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China Cinda Asset Management Co., Ltd.

中國信達資產管理股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01359)

DISCLOSEABLE TRANSACTION

EQUITY INTERESTS IN AND LOANS TO THE GOLDIN PROPERTIES FINANCING PROJECT

The Board is pleased to announce that on 1 March 2016, the Company entered into a Cooperation Framework Agreement with Xinfeng Investment, Pan Sutong (潘蘇通), Guangdong Goldin and Pan's Associates, pursuant to which (i) the parties intend to establish a partnership to finance the Goldin Properties Financing Project in the form of equity investments and loans; and (ii) the parties, by entering into the Cooperation Framework Agreement, agree to determine the major terms of the transaction and the major rights and obligations of each party. The total investment of the Goldin Properties Financing Project amounts to RMB18 billion. The Goldin Properties Financing Project under the Cooperation Framework Agreement shall be executed in accordance with the Partnership Agreement, the Framework SPA and other related documents.

On 1 March 2016, the Company entered into a Partnership Agreement with Xinfeng Investment and Guangdong Goldin, pursuant to which the parties agree to establish a partnership for the equity investment in and the provision of loans to the Goldin Properties Financing Project.

On 16 December 2015, the Company entered into a Framework SPA with Goldin Properties and Goldin Special Situations, pursuant to which Goldin Properties has conditionally agreed to transfer the Target Properties from the Development to the Target Company and sell the entire equity interest in the Target Company to the Investment Company.

As the applicable percentage ratios under Rule 14.07 of the Listing Rules are more than 5% but less than 25%, the Goldin Properties Financing Project constitutes a discloseable transaction of the Company and is therefore subject to the applicable reporting and announcement requirements under the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 1 March 2016, the Company entered into a Cooperation Framework Agreement with Xinfeng Investment, Pan Sutong, Guangdong Goldin and Pan's Associates. The Goldin Properties Financing Project under the Cooperation Framework Agreement shall be executed in accordance with the Partnership Agreement, the Framework SPA and other related documents.

On 1 March 2016, the Company entered into a Partnership Agreement with Xinfeng Investment and Guangdong Goldin.

On 16 December 2015, the Company entered into a Framework SPA with Goldin Properties and Goldin Special Situations.

The Directors, including the independent non-executive Directors, consider that the Cooperation Framework Agreement, the Framework SPA and the Partnership Agreement as well as the transactions thereunder are entered into in the ordinary course of business of the Company on normal commercial terms, and are fair, reasonable and in the interests of the Company and its shareholders as a whole.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, apart from Xinfeng Investment, the above parties and their respective ultimate beneficial owner(s) are the Independent Third Parties of the Company and are not connected persons of the Company. Xinfeng Investment is a subsidiary of the Company.

The details of the Cooperation Framework Agreement, the Partnership Agreement and the Framework SPA and other relevant information are set out below:

COOPERATION FRAMEWORK AGREEMENT

Date:

1 March 2016

Parties:

- (1) the Company;
- (2) Xinfeng Investment;
- (3) Pan Sutong;
- (4) Guangdong Goldin; and
- (5) Pan's Associates.

Equity Interests in and Loans to the Goldin Properties Financing Project

Pursuant to the Cooperation Framework Agreement, (i) the parties intend to establish a partnership to finance the Goldin Properties Financing Project in the form of equity investments and loans; and (ii) the parties, by entering into the Cooperation Framework Agreement, agree to determine the major terms of the transaction and the major rights and obligations of each party.

Among other things, the investment in the Goldin Properties Financing Project includes the establishment of the Partnership and the Investment Company, the acquisition of the Investment Company and the provision of loan to the Investment Company by the Partnership, the equity acquisition of the Target Company by the Investment Company, the repayment arrangements of the loan and the transfer of 100% equity interests in the Investment Company held by the Partnership and Xinfeng Investment upon the expiry of the equity investment period, details of which are set out below.

The Goldin Properties Financing Project is subject to the satisfaction of certain conditions precedent, which includes, but not limited to, Goldin Properties having obtained all necessary consents and approval.

Establishment of the Partnership

Please see the section headed “Partnership Agreement”.

