

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 pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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

24 June 2014

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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)

**ANNOUNCEMENT MADE PURSUANT TO RULE 13.18 OF
THE LISTING RULES**

This announcement is made pursuant to Rule 13.18 of the Listing Rules.

On 24 June 2014, the Company entered into the Facility Agreement, pursuant to which a syndicate of banks agreed to grant certain 3-year term loan facilities in HK\$ and US\$ in the principal amount of approximately US\$800 million to the Company.

Under the Facility Agreement, it would constitute an event of default if (i) China Life Insurance Company Limited and Nan Fung International Holdings Limited are together no longer the largest shareholder of the Company or no longer maintain (directly or indirectly) beneficially not less than 30% of the issued share capital of the Company; or (ii) neither China Life Insurance Company Limited nor Nan Fung International Holdings Limited is the single largest shareholder of the Company.

This announcement is made pursuant to Rules 13.18 of the Listing Rules.

On 24 June 2014, the Company entered into the Facility Agreement, pursuant to which a syndicate of banks agreed to grant certain 3-year term loan facilities in HK\$ and US\$ in the principal amount of approximately US\$800 million to the Company to (i) refinance all the amounts outstanding under the 2012 Facility; and (ii) finance the general working capital requirements of the Group.

Under the Facility Agreement, it would constitute an event of default if (i) China Life Insurance Company Limited and Nan Fung International Holdings Limited are together no longer the largest shareholder of the Company or no longer maintain (directly or indirectly) beneficially not less than 30% of the issued share capital of the Company; or (ii) neither China Life Insurance Company Limited nor Nan Fung International Holdings Limited is the single largest shareholder of the Company.

On and at any time after the occurrence of an event of default, the lenders may (i) cancel the Facility with immediate effect; (ii) declare that all or part of the loan outstanding together with accrued interest and all other amounts accrued or outstanding be immediately due and payable; and/or (iii) declare that all or part of the loans be payable on demand.

As at the date of this announcement, based on information available to the Company, China Life Insurance Company Limited and Nan Fung International Holdings Limited are together the largest shareholder of the Company and beneficially owns, directly or indirectly, 49.96% of the entire issued share capital of the Company in aggregate.

DEFINITIONS

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

“2012 Facility”	certain 3-year term loan facilities in different currencies in the principal amount of approximately US\$600 million granted to the Company pursuant to the facility agreement dated 15 June 2012 entered into among the Company and a syndicate of banks (as described in the announcement of the Company dated 15 June 2012)
“Board”	the board of directors of the Company
“Company”	Sino-Ocean Land Holdings Limited, a company incorporated under the laws of Hong Kong, the shares of which are listed on the Main Board of the Stock Exchange
“Facility”	certain 3-year term loan facilities in HK\$ and US\$ in the principal amount of approximately US\$800 million granted to the Company pursuant to the Facility Agreement

“Facility Agreement”	the facility agreement dated 24 June 2014 entered into among the Company and a syndicate of banks in relation to the Facility
“Group”	the Company and its subsidiaries
“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
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America

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

Hong Kong, 24 June 2014

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