

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 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

29 January 2015

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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)

**ISSUE OF US\$700,000,000 4.45% GUARANTEED NOTES DUE 2020
AND
US\$500,000,000 5.95% GUARANTEED NOTES DUE 2027**

Reference is made to the announcement of the Company dated 28 January 2015 in relation to the proposed issue of the Notes.

On 28 January 2015, the Company and the Issuer have entered into the Subscription Agreement with the Joint Lead Managers in relation to the issue of the Notes in the aggregate principal amount of US\$1,200,000,000.

The estimated net proceeds of the issue of Notes, after deduction of fees, commissions and expenses payable in connection with the offering, will amount to approximately US\$1,182,000,000. The Group intends to use the net proceeds to repay existing indebtedness and for general corporate purposes.

Reference is made to the announcement of the Company dated 28 January 2015 in relation to the proposed issue of the Notes. The Board is pleased to announce that on 28 January 2015, the Company and the Issuer have entered into the Subscription Agreement with the Joint Lead Managers in relation to the issue of the Notes in the aggregate principal amount of US\$1,200,000,000.

THE SUBSCRIPTION AGREEMENT

Date	28 January 2015
Parties	the Issuer as the issuer; the Company as the guarantor; and the Joint Lead Managers.

The Joint Lead Managers are the joint lead managers in respect of the offer and sale of the Notes. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Joint Lead Managers is an independent third party and not a connected person of the Company.

The Notes and the Guarantee have not been and will not be registered under the U.S. Securities Act and subject to certain exceptions, may not be offered or sold within the United States. The Notes are being offered and sold only outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. The Notes, when issued, will be irrevocably and unconditionally guaranteed by the Company. None of the Notes will be offered to the public in Hong Kong.

Principal Terms

Notes Offered

Subject to closing conditions, the Issuer will issue the 2020 Notes in the aggregate principal amount of US\$700,000,000 which will mature on 4 February 2020, unless earlier redeemed pursuant to the terms thereof.

Subject to closing conditions, the Issuer will issue the 2027 Notes in the aggregate principal amount of US\$500,000,000 which will mature on 4 February 2027, unless earlier redeemed pursuant to the terms thereof.

Offering Price

The offering price of the 2020 Notes will be 98.806% of the principal amount of the 2020 Notes.

The offering price of the 2027 Notes will be 98.737% of the principal amount of the 2027 Notes.

Interest

The 2020 Notes will bear interest at a rate of 4.45% per annum, payable semi-annually in arrear on 4 February and 4 August of each year, commencing on 4 August 2015.

The 2027 Notes will bear interest at a rate of 5.95% per annum, payable semi-annually in arrear on 4 February and 4 August of each year, commencing on 4 August 2015.

Status of the Notes

The Notes will constitute direct, unsecured and unsubordinated obligations of the Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the Issuer under the Notes shall, save for such exceptions as may be provided in applicable legislation, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.

Guarantee

The Company has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Trust Deed and the Notes. The obligations of the Company under the Guarantee shall, save for such exceptions as may be provided in applicable legislation and subject to the terms and conditions of the Notes, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.

Events of Default

The events of default under the Notes include, among others:

- (i) the Issuer and the Guarantor each fail to pay the principal of or any interest on any of the Notes when due and such failure continues for a period of seven days in the case of principal and 14 days in the case of interest;
- (ii) the Issuer or the Guarantor fails to perform or comply with any one or more of their other obligations which default is incapable of remedy or, if in the opinion of the Trustee capable of remedy, is not remedied within the applicable grace period;
- (iii) (a) any other present or future indebtedness of the Issuer or the Guarantor or any of their respective subsidiaries for or in respect of moneys borrowed or raised becomes due and payable prior to its stated maturity by reason of any actual or potential default, event of default or the like, or (b) any such indebtedness is not paid when due or within any originally applicable grace period, or (c) the Issuer or the Guarantor or any of their respective subsidiaries fails to pay when due any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised provided that no event described in this (iii) shall constitute an event of default unless the aggregate amount of the relevant indebtedness, guarantees and indemnities equals or exceeds US\$25,000,000 or its equivalent;
- (iv) a distress, attachment, execution or other legal process is levied, enforced or sued out on or against any part of the property, assets or revenues of the Issuer, the Guarantor or any of the Guarantor's principal subsidiaries and is not discharged or stayed within 45 days;
- (v) any mortgage, charge, pledge, lien or other encumbrance, present or future, created or assumed by the Issuer, the Guarantor or any of the Guarantor's principal subsidiaries becomes enforceable and any step is taken to enforce it (including the taking of possession or the appointment of a receiver, manager or other similar person);

- (vi) the insolvency, bankruptcy, failure to pay debts due or other analogous events of the Issuer, the Guarantor or any of the Guarantor's principal subsidiaries;
- (vii) an order is made or an effective resolution passed for the winding-up or dissolution of the Issuer, the Guarantor or any of the Guarantor's principal subsidiaries, or the Issuer, the Guarantor or of the Guarantor's principal subsidiaries ceases or threatens to cease to carry on all or a substantial part of its business or operations, except for specific exceptions; or
- (viii) the Issuer ceases to be a subsidiary wholly-owned and controlled, directly or indirectly, by the Guarantor.

Final Redemption

Unless previously redeemed or purchased and cancelled, the Notes will be redeemed at their principal amount on their respective maturity dates.