Establishment of the Investment Company and Equity Transfer

The Investment Company was established by Shenzhen Hua Tong, with a registered capital of RMB100 million. Shenzhen Hua Tong will transfer 100% equity interests in the Investment Company to the Partnership and Xinfeng Investment for RMB100 million. The Partnership and Xinfeng Investment will respectively hold 99% and 1% equity interests in the Investment Company.

Financing Arrangement

After the establishment of the Partnership in accordance with the “Partnership Agreement” below, the Company and Xinfeng Investment shall first contribute RMB6 billion to the Partnership. The Partnership shall provide the first entrusted loan of RMB5.9 billion to the Investment Company. Pan’s Associates, including Goldin Real Estate Financial, have agreed to act as joint debtors.

The Investment Company shall provide entrusted loan of RMB6 billion to Goldin Tianjin for repayment of the same amount of loan to Guangdong Goldin, a subsidiary of Goldin Special Situations (the “**Investment Company’s Loan**”).

Guangdong Goldin, a subsidiary of Goldin Special Situations, shall make the first instalment of contribution of RMB6 billion to the Partnership after receiving the repayment. The Partnership shall then provide the second entrusted loan of RMB6 billion to the Investment Company.

After the Target Properties are transferred from Goldin Tianjin to the Target Company and 100% equity interests in the Target Company are transferred to the Investment Company, the Company and Xinfeng Investment shall contribute the remaining RMB3 billion to the Partnership.

The Partnership shall then provide the third entrusted loan of RMB3 billion to the Investment Company. Pan's Associates, including Goldin Real Estate Financial, have agreed to act as joint debtors.

Within 60 days after the obtaining of project completion and acceptance form of the Target Properties, Goldin Special Situations or Pan Sutong shall procure Guangdong Goldin to make the second instalment of cash contribution of RMB3 billion to the Partnership.

The Partnership shall then provide RMB3 billion to the Investment Company by way of entrusted loan, loan or share subscription.

Equity Transfer of the Target Company

The Investment Company shall acquire 100% equity interests in the Target Company held by Goldin Tianjin at a consideration of RMB18 billion. For the payment of consideration, please see the section headed "Framework SPA".

The first instalment of the consideration of RMB6 billion shall be paid by the second entrusted loan of RMB6 billion provided by the Partnership to the Investment Company.

The second instalment of the consideration of RMB9 billion shall be paid by the third entrusted loan of RMB3 billion provided by the Partnership to the Investment Company after offsetting against the Investment Company's Loan.

The third instalment of the consideration of RMB3 billion shall be paid by the same amount provided to the Investment Company by way of entrusted loan, loan or share subscription as the second instalment of the contribution (RMB3 billion) to be provided by Goldin Special Situations or Pan Sutong and his designated parties through Guangdong Goldin to the Partnership.

Repayment Arrangement

The Investment Company and Pan's Associates, including Goldin Real Estate Financial, shall repay the loan in accordance with the entrusted loan agreements. The loan shall have a term of three years, with interest payable on a semi-annual basis. The principal, interests and default fine (if any) shall be payable in a lump sum upon the expiry of such loan.

Transfer Arrangement upon the Expiry of Equity Investment Period

The maximum term of the equity investment in the Investment Company by the Partnership and Xinfeng Investment, which hold 99% and 1% equity interests in the Investment Company respectively, is four years. Within one year after the Partnership receives the principal and interests of the loan, relevant parties independent of the Company shall acquire 100% equity interests in the Investment Company at a consideration calculated based on a fixed return.

Guarantee and Pledge Arrangement

The guarantee and pledge arrangement for the Goldin Properties Financing Project is set out below:

- (1) Pan Sutong has provided a joint and unlimited guarantee as security for the entrusted loan of RMB8.9 billion indirectly provided by the Company and Xinfeng Investment and the obligation of relevant parties independent of the Company to acquire 100% equity interests in the Investment Company within one year after the Partnership receives the principal and interests of the loan.
- (2) As part of its obligations under the Local SPA, Goldin Tianjin shall pledge the Development to the bank as security. After the Target Properties are transferred to the Target Company and 100% equity interests in the Target Company are transferred to the Investment Company, the Target Company shall pledge the Target Properties to the bank in order to release the pledges on the Development other than the Target Properties.
- (3) Pan Sutong shall pledge his 100% interests directly and indirectly held in Pan's Associates, including Matsunichi Communications, to the Partnership.
- (4) Guangdong Goldin shall transfer its paid-in capital of RMB8.9 billion in the Partnership to the Company for RMB2 and the Company entered into transfer agreements with Guangdong Goldin.

