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**CHINA MERCHANTS LAND LIMITED**

**招商局置地有限公司\***

*(Incorporated with limited liability in the Cayman Islands)*

**(Stock Code: 978)**

## **PROPOSED ISSUE OF CREDIT ENHANCED BONDS**

The Issuer proposes to conduct an international offering of the Bonds to professional investors (as defined in the Securities and Futures Ordinance) only. The proposed Bonds will only be offered outside the United States in reliance on Regulation S under the U.S. Securities Act. None of the proposed Bonds will be offered to the public in Hong Kong other than to professional investors, or be placed to any connected persons of the Issuer.

As at the date of this announcement, the amount, terms and conditions of the Proposed Bonds Issuance have yet to be determined. Further announcement in respect of the Proposed Bonds Issuance will be made by the Issuer should the Subscription Agreement in respect of the Proposed Bonds Issuance be signed.

### **THE PROPOSED BONDS ISSUANCE**

The Issuer proposes to conduct an international offering of the Bonds to professional investors (as defined in the Securities and Futures Ordinance) only.

\* For identification purposes only

Payments of principal and interest in respect of the Bonds, if the Bonds are issued, will have the benefit of an irrevocable standby letter of credit issued by the LC Bank. Pricing and completion of the Proposed Bonds Issue is subject to, among other things, market conditions and investor interest. As at the date of this announcement, the amount, terms and conditions of the Proposed Bonds Issue have yet to be determined. Further announcement in respect of the Proposed Bonds Issue will be made by the Issuer should the Subscription Agreement be signed.

The proposed Bonds will only be offered outside the United States in reliance on Regulation S under the U.S. Securities Act. None of the proposed Bonds will be offered to the public in Hong Kong other than to professional investors, or be placed to any connected persons of the Issuer.

## **PROPOSED USE OF NET PROCEEDS**

The net proceeds from the Bonds will be used by the Issuer for general corporate purposes.

## **LISTING**

An application has been made to the Stock Exchange for the listing of, and permission to deal in, the Bonds. Admission of the Bonds to the Stock Exchange is not to be taken as an indication of the merits of the Issuer, the LC Bank or the Bonds.

## **GENERAL**

**As no binding agreement in relation to the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Bonds Issue may or may not materialise. The completion of the Proposed Bonds Issue is subject to market conditions and investors' interest. Investors and shareholders of the Issuer are urged to exercise caution when dealing in the securities of the Issuer.**

Further announcement in respect of the Proposed Bonds Issue will be made by the Issuer should the Subscription Agreement be signed.

## **DEFINITIONS**

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

“Board”	the board of Directors
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Issuer
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Issuer”	China Merchants Land Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange
“LC Bank”	Industrial and Commercial Bank of China (Asia) Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Bonds Issue”	the proposed issue of the Bonds
“Securities and Futures Ordinance”	The Securities and Futures Ordinance (Cap. 571 of Hong Kong)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the agreement in respect of the terms of the issue and subscription of the Bonds to be entered into between the Issuer, Industrial and Commercial Bank of China (Asia) Limited, Merrill Lynch International, DBS Bank Ltd., Barclays Bank PLC, CCB International Capital Limited, China Merchants Securities (HK) Co., Limited, ING Bank N.V., Singapore Branch, J.P. Morgan Securities plc, and UBS AG, Hong Kong Branch
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

By the order of the Board  
**China Merchants Land Limited**  
**Mr. He Jianya**  
*Chairman*

Hong Kong, 29 November 2013

*As at the date of this announcement, the Board comprises Dr. So Shu Fai, Mr. Hu Jianxin, Mr. Liu Zhuogen and Mr. Yu Zhiliang as Executive Directors; Mr. He Jianya, Ms. Wu Zhenqin and Ms. Liu Ning as Non-executive Directors and Dr. Wong Wing Kuen, Albert, Ms. Chen Yanping, Dr. Shi Xinping and Mr. He Qi as Independent Non-executive Directors.*