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GREENTOWN CHINA HOLDINGS LIMITED

綠城中國控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03900)

CONNECTED TRANSACTIONS FINANCE LEASE AGREEMENTS

The Board is pleased to announce that, on 20 November 2015, each of Hangzhou Greentown and Zhoushan Greentown entered into a finance lease agreement and a related consultancy agreement with CCCC Financial Leasing.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CCGG is holding 624,851,793 shares in the Company, representing approximately 28.9% of the issued share capital of the Company, and therefore is a substantial shareholder of the Company. CCCC Financial Leasing is a non-wholly owned subsidiary of CCGG and thus an associate of CCGG and a connected person of the Company. As such, the transactions contemplated under the Finance Lease Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules), on an aggregate basis, are more than 0.1% but all of them are less than 5%, the transactions contemplated under the Finance Lease Agreements are exempted from the circular and independent shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

* *For identification purposes only*

HANGZHOU GREENTOWN FINANCE LEASE AGREEMENT

On 20 November 2015, Hangzhou Greentown entered into a finance lease agreement with CCCC Financial Leasing, the principal terms and particulars of which are as follows:

Parties

Lessor: CCCC Financial Leasing

Lessee: Hangzhou Greentown, a non-wholly owned subsidiary of the Company

Sale and purchase arrangement

Pursuant to the Hangzhou Greentown Finance Lease Agreement, CCCC Financial Leasing shall purchase the Hangzhou Greentown Leased Assets from Hangzhou Greentown for a consideration of RMB25,000,000.

The consideration in respect of the sale and purchase of the Hangzhou Greentown Leased Assets was determined after arm's length negotiations between the parties by reference to the carrying values and prevailing market price of the Hangzhou Greentown Leased Assets.

As at the date of this announcement, the unaudited book value of the Hangzhou Greentown Leased Assets is approximately RMB25,625,468.

Lease back arrangement

Pursuant to the Hangzhou Greentown Finance Lease Agreement, CCCC Financial Leasing shall lease the Hangzhou Greentown Leased Assets back to Hangzhou Greentown for a lease period of 36 months, commencing from the date of payment of the consideration for the purchase of the Hangzhou Greentown Leased Assets by CCCC Financial Leasing.

Lease payment

The total lease payment payable by Hangzhou Greentown to CCCC Financial Leasing shall be RMB27,552,120 (including value added tax), which shall be made in six instalments in equal amount. The lease payment was determined after arm's length negotiations between the parties by reference to the principal amounts of the lease and the prevailing market interest rate for finance leases of comparable leased assets.

Ownership of the Hangzhou Greentown Leased Assets

The ownership of the Hangzhou Greentown Leased Assets shall be vested in CCCC Financial Leasing throughout the lease period.

Upon expiry of the lease period, CCCC Financial Leasing shall transfer the ownership of the Hangzhou Greentown Leased Assets back to Hangzhou Greentown, which is conditional upon (i) the consideration in the amount of RMB100 (including value added tax) having been paid by Hangzhou Greentown to CCCC Financial Leasing; and (ii) all the obligations of Hangzhou Greentown under the Hangzhou Greentown Finance Lease Agreement having been fulfilled.

Guarantee

Greentown Real Estate shall act as guarantor in favour of CCCC Financial Leasing to guarantee the performance of Hangzhou Greentown under the Hangzhou Greentown Finance Lease Agreement.

Consultancy fee

In relation to the Hangzhou Greentown Finance Lease Agreement, Hangzhou Greentown also entered into the Hangzhou Greentown Consultancy Agreement with CCCC Financial Leasing on 20 November 2015, pursuant to which Hangzhou Greentown agreed to engage CCCC Financial Leasing for the provision of financial planning and other consultancy services at a service fee of RMB250,000. The service fee shall be payable to CCCC Financial Leasing within five days after the execution of the Hangzhou Greentown Consultancy Agreement and was determined after arm's length negotiations between the parties by reference to the principal amount of the lease under the Hangzhou Greentown Finance Lease Agreement.

ZHOUSHAN GREENTOWN FINANCE LEASE AGREEMENT

On 20 November 2015, Zhoushan Greentown entered into a finance lease agreement with CCCC Financial Leasing, the principal terms and particulars of which are as follows:

Parties

Lessor: CCCC Financial Leasing

Lessee: Zhoushan Greentown, a wholly-owned subsidiary of the Company

Sale and purchase arrangement

Pursuant to the Zhoushan Greentown Finance Lease Agreement, CCCC Financial Leasing shall purchase the Zhoushan Greentown Leased Assets from Zhoushan Greentown for a consideration of RMB140,000,000.