Miscellaneous

The Partnership shall have the rights of election and appointment of directors and senior management of the Investment Company and the Target Company, and shall have a veto right over the relevant resolutions of the board of directors and the general meeting of the Investment Company and the Target Company.

In addition, the Partnership may engage professional institutions to manage the operation of the Target Company as well as the follow-up construction, payment for follow-up construction and sales or leasing (including but not limited to income from sales or leasing) of the Target Properties.

Default Liabilities

If Goldin Properties fails to transfer the Target Properties through Goldin Tianjin to the Target Company within 180 days after obtaining the approval from its shareholders in respect of the transactions contemplated under the Framework SPA, Goldin Tianjin shall have a rectification period of 90 days and the Investment Company shall have the right to require default payment from Goldin Tianjin during such period.

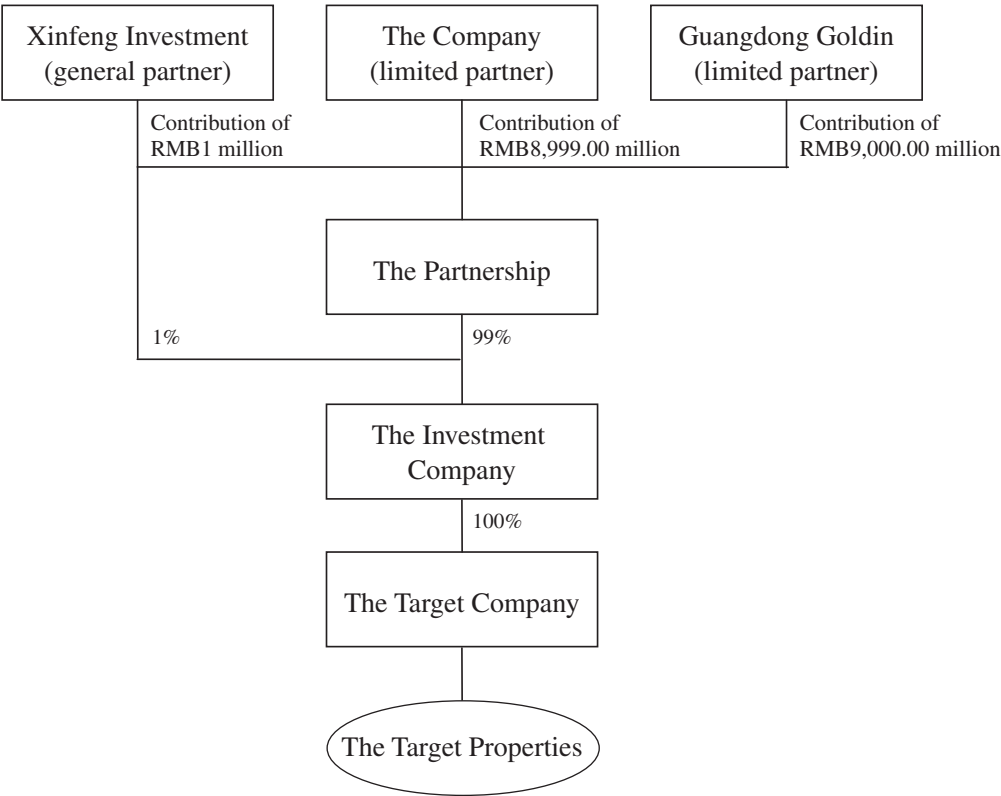
If Goldin Tianjin still fails to perform its obligations above upon the expiry of the rectification period of 90 days or the debtors are in breach of the obligations under the Goldin Properties Financing Project, the Partnership or the Investment Company may enforce the guarantee and pledge arrangement.

Consideration

The total investment of the Goldin Properties Financing Project to be made by the Partnership amounts to RMB18 billion. The Company and Xinfeng Investment shall contribute RMB9 billion in aggregate and Guangdong Goldin shall contribute RMB9 billion. Details are set out in the section “Partnership Agreement”.

Shareholding Structure

The shareholding structure of Goldin Properties Financing Project after the acquisition of 100% equity interests in the Target Company by the Investment Company is as follows:



PARTNERSHIP AGREEMENT

Date:

1 March 2016

Parties:

- (1) Xinfeng Investment, as the general partner;
- (2) the Company, as a limited partner; and
- (3) Guangdong Goldin, as a limited partner.