Redemption at the Option of the Issuer

On giving not less than 30 nor more than 60 days' notice to the Trustee and holders of the Notes, the Issuer may redeem the Notes, in whole but not in part, at the amount which is the greater of (i) the present value of the principal amount of the Notes, assuming a scheduled repayment thereof on the maturity date plus all required remaining scheduled interest payments due on a Note through the maturity date (but excluding accrued and unpaid interest to the date of redemption specified in the notice of redemption), using a discount rate computed with reference to a comparable United States Treasury security rate; and (ii) the principal amount of such Notes, as of, and accrued and unpaid interest, if any, to (but excluding) the date of redemption specified in the notice of redemption.

Redemption for Taxation Reasons

The Notes may be redeemed at the option of the Issuer in whole, but not in part, at their principal amount, together with accrued interest, at any time on giving not less than 30 nor more than 60 days' notice, in the event of certain changes affecting taxes of certain jurisdictions, as further described in the terms and conditions of the Notes.

Redemption upon a Change of Control

At any time following the occurrence of any of the following events, accompanied with a downgrade in the ratings of the Notes within six months (subject to certain conditions), the holder of any Notes will have the right, at such holder's option, to require the Issuer to redeem all, and not some only, of that holder's Notes on the relevant redemption date at 101% of their principal amount, together with accrued and unpaid interest to (but excluding) the redemption date:

- (i) China Life and Nan Fung and their respective wholly-owned subsidiaries together cease to maintain an aggregate beneficial shareholding of at least 30% of the issued shares in the Guarantor;

- (ii) China Life and its wholly-owned subsidiaries together as a group ceases to be the single largest shareholder of the Guarantor; or
- (iii) China Life and its wholly-owned subsidiaries together cease to have a nominee director on the board of directors of the Guarantor.

INFORMATION OF THE GROUP AND USE OF PROCEEDS

The Group is one of the leading property developers in key economic regions in PRC and actively accomplishing the Group's national strategic plan with a coastal and riparian focus. The Group focuses on developing mid- to high-end residential properties, high-end office premises and retail properties. As at 30 June 2014, the Group had 64 projects in various stages of development in high-growth cities across the PRC, including Beijing; Tianjin, Dalian, Qingdao and Qinhuangdao in the Pan-Bohai Rim; Shanghai, Hangzhou, Huangshan and Zhenjiang in the Yangtze River Delta; Shenzhen, Zhongshan, Sanya and Haikou in the Pearl River Delta; as well as Chongqing, Chengdu, Wuhan, Shenyang, Changchun and Fushun.

The estimated net proceeds of the issue of Notes, after deduction of fees, commissions and expenses payable in connection with the offering, will amount to approximately US\$1,182,000,000. The Group intends to use the net proceeds to repay existing indebtedness and for general corporate purposes.

LISTING AND RATINGS

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.

The Notes are expected to be rated "Baa3" by Moody's Investors Service, Inc. and its affiliates, "BBB-" by Standard & Poor's Rating Services, a division of the McGraw-Hill Companies, Inc. and its affiliates and "BBB-" by Fitch Ratings and its affiliates. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the relevant rating organization.

DEFINITIONS

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

“2020 Notes”	the 4.45% guaranteed notes due 2020 in the principal amount of US\$700,000,000 proposed to be issued by the Issuer pursuant to the Subscription Agreement
“2027 Notes”	the 5.95% guaranteed notes due 2027 in the principal amount of US\$500,000,000 proposed to be issued by the Issuer pursuant to the Subscription Agreement
“BNP Paribas”	BNP Paribas, acting through its Hong Kong branch, one of the joint bookrunners and joint lead managers in respect of the issue of the Notes
“Board”	the board of Directors
“BOCHK”	Bank of China (Hong Kong) Limited, one of the joint bookrunners and joint lead managers in respect of the issue of the Notes
“China Life”	China Life Insurance Company Limited, a joint stock limited liability company established under the laws of the PRC, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 02628) and a substantial shareholder of the Company
“Company” or “Guarantor”	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)
“connected persons”	has the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“DB”	Deutsche Bank AG, Singapore Branch, one of the joint bookrunners and joint lead managers in respect of the issue of the Notes
“DBS”	DBS Bank Ltd., one of the joint bookrunners and joint lead managers in respect of the issue of the Notes
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“GS”	Goldman Sachs (Asia) L.L.C., one of the joint bookrunners and joint lead managers in respect of the issue of the Notes

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited, one of the joint bookrunners and joint lead managers in respect of the issue of the Notes
“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
“J.P. Morgan”	J.P. Morgan Securities plc, one of the joint bookrunners and joint lead managers in respect of the issue of the Notes
“Joint Lead Managers”	HSBC, J.P. Morgan, GS, Morgan Stanley, BNP Paribas, BOCHK, DB, DBS and WLB
“Morgan Stanley”	Morgan Stanley & Co. International plc, one of the joint bookrunners and joint lead managers in respect of the issue of the Notes
“Nan Fung”	Nan Fung International Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a substantial shareholder of the Company
“Notes”	the US\$ denominated guaranteed notes proposed to be issued by the Issuer and guaranteed by the Company, comprising the 2020 Notes and the 2027 Notes
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 28 January 2015 entered into among the Issuer, the Company and the Joint Lead Managers in relation to the issue of the Notes
“Trust Deed”	the trust deed (as amended or supplemented from time to time) to be dated on or about 4 February 2015 and to be made between the Issuer, the Company and the Trustee as trustee for the holders of the Notes
“Trustee”	the Bank of New York Mellon, London Branch
“U.S. Securities Act”	The United States Securities Act of 1933, as amended from time to time

“United States”	the United States of America
“US\$”	the lawful currency of United States
“WLB”	Wing Lung Bank Limited, one of the joint bookrunners and joint lead managers in respect of issue of the Notes

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

Hong Kong, 29 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