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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)

VOLUNTARY ANNOUNCEMENT ACQUISITION OF RIGHTS AND LIABILITIES IN RELATION TO THE PROJECT

The Board announces that on 20 August 2015, the Buyer (being the Beijing branch of the Company) and the Seller entered into the Master Transaction Agreement, pursuant to which (i) the Seller agreed to sell and transfer and the Buyer agreed to, through its wholly-owned subsidiary, purchase the Project Rights for a consideration of RMB4,563,116,000; and (ii) the Buyer shall agree to transfer and the Seller shall procure and ensure that its relevant Seller affiliate to transfer to the Buyer the Project Liabilities for an aggregate consideration of RMB5,936,884,000. The aggregate consideration for the Master Transaction is RMB10,500,000,000.

This announcement is issued by the Company on a voluntary basis.

INTRODUCTION

The Board announces that on 20 August 2015, the Buyer and the Seller entered into the Master Transaction Agreement in relation to the sale and purchase of the Project Rights and Project Liabilities.

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

The details of the Master Transaction Agreement and other information relating thereto are set out below:

MASTER TRANSACTION AGREEMENT

Date:

20 August 2015

Parties:

(1) the Seller; and

(2) the Buyer.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Seller and the Seller affiliates and their respective ultimate beneficial owner(s) are independent third parties of the Company and are not connected persons of the Company.

Acquisition of the Project Rights and Project Liabilities

Pursuant to the Master Transaction Agreement: (i) the Seller agreed to sell and transfer and the Buyer agreed to, through its wholly-owned subsidiary, purchase the Project Rights; and (ii) the Buyer shall agree to transfer and the Seller shall procure and ensure that its relevant Seller affiliate to transfer to the Buyer the Project Liabilities.

Consideration

The aggregate consideration for the Master Transaction is RMB10,500,000,000.

The aggregate consideration for the purchase of Project Rights is RMB4,563,116,000 and the aggregate consideration for the purchase of Project Liabilities is RMB5,936,884,000. The consideration was determined on an arm's length basis following due diligence by the Buyer and negotiations with the Seller.

On the date of the Master Transaction Agreement, the Buyer shall pay or procure its wholly-owned subsidiary to pay RMB9,450,000,000 to the Seller (including the Seller affiliates). On the last Business Day of the eighteenth (18th) month after the date of the Master Transaction Agreement, the Buyer shall pay or procure its wholly-owned subsidiary to pay the Seller RMB593,688,400. After the Seller receives the withholding tax payment notice issued by the competent tax authority, the Buyer shall promptly pay or procure its wholly-owned subsidiary to pay to the Seller RMB456,311,600 and any tax indemnification amount.

Completion

Completion will take place on the date of the Master Transaction Agreement.

INFORMATION ON THE SELLER

The Seller was established in 1994, and its principal business includes real estate development, investments in real estate, property management and business operations.

The Seller is a wholly-owned subsidiary of GuocoLand, a company listed on the Singapore Exchange Limited, which is principally engaged in investment holdings. The principal businesses of the subsidiaries of GuocoLand are real estate development and investments, hotel operations, property management and relevant businesses.

The parent company of GuocoLand is Guoco Group, a company listed on The Stock Exchange of Hong Kong Limited (stock code: 53), which is principally engaged in investment holdings and management. The core businesses of Guoco Group include proprietary investments, property development and investments, hotel and leisure related businesses and financial services.

The Seller, GuocoLand and Guoco Group are all members of Hong Leong Group, which is one of the largest corporations in Southeast Asia since its establishment in 1963. Hong Leong Group is headquartered in Malaysia with principal businesses spreading across sectors such as banking and financial services, manufacturing and distribution, real estate development and investments, hotel and leisure related businesses and capital investments.

INFORMATION ON HAINAN CO

Hainan Co was established on 22 October 1997, and is principally engaged in the development and management of real estate. The sole shareholder of Hainan Co is GuocoLand and its principal asset is its 90% shareholding of the Project Company.

As of 30 June 2015, the net book asset value of Hainan Co on an unconsolidated basis is RMB9,537,490.