Objectives of the Partnership

According to the Partnership Agreement, the parties agree to establish the Partnership for investment in the Goldin Properties Financing Project or such other projects as decided at meetings of the partners.

Contribution and Profit Distribution of the Partners

The term of Partnership shall be four years. The total investment of the Partnership amounts to RMB18 billion, including cash contribution of RMB9 billion in aggregate from Xinfeng Investment and the Company, and RMB9 billion from Guangdong Goldin.

Xinfeng Investment, as the general partner, shall make a cash contribution of RMB1 million and shall receive returns on a fixed rate from the date of contribution.

The Company, as a limited partner, shall make a cash contribution of RMB8,999 million and shall receive returns on a fixed rate from the date of contribution.

The expected returns refer to the profit of the Partnership, net of management fees and other expenses, and shall be distributed in the order of the expenses of the Partnership, management fees of the managers, the Company and Xinfeng Investment. No profit shall be distributed to Guangdong Goldin until the above parties have been repaid their capital and have received their expected returns in full.

Other Arrangements

All the decisions made by the Partnership shall be subject to the consent of Xinfeng Investment as a general partner.

The Company may transfer its paid-in capital in the Partnership to external parties during the term of the Partnership.

FRAMEWORK SPA

Date:

16 December 2015

Parties:

- (1) the Company;
- (2) Goldin Properties; and
- (3) Goldin Special Situations.

Pursuant to the Framework SPA, (i) Goldin Properties has conditionally agreed to procure Goldin Tianjin to transfer the Target Properties from the Development to the Target Company and sell 100% equity interests in the Target Company to the Investment Company, and has conditionally agreed to procure Goldin Tianjin and the Target Company to continue the development and construction of the Target Properties until completion; and (ii) the parties agree to procure Goldin Properties and Goldin Tianjin to enter into the Local SPA with the Investment Company in relation to the transfer of 100% equity interests in the Target Company to the Investment Company as soon as possible.

Consideration

Consideration will be RMB18 billion, which shall be paid by the Investment Company to Goldin Tianjin in the following ways:

- (i) RMB6 billion shall be paid in cash within ten days upon execution of Local SPA on the condition that Goldin Tianjin has obtained the approval from its independent shareholders and the pledge of the Development by Goldin Tianjin has been registered as set out in below paragraph “Pledge of the Development”;
- (ii) Subject to the payment terms of Local SPA, RMB9 billion, or the amount after offsetting against the loans payable by Goldin Tianjin to the Investment Company (if any), shall be paid in cash within five days after Goldin Tianjin has transferred the ownership of the Target Properties to the Target Company and 100% equity interests in the Target Company to the Investment Company. An amount of RMB2 billion of such instalment will be earmarked as the construction capital (the “**Construction Capital**”) for the construction of the Target Properties by Goldin Tianjin and the Target Company. The Construction Capital shall be deposited into an account held jointly by Goldin Tianjin and the Investment Company and will be released in stages depending on the progress of the construction of the Target Properties; and
- (iii) Subject to the payment terms of Local SPA, the remaining RMB3 billion shall be paid by Goldin Special Situations or Pan Sutong and his designated parties three days upon the completion of construction through the Investment Company.

The Local SPA was subsequently entered into among parties including Goldin Properties, Goldin Tianjin and the Investment Company, which specified the terms of consideration payment. In accordance with the Local SPA, the consideration shall be paid in the following ways:

1. The first instalment of the consideration of RMB6 billion shall be payable in cash within ten days upon the fulfillment of the following conditions;
 - (i) the obtaining of all necessary consents and approvals by Goldin Properties, including the approval of its shareholders;
 - (ii) the signing of transaction documents such as the pledge that are related to equity transfer and the completion of the registration of the pledge of the Development by Goldin Tianjin; and

