

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 Issuance of Corporate Bonds by its indirect wholly-owned subsidiary 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

17 August 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)

**PROPOSED ISSUANCE OF CORPORATE BONDS BY
SINO-OCEAN LAND LIMITED
AND
UNAUDITED FINANCIAL INFORMATION OF
SINO-OCEAN LAND LIMITED**

This announcement is made by Sino-Ocean Land Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company is pleased to announce that on 12 August 2015, the China Securities Regulatory Commission (中國證券監督管理委員會) (the “**CSRC**”) has approved the proposed issuance of corporate bonds of up to RMB10,000,000,000 for a term of no more than 15 years (the “**Corporate Bonds**”) by Sino-Ocean Land Limited (遠洋地產有限公司) (the “**Issuer**”), an indirect wholly-owned subsidiary of the Company (incorporated in the People’s Republic of China (the “**PRC**”)). The Issuer is the principal subsidiary of the Company in the PRC.

The Corporate Bonds are proposed to be issued in phases subject to the funding demand and the capital market condition. The Group’s capital structure is expected to be enhanced after the issuance of the Corporate Bonds in phases. The Issuer intends to apply the net proceeds from the issue of the first phase of the Corporate Bonds for repayment of existing indebtedness and replenishing general working capital.

Each of the Issuer and the Corporate Bonds has received a rating of “AAA” from a credit rating agency, China Cheng Xin Credit Rating Co. Ltd.* (中誠信證券評估有限公司). The Issuer will apply for the listing of the Corporate Bonds on the Shanghai Stock Exchange. The Issuer and the underwriters shall determine the annual interest rate of the Corporate Bonds in accordance with relevant rules and regulations of the PRC and by taking into account the book-building results.

Pursuant to relevant rules and regulations of the PRC and the requirements of the CSRC, the unaudited consolidated financial statements of the Issuer for the three months ended 31 March 2015 (the “**Unaudited March Financials**”) were included in the preliminary offering circular for the Corporate Bonds and published on the website of Shanghai Stock Exchange (<http://www.sse.com.cn>) on 17 August 2015.

Set out below are the key financial figures of the Unaudited March Financials:

RMB'000

Current assets	63,285,774
Non-current assets	40,259,374
Total assets	103,545,148
Current liabilities	38,822,414
Non-current liabilities	39,112,669
Total liabilities	77,935,083
Total equity	25,610,064
Revenue	4,840,679
Net profit after taxation	1,046,745
Cash resources [#]	6,833,279

[#] including restricted bank deposit

The Issuer acquired several projects and companies from other subsidiaries of the Company in April 2015. For illustration purposes, set out below are the key financial figures of the unaudited consolidated financial statements of the Issuer for the five months ended 31 May 2015 (the “**Unaudited May Financials**”, together with the Unaudited March Financials, the “**Issuer’s Unaudited Financials**”):

RMB'000

Current assets	87,076,970
Non-current assets	29,953,930
Total assets	117,030,900
Current liabilities	44,403,370
Non-current liabilities	34,353,001
Total liabilities	78,756,371
Total equity	38,274,528
Revenue	8,370,109
Net profit after taxation	1,363,291
Cash resources [#]	11,158,241

[#] including restricted bank deposit

The Issuer's Unaudited Financials have been prepared in accordance with the PRC Generally Accepted Accounting Principles, which have not been audited or reviewed by the auditors of the Company. The Issuer's Unaudited Financials are limited solely to the Issuer and its subsidiaries and do not represent the financial results of the Group. **Shareholders and potential investors should exercise caution and should not place undue reliance on such information.**

** for identification purposes only*

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

Hong Kong, 17 August 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