

Sino-Ocean Land (Perpetual Finance) Limited

(Incorporated in British Virgin Island with limited liability)

The Board of Directors of Sino-Ocean Land (Perpetual Finance) Limited (the “**Company**”) announces that Sino-Ocean Land Holdings Limited, the Company’s parent company, has released an announcement of Proposed Issue of Guaranteed Notes and the announcement as attached has been posted on the websites of The Stock Exchange of Hong Kong Limited and Sino-Ocean Land Holdings Limited.

By Order of the Board

Sino-Ocean Land (Perpetual Finance) Limited

SUM Pui Ying

Director

28 January 2015

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This announcement is not for distribution, directly or indirectly, in or into the United States.



远洋地产

遠洋地產控股有限公司

Sino-Ocean Land Holdings Limited

(incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

(Stock Code: 03377)

PROPOSED ISSUE OF GUARANTEED NOTES

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Introduction

The Issuer, a wholly-owned subsidiary of the Company, proposes to conduct an international offering of the Notes to professional investors outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act. The Notes are expected to be irrevocably and unconditionally guaranteed by the Company. None of the Notes will be offered to the public in Hong Kong.

Reasons for the Proposed Notes Issue

The Group intends to use the proceeds from the Proposed Notes Issue to repay existing indebtedness and for general corporate purposes. The Group may adjust the foregoing plans in response to changing market conditions and circumstances.

Listing

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Notes by way of debt securities to professional investors only (as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any rules made under that Ordinance). A confirmation of the eligibility for the listing of the Notes has been received from the Stock Exchange. Admission of the Notes to the Stock Exchange is not to be taken as an indication of merits of the Company or the Notes.

General

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Potential investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company. Further announcements in respect of the Proposed Notes Issue will be made by the Company should the Subscription Agreement be signed.

UPDATED INFORMATION OF THE GROUP

In 2014, the area of newly acquired land of the Group in terms of total GFA and attributable GFA was approximately 7,070,000 sq.m. and 3,800,000 sq.m., respectively. The cost of newly acquired land attributable to the Group's shareholding interests for 2014 was approximately RMB16,902 million and the average cost of newly acquired land attributable to the Group's shareholding interests for 2014 was approximately RMB4,500 per sq.m.

The above-mentioned operating data is unaudited and is based on preliminary internal information of the Group, which may differ from the information to be disclosed in the audited or unaudited consolidated financial statements to be published by the Company. **Potential investors and shareholders of the Company are advised to exercise caution and not to place undue reliance on such information when dealing in the securities of the Company.**

DEFINITIONS

Unless otherwise defined, the following expressions in this announcement have the following meanings:

“Company”	Sino-Ocean Land Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code : 03377)
“GFA”	gross floor area, including both above-ground and under-ground areas
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China

“Issuer”	Sino-Ocean Land Treasure Finance II Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Joint Lead Mangers”	the joint lead managers to be appointed in respect of the Proposed Notes Issue
“Notes”	the notes proposed to be issued by the Issuer and guaranteed by the Company
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this announcement
“Proposed Notes Issue”	the proposed issue of the Notes by the Issuer
“RMB”	Renminbi, the lawful currency of the PRC
“sq.m.”	square metre
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the agreement proposed to be entered into among the Issuer, the Company and the Joint Lead Managers in relation to the Proposed Notes Issue
“U.S. Securities Act”	The United States Securities Act of 1933, as amended from time to time
“United States”	the United States of America

By order of the Board
Sino-Ocean Land Holdings Limited
LAM Tsz Kin
Company Secretary

Hong Kong, 28 January 2015

As at the date of this announcement, the directors of the Company comprise:

Executive directors:

Mr. LI Ming
Ms. LIU Hui
Mr. CHEUNG Vincent Sai Sing
Mr. CHEN Runfu
Mr. WEN Haicheng

Non-executive directors:

Mr. YANG Zheng
Mr. FANG Jun
Mr. CHUNG Chun Kwong, Eric

Independent non-executive directors:

Mr. TSANG Hing Lun
Mr. GU Yunchang
Mr. HAN Xiaojing
Mr. ZHAO Kang