The consideration in respect of the sale and purchase of the Zhoushan Greentown Leased Assets was determined after arm's length negotiations between the parties by reference to the carrying values and prevailing market price of the Zhoushan Greentown Leased Assets.

As at the date of this announcement, the unaudited book value of the Zhoushan Greentown Leased Assets is approximately RMB142,294,976.

Lease back arrangement

Pursuant to the Zhoushan Greentown Finance Lease Agreement, CCCC Financial Leasing shall lease the Zhoushan Greentown Leased Assets back to Zhoushan Greentown for a lease period of 36 months, commencing from the date of payment of the consideration for the purchase of the Zhoushan Greentown Leased Assets by CCCC Financial Leasing.

Lease payments

The total lease payment payable by Zhoushan Greentown to CCCC Financial Leasing shall be RMB154,291,872 (including value added tax), which shall be made in six instalments in equal amount. The lease payment was determined after arm's length negotiations between the parties by reference to the principal amounts of the lease and the prevailing market interest rate for finance leases of comparable leased assets.

Ownership of the Zhoushan Greentown Leased Assets

The ownership of the Zhoushan Greentown Leased Assets shall be vested in CCCC Financial Leasing throughout the lease period.

Upon expiry of the lease period, CCCC Financial Leasing shall transfer the ownership of the Zhoushan Greentown Leased Assets back to Zhoushan Greentown, which is conditional upon (i) the consideration in the amount of RMB100 (including value added tax) having been paid by Zhoushan Greentown to CCCC Financial Leasing; and (ii) all the obligations of Zhoushan Greentown under the Zhoushan Greentown Finance Lease Agreement having been fulfilled.

Guarantee

Greentown Real Estate shall act as guarantor in favour of CCCC Financial Leasing to guarantee the performance of Zhoushan Greentown under the Zhoushan Greentown Finance Lease Agreement.

Consultancy fee

In relation to the Zhoushan Greentown Finance Lease Agreement, Zhoushan Greentown also entered into the Zhoushan Greentown Consultancy Agreement with CCCC Financial Leasing on 20 November 2015, pursuant to which Zhoushan Greentown agreed to engage CCCC Financial Leasing for the provision of financial planning and other consultancy services at a service fee of RMB1,400,000. The service fee shall be payable to CCCC Financial Leasing within five days after the execution of the Zhoushan Greentown Consultancy Agreement and was determined after arm's length negotiations between the parties by reference to the principal amount of the lease under the Zhoushan Greentown Finance Lease Agreement.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FINANCE LEASE AGREEMENTS

The entering into the Finance Lease Agreements enables the Group to broaden its financing channel and raise low-cost capital, which will facilitate the business development and smooth operation of the Group.

The Directors (including the independent non-executive Directors) are of the view that each of the transactions contemplated under the Finance Lease Agreements is entered into in the ordinary course of business of the Company on normal commercial terms, the terms of which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CCCG is holding 624,851,793 shares in the Company, representing approximately 28.9% of the issued share capital of the Company, and therefore is a substantial shareholder of the Company. CCC Financial Leasing is a non-wholly owned subsidiary of CCCG and thus an associate of CCCG and a connected person of the Company. As such, the transactions contemplated under the Finance Lease Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined in the Listing Rules), on an aggregate basis, are more than 0.1% but all of them are less than 5%, the transactions contemplated under the Finance Lease Agreements are exempted from the circular and independent shareholders' approval requirements pursuant to Rule 14A.76(2) of the Listing Rules.

As each of Mr Zhu Bixin, Mr Sun Guoqiang, Mr Cao Zhounan, Mr Li Qingan and Mr Liu Wensheng is considered to have a material interest in the transactions contemplated under the Finance Lease Agreements, each of Mr Zhu Bixin, Mr Sun Guoqiang, Mr Cao Zhounan, Mr Li Qingan and Mr Liu Wensheng has abstained at the relevant Board resolutions. Other than the Directors mentioned above, each of the Directors confirmed that he did not have any material interest in the transactions contemplated under the Finance Lease Agreements and therefore was not required to abstain at the relevant Board resolutions.