INFORMATION ON THE PROJECT

The Project is an integrated real estate development project located in Dongcheng District of Beijing, the PRC, with a planned gross floor area of approximately 510,000 square meters, comprising shopping centres, an office building with twin towers, apartments and hotels.

The Project would be developed by the Project Company, which was established on 29 March 2000 and is principally engaged in development and sales of real estate.

As of 30 June 2015, the appraised net asset value of the Project Company is RMB5,110,000,000.

INFORMATION ON THE GROUP

The Group is principally engaged in distressed asset management and provision of customized financial solutions and differentiated asset management services to its clients through the synergistic operation of its diversified business platforms.

REASONS FOR AND BENEFITS OF THE MASTER TRANSACTION AGREEMENT

In respect of the project, the Directors believe that, through diversified business platforms derived from group synergies and various business modes such as distressed asset acquisition, asset restructuring and special situations investment by leveraging its distressed asset management business in the ordinary course of its business, the Company will generate satisfactory revenue from distressed debts management and disposal, stable investment income as well as certain social benefit.

The terms of the Master Transaction Agreement have been determined after arm's length negotiations between the parties and reflect normal commercial terms. The Directors, including the independent non-executive Directors, consider that the terms of the Master Transaction Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

GENERAL

This announcement is made by the Company on a voluntary basis for the purpose of keeping the potential investors and Shareholders informed of the latest business development of the Group.

The Master Transaction does not constitute any notifiable transaction of the Company under Chapter 14 of the Listing Rules, nor any connected transaction under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“Acquisition Agreements”	a series of agreements signed by the Seller and relevant parties, pursuant to which, the Seller becomes the legal and beneficial owner of all the equity interests of Hainan Co
“Board”	the board of directors of the Company
“Business Day”	any day except Saturday, Sunday or any other day on which commercial banks located in Hong Kong and the PRC are required or authorized by relevant laws to be closed for business
“Buyer”	the Beijing city branch 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
“connected persons”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company

“Group”	the Company and its subsidiaries
“Guoco Group”	Guoco Group Limited (國浩集團有限公司), a company incorporated in Bermuda and listed on the Stock Exchange (stock code: 53)
“GuocoLand”	GuocoLand Limited (國浩房地產有限公司), a company incorporated in Singapore and listed on the Singapore Exchange Limited
“H Share(s)”	the ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Stock Exchange
“Hainan Co”	Hainan Jing Hao Asset Limited (海南京灝實業有限公司), a company incorporated in the PRC directly holding 90% of the shares in the Project Company
“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
“Hong Leong Group”	Hong Leong Company (Malaysia) Berhad, a company incorporated in Malaysia
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Master Transaction”	the sale and purchase of the Project Rights and Project Liabilities as set out in the Master Transaction Agreement
“Master Transaction Agreement”	the master transaction agreement entered into between the Seller and the Buyer on 20 August 2015 in relation to the sale and purchase of the Project Rights and Project Liabilities
“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
“Project Company”	the developer of the Project, being Beijing Chengjian Donghua Property Development Co., Ltd.* (北京城建東華房地產開發有限責任公司), a company incorporated in the PRC
“Project Liabilities”	certain liabilities owed by the Project Company or its affiliates to the relevant affiliates of the Seller

“Project”	comprising of the real estate project of Guoson Centre (國盛中心) under the State-owned Land Use Right Certificate (Jing Dong Guo Yong (2005) Chu No.A00572) located to the north of Dong Zhi Men Wai Avenue in Dongcheng District, the land use right of which is obtained by way of grant
“Project Rights”	all the rights, powers, interests and benefits the Seller has in relation to the Project, including: (1) all rights exercisable or all the rights, powers, interests and benefits belonging to the Seller pursuant to the Acquisition Agreement; (2) all the legal or registered shareholders’ rights, powers, interests and benefits pursuant to the ownership of 100% shareholding of Hainan Co
“RMB”	Renminbi, the lawful currency of the PRC
“Seller”	Guocoland (China) Limited (國浩房地產 (中國) 有限公司), a company established in the PRC, a wholly-owned subsidiary of GuocoLand
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including H Shares and domestic shares
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Beijing, the PRC
20 August 2015

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.

* For identification purpose only