- (iii) the articles of association of the Target Company having been amended for the equity transfer (including but not limited to the composition of the board of directors comprising three members, the authorization of nomination of all the directors to the Investment Company or its designated affiliated parties and the appointment of the chairman of the board of directors as the legal representative) upon the satisfaction of the Investment Company and approval by the shareholders of the Target Company.
2. The second instalment of the consideration of RMB9 billion subject to the repayment of the loan due to the Investment Company by Goldin Tianjin in the maximum amount of RMB6 billion shall be payable in cash within five days upon the fulfillment of the following conditions:
- (i) the transfer of the Target Properties from Goldin Tianjin to the Target Company within 180 days after the obtaining of the shareholders' approval of Goldin Properties and the rectification period of 90 days;
 - (ii) the Target Company having (a) obtained the property development qualification; (b) paid up its registered capital of RMB30 million; (c) amended its business scope as appropriate for a property project company, including property development, sales and management of properties; (d) obtained the relevant audited report in respect of the investment of 25% of the total construction amount of the Target Properties by Goldin Tianjin; and (e) replaced the board members and legal representative of the Target Company with persons nominated or appointed by the Investment Company;
 - (iii) the entering into of an escrow agreement between Goldin Tianjin, the Investment Company and a monitoring bank (as escrow agent), such that an amount of RMB2 billion, which will be earmarked as the capital for the construction of the Target Properties by Goldin Tianjin and the Target Company, will be deposited into an escrow account jointly held by Goldin Tianjin and the Investment Company and will be released by the monitoring bank by stages depending on the progress of the construction of the Target Properties in accordance with the terms under the escrow agreement;
 - (iv) the completion of the registration of the transfer of 100% equity interests in the Target Company in the name of the Investment Company and the obtaining of the new business license;
 - (v) the delivery of all seals and certificates of and financial information on the Target Company by Goldin Tianjin to the Investment Company; and
 - (vi) the completion of all inventory inspection and delivery of the Target Properties and the ancillary facilities and equipment under the name of the Target Company.
3. The balance of the consideration of RMB3 billion shall be payable within 60 days after the obtaining of the project completion and acceptance form of the Target Properties.

The consideration was determined by and agreed between the parties after arm's length negotiations and consideration of various factors, including but not limited to (i) the factors stated in the section headed "Reasons for and Benefits of the Cooperation Framework Agreement, the Framework SPA and the Partnership Agreement" below; and (ii) the preliminary valuation of the Target Properties as of December 2015 on completion basis as initially appraised by an independent valuer of approximately RMB18 billion. Having considered the aforesaid, the Directors are of the view that the consideration is fair and reasonable.

Pledge of the Development

After the establishment of the Investment Company, it is intended that Goldin Tianjin will pledge the Development to the Investment Company to secure, among others, the due performance by Goldin Properties and Goldin Tianjin of their obligations under the Framework SPA and the transactions contemplated thereunder. The pledge of the Development excluding the Target Properties shall be released and discharged to Goldin Properties and its subsidiaries following the registration of the transfer of the entire equity interest of the Target Company from Goldin Tianjin to the Investment Company.

Conditions Precedent

The transactions contemplated under the Framework SPA shall be conditional upon all necessary consents and approvals having been obtained by Goldin Properties, including the independent shareholders' approval of Goldin Properties.

Completion

Completion of any transaction contemplated under the Framework SPA shall be subject to the completion of the registration of changes in business license in relation to the equity transfer of the Target Company after the Target Properties is transferred to the Target Company and the satisfaction of other conditions precedent set out in the Local SPA.

Completion of Construction of the Target Properties

As agreed by all parties, the completion of the Target Properties is expected to be on or before 31 December 2017 and all parties will use their best efforts to procure the construction of the Target Properties to be completed no later than the third anniversary of the date of the Framework SPA.

If the Target Properties fails to be completed by the third anniversary of the date of the Framework SPA, Goldin Properties and Goldin Tianjin shall pay a fine of 0.08% of the consideration to the Investment Company for each day of delay.

INFORMATION ON GOLDIN PROPERTIES

Goldin Properties was established in 2007. Goldin Properties and its subsidiaries, including Goldin Tianjin and Guangdong Goldin, are principally engaged in property development and investment, hotel and polo club operation, including a major property development under construction in Tianjin, the PRC, namely Goldin Metropolitan.

INFORMATION ON PAN SUTONG

Pan Sutong is the executive director, chairman of the board of directors and chief executive officer of Goldin Properties, and the controlling shareholder holding approximately 64.38% of the issued share capital of Goldin Properties as at 1 March 2016. Goldin Real Estate Financial, Shenzhen Hua Tong, Guangzhou Xinfuda, Matsunichi Communications and Goldin Special Situations are associates of Pan Sutong.

