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**中國奧園地產集團股份有限公司**  
**China Aoyuan Property Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3883)**

**ANNOUNCEMENT UNDER RULE 13.09 OF THE LISTING RULES**  
**ACQUISITION OF LAND USE RIGHTS AND CO-OPERATION ARRANGEMENT**

This announcement is made by the Company, pursuant to Rule 13.09 of the Listing Rules. The Board is pleased to announce that the Purchasers acquired the Lands through public auction at a total consideration of RMB3,410,870,000 (equivalent to approximately HK\$4,203,170,000). The Lands will be jointly developed by Aoyuan Group and Guangdong Poly Property Development and the two parties have entered into the Co-operation Agreement prior to the entering into of the Land Use Rights Transfer Contract.

**The Lands and the auction sale by Listing**

The Lands were put up for auction sale by listing by Guangzhou Real Estate Transaction Registration Center. On 10 December 2012, the Purchasers entered into the Land Use Rights Transfer Contract with the Vendor. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, Guangzhou Real Estate Transaction Registration Center and the Vendor are Independent Third Parties.

The Lands are situated at Zhong Cun Street, Han Xi Village, Pan Yu District, Guangzhou City (top of the Hanxi Changlong Metro Station)\* (廣州市番禺區鍾村街漢溪村(漢溪長隆站地鐵上蓋)), with a total site area of approximately 120,442 sq. m., among which, the plot ratio of not more than 4.0 for 7 parcels and 5.0 for 2 parcels. The Lands are designated for commercial and financial uses and the Land Use Rights shall last for 40 years.

The total consideration for the Acquisition is in the sum of RMB3,410,870,000 (equivalent to approximately HK\$4,203,170,000), of which RMB1,705,435,000 (equivalent to approximately HK\$2,101,585,000) shall be paid on or before 10 January 2013 and the remaining RMB1,705,435,000 (equivalent to approximately HK\$2,101,585,000) shall be paid by 10 December 2013. Approximately 50% of the total consideration of the Acquisition will be funded by internal resources of the Group and Guangdong Poly Property Development Limited will pay the remaining consideration pursuant to the Co-operation Agreement.

## **Reasons for, and benefits of, the Acquisition**

The principal activities of the Group comprise property development and property investment in the PRC.

The Lands situated in a prime location in Panyu District. The Board considers that the Acquisition complements the Group's strategy in expanding its development in Guangdong Province, the PRC.

## **Co-operation arrangement with Guangdong Poly Property Development Limited**

Aoyuan Group entered into the Co-operation Agreement with Guangdong Poly Property Development Limited on 5 December 2012, pursuant to which Aoyuan and Guangdong Poly Property Development Limited will respectively be responsible for the development and management of 4 parcels of the Lands each and jointly develop 1 parcel of the Lands on 50:50 basis. Each of Aoyuan Group and Guangdong Poly Property Development Limited will be responsible solely for the profit and cost of the development of the parcels of Lands they respectively take charge. Guangdong Poly Property Development Limited will be responsible for the total consideration of the parcels of Lands it takes charge and 50% of the consideration for the parcel of Lands it will jointly develop with Aoyuan pursuant to the Co-operation Agreement.

Guangdong Poly Property Development Limited is a subsidiary of Poly Real Estate Group Co., Ltd, a company whose shares are listed on the Shanghai Stock Exchange.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Guangdong Poly Property Development Limited and its ultimate beneficial owners are Independent Third Parties.

The Directors consider that the terms of the Co-operation Agreement are normal commercial terms and are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

## **DEFINITIONS**

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

“Acquisition”	the acquisition of the Land Use Rights by the Purchaser;
“Aoyuan Group”	奧園集團有限公司 (in English, for identification purpose only, Aoyuan Group Company Limited), a limited company incorporated under the laws of the PRC and a wholly-owned subsidiary of the Company;

“Board”	the board of Directors of the Company;
“Company”	China Aoyuan Group Property Limited (中國奧園地產集團股份有限公司), a company incorporated under the laws of the Cayman Islands, the shares of which are listed on the Stock Exchange (stock code: 3883);
“Co-operation Agreement”	the agreement dated 5 December 2012 entered into between Aoyuan Group and Guangdong Poly Property Development Limited in respect of the development of the Lands;
“Directors”	directors of the Company;
“Group”	the Company and its subsidiaries;
“Guangdong Poly Property Development Limited”	廣東保利房地產開發有限公司 (in English, for identification purpose only, Guangdong Poly Property Development Limited);
“Guangzhou Real Estate Transaction Registration Center”	廣州市房地產交易登記中心 (in English, for identification purpose only, Guangzhou Real Estate Transaction Registration Center);
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Independent Third Party(ies)”	a party(ies) who is/are not connected person(s) (as defined in the Listing Rules) of the Company and who together with its/their beneficial owner(s) are independent to the Company and to the connected persons (as defined in the Listing Rules) of the Company;
“Lands”	nine parcels of land with a total site area of approximately 120,442 sq. m. situated at Zhong Cun Street Han Xi Village, Pan Yu District, Guangzhou City, the PRC (top of the Hanxi Changlong Metro Station)* (廣州市番禺區鍾村街漢溪村(漢溪長隆站地鐵上蓋));
“Land Use Rights”	the land use rights in relation to the Lands;
“Land Use Rights Transfer Contract”	the contract for the Acquisition entered into between the Purchasers and the Vendor dated 10 December 2012;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“Poly Real Estate Group Co., Ltd”	保利房地產(集團)股份有限公司 (in English, for identification purpose only, Poly Real Estate Group Co., Ltd);
“PRC”	The People’s Republic of China;

“Purchasers”	Aoyuan Group and 廣東奧園置業有限公司 (in English, for identification purpose only, Guangdong Aoyuan Property Company Limited), a limited company incorporated under the laws of the PRC and a wholly-owned subsidiary of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“sq. m.”	square meters;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Vendor”	廣州市國土資源和房屋管理局 (in English, for identification purpose only, Guangzhou Land Resources and Housing Authority).

By order of the Board  
**China Aoyuan Property Group Limited**  
**Guo Zi Wen**  
*Chairman*

Hong Kong, 18 December 2012

*As at the date of this announcement, the executive directors of the Company are Mr. Guo Zi Wen, Mr. Guo Zi Ning, Mr. Yang Zhong and, Ms. Xin Zhu; the non-executive directors of the Company are Mr. Wu Jie Si and Mr. Paul Steven Wolansky; and the independent non-executive directors of the Company are Mr. Ma Kwai Yuen, Mr. Song Xian Zhong, Mr. Tsui King Fai and Mr. Cheung Kwok Keung.*

*For the purpose of this announcement, the translation of RMB into HK\$ is based on the exchange rate of the announcement is RMB0.8115 = HK\$1.00, which was the closing middle point spot rate for HK\$ against RMB quoted by the People’s Bank of China on 17 December 2012.*

\* *The unofficial English transliterations or translations are for identification purposes only.*