electronic and electrical related products and sales of building related materials and equipment.

Foshan Merchants Property is a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company. It is principally engaged in property development and property operating activities.

Guangzhou Dingjia Property is a company established in the PRC with limited liability and is principally engaged in property development. It is a fellow subsidiary of Nanjing Future Land, which holds 34% of the equity interests of Nanjing Huinong, a jointly-controlled entity but a non-subsidiary of the Company under the Listing Rules. Save for the aforesaid connections, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, as at the date of this announcement, Guangzhou Dingjia Property and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Foshan Dingtou Property is a company established in the PRC with limited liability and a joint venture company owned as to 50% by Foshan Merchants Property and as to 50% by Guangzhou Dingjia Property. It is principally engaged in property development. The financial results, assets and liabilities of Foshan Dingtou Property shall not be consolidated into the accounts of the Group.

## **IMPLICATIONS UNDER THE LISTING RULES**

The Further Contribution, when aggregated with the Previous Contribution, constitutes a series of related transactions pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios in respect of the Further Contribution calculated on its own and in aggregation with the Previous Contribution exceed 5% but are less than 25%, the provision of the Further Contribution constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirement but exempted from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 31 May 2017 relating to the Cooperation Agreement
“Board”	the board of Directors
“Company”	China Merchants Land Limited, 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 (stock code: 0978)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Cooperation Agreement”	A cooperation agreement dated 31 May 2017 entered into between Guangzhou Dingjia Property and Foshan Merchants Property in respect of, among others, the conditional capital contribution to Foshan Dingtou Property by Foshan Merchants Property and the framework under which the parties shall operate Foshan Dingtou Property for developing the Foshan Land
“Director(s)”	the director(s) of the Company
“Foshan Dingtou Property”	佛山鼎圖房地產有限公司 (Foshan Dingtou Property Development Co., Ltd.*), a company established in the PRC with limited liability and a joint venture company owned as to 50% by Foshan Merchants Property and as to 50% by Guangzhou Dingjia Property
“Foshan Land”	a piece of land situated at the east side of Jianshe Yilu, Xinan Street, Sanshui District, Foshan City, Guangdong Province, the PRC* (中國廣東省佛山市三水區西南街道建設一路東側) with a total site area of approximately 47,252.97 sq. m.
“Foshan Merchants Property”	佛山招商房地產有限公司 (Foshan Merchants Property Development Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company

“Further Contribution”	RMB559,475,000, being the Group’s estimated share of the total investment value in the Foshan Land after deducting the amount of the Previous Contribution, payable by Foshan Merchants Property to Foshan Dingtū Property
“Group”	the Company and its subsidiaries
“Guangzhou Dingjia Property”	廣州鼎佳房地產有限公司 (Guangzhou Dingjia Property Development Co., Ltd.*), a company established in the PRC with limited liability
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Land Consideration”	RMB1,037,900,000, being the aggregate consideration paid for acquisition of the Foshan Land to the relevant land authority of the Foshan City, Guangdong Province of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Loan Received Date”	the date on which the proceeds of the relevant shareholder’s loan being received by Foshan Dingtū Property
“Nanjing Huinong”	南京滙隆房地產有限公司 (Nanjing Huinong Real Estate Company Limited*), a company established in the PRC with limited liability
“Nature Future Land”	南京新城萬嘉房地產有限公司 (Nanjing Future Land Wanjia Real Estate Company Limited*), a company established in the PRC with limited liability
“PRC”	the People’s Republic of China which, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“sq. m.”	square meter
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

“subsidiary” has the meaning ascribed to it under the Listing Rules

“%” per cent

By order of the Board  
**China Merchants Land Limited**  
**XU Yongjun**  
*Chairman*

Hong Kong, 19 September 2017

*As at the date of this announcement, the Board comprises Mr. XU Yongjun, Mr. HUANG Junlong, Dr. YAN Chengda and Ms. LIU Ning as non-executive Directors; Dr. SO Shu Fai, Mr. YU Zhiliang and Mr. WONG King Yuen as executive Directors and Dr. WONG Wing Kuen, Albert, Ms. CHEN Yanping, Dr. SHI Xinping and Mr. HE Qi as independent non-executive Directors.*

\* *Unofficial English translation denotes for identification purposes only*