INFORMATION ON GOLDIN REAL ESTATE FINANCIAL

Goldin Real Estate Financial is a private investment company incorporated in the British Virgin Islands, and is principally engaged in the business of holding investments.

INFORMATION ON GOLDIN SPECIAL SITUATIONS

Goldin Special Situations is a private investment company incorporated in the British Virgin Islands, mainly engaging in investments in entities and financial instruments (including real estate, stocks, equity-linked products and fixed income bonds). It also invests in the mergers and acquisitions of listed companies or private companies.

INFORMATION ON GUANGZHOU XINFUDA

Guangzhou Xinfuda is a limited company incorporated in the PRC, mainly engaging in assets management business in the PRC. It is a wholly-owned subsidiary of Matsunichi Communications.

INFORMATION ON MATSUNICHI COMMUNICATIONS

Matsunichi Communications is a limited company established in Hong Kong and is principally engaged in the business of trading. Matsunichi Communications holds 100% equity interest of Guangzhou Xinfuda.

INFORMATION ON SHENZHEN HUA TONG

Shenzhen Hua Tong is a limited company established in the PRC and is principally engaged in the business of direct investment in high-tech industries and other technology innovation industries.

INFORMATION ON THE TARGET COMPANY

The Target Company is an indirect wholly-owned subsidiary of Goldin Properties, and principally engaged in property holding. The Target Company has not yet commenced operations, and has not generated any revenue nor recorded any profit or loss since its establishment. After the completion of the transaction under the Framework SPA, the Target Properties shall be the sole asset of the Target Company. As at 30 September 2015, the fair market value of the Target Properties was approximately HK\$13.3 billion.

INFORMATION ON THE DEVELOPMENT AND THE TARGET PROPERTIES

Indirectly held by Goldin Properties through Goldin Tianjin, the Development comprises a landmark skyscraper, six Grade-A office buildings, Twin Towers-north wing, a mega high-end shopping mall, parking spaces and other ancillary facilities (all under construction), with a gross floor area of approximately 746,967 square meters (above ground) and approximately 583,292 square meters (basement), or an estimated total saleable gross floor area of approximately 800,743 square meters (including the estimated total saleable gross floor area of the basement of approximately 57,892 square meters).

Located in the central business district of Goldin Metropolitan, the Target Properties has a gross floor area of approximately 497,156 square meters (above ground) and approximately 349,787 square meters (basement), or an estimated total saleable gross floor area of approximately 553,929 square meters (including the estimated total saleable gross floor area of the basement of 57,892 square meters). It mainly comprises a landmark skyscraper, one Grade-A office building, a mega high-end shopping mall, partial parking spaces and other ancillary facilities.

INFORMATION ON THE GROUP

The Group is principally engaged in distressed asset management, and provides customized financial solutions and differentiated asset management services to its clients through its diversified business platforms.

The entire equity interest in Xinfeng Investment is held by Cinda Securities Co., Ltd. which is a subsidiary of the Company. Xinfeng Investment engages in equity investment and provides loans to corporations.

REASONS FOR AND BENEFITS OF THE COOPERATION FRAMEWORK AGREEMENT, THE FRAMEWORK SPA AND THE PARTNERSHIP AGREEMENT

The Directors believe that the Company will seize market opportunities in the Goldin Properties Financing Project with the advantage of group synergies, which is in line with its overall development strategies and will generate satisfactory revenue to the Company.

The terms of the Cooperation Framework Agreement, the Framework SPA and the Partnership Agreement have been determined after arm's length negotiations between the parties and reflect normal commercial terms. The Directors consider that the terms of the agreements for the Goldin Properties Financing Project are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS OF THE LISTING RULES

As the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the transactions contemplated under the Cooperation Framework Agreement, the Partnership Agreement and the Framework SPA, are more than 5% but less than 25%, the transactions constitute discloseable transactions for the Company under Rule 14.06 of the Listing Rules.

DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“Xinfeng Investment”	Xinfeng Investment Management Co., Ltd. (信風投資管理有限公司), a company incorporated in the PRC with limited liability and a subsidiary of the Company
“Company”	China Cinda Asset Management Co., Ltd. (中國信達資產管理股份有限公司), a joint stock limited company incorporated in the PRC with its H shares listed on the Stock Exchange (stock code: 1359)
“Completion”	completion of the Framework SPA
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Cooperation Framework Agreement”	the cooperation framework agreement entered into among the Company and Xinfeng Investment, Pan Sutong, Guangdong Goldin and Pan’s Associates on 1 March 2016
“Development”	the development constructed or being constructed by a subsidiary of Goldin Properties under the name of Goldin Metropolitan on a certain land parcel in Tianjin (including substructures and superstructures, with a total gross floor area of approximately 800,000 square meters)
“Director(s)”	the director(s) of the Company
“Framework SPA”	the equity transfer framework agreement entered into among the Company, Goldin Properties and Goldin Special Situations on 16 December 2015

“Goldin Real Estate Financial”	Goldin Real Estate Financial Holdings Limited (高銀金融地產控股有限公司), a limited company established in the British Virgin Islands
“Goldin Properties”	Goldin Properties Holdings Limited (高銀地產控股有限公司), a company incorporated in Hong Kong with limited liability with its shares listed on the Stock Exchange (stock code: 283)
“Goldin Properties Financing Project”	the asset restructuring and equity acquisition of Goldin Properties set out in the Cooperation Framework Agreement, i.e. the equity investment and provision of loans in relation to the Target Properties
“Goldin Special Situations”	Goldin Special Situations Limited (高銀特殊機會有限公司), a limited company incorporated in the British Virgin Islands, in which Mr. Pan has beneficial interest and absolute control of
“Goldin Tianjin”	Goldin Properties (Tianjin) Co., Ltd. (高銀地產 (天津) 有限公司), a wholly-owned subsidiary of Goldin Properties and holding the Development
“Group”	the Company and its subsidiaries
“Guangdong Goldin”	Guangdong Goldin Properties Limited (廣東高銀房地產有限公司), a company incorporated in Shaoguan, the PRC with limited liability and a wholly-owned subsidiary of Goldin Special Situations
“Guangzhou Xinfuda”	Guangzhou Xinfuda Equipment Rental Company Limited (廣州鑫富大設備租賃有限公司), a limited company established in the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	third party/(ies) independent of and not connected with the Company and its connected person(s), and not the connected person(s) of the Company
“Investment Company”	Shenzhen Yinji Hongye Investment Management Company Limited (深圳市銀基宏業投資管理公司), a company incorporated in Shenzhen, the PRC with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Local SPA”	the equity transfer agreement entered into among Goldin Properties and Goldin Tianjin, as transferor, the Investment Company, as transferee, the Target Company and Goldin Special Situations, as obligator of instalment payment, on 1 March 2016
“Pan’s Associates”	Goldin Real Estate Financial, Shenzhen Hua Tong, Guangzhou Xinfuda, Matsunichi Communications and Goldin Special Situations or any of them
“Partnership”	Shenzhen Guowei Capital Investment Centre L.P. (深圳市國威股權投資中心 (有限合夥)), a partnership established in the PRC
“Partnership Agreement”	the partnership agreement and supplementary agreement both entered into among the Company, Xinfeng Investment and Guangdong Goldin on 1 March 2016
“Matsunichi Communications”	Matsunichi Communications Limited (松日資訊有限公司), a limited company established in Hong Kong
“PRC”	the Peoples’ Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shenzhen Hua Tong”	Shenzhen Hua Tong Venture Capital., Ltd (深圳市華通創業投資有限公司), a limited liability company established in the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“Target Company”	a company established in the PRC and a wholly-owned subsidiary of Goldin Properties prior to Completion

“Target Properties”

part of the Development under the name of Goldin Metropolitan proposed to be transferred from the Development to the Target Company which remains part of the Development when the Cooperation Framework Agreement is executed

“%”

per cent

By order of the Board
China Cinda Asset Management Co., Ltd.
HOU Jianhang
Chairman

Beijing, the PRC

1 March 2016

As at the date of this announcement, the Board of the Company consists of Mr. HOU Jianhang and Mr. ZANG Jingfan as executive Directors, Mr. LI Honghui, Mr. SONG Lizhong, Ms. XIAO Yuping, Ms. YUAN Hong and Mr. LU Shengliang as non-executive Directors, and Mr. LI Xikui, Mr. QIU Dong, Mr. CHANG Tso Tung, Stephen and Mr. XU Dingbo as independent non-executive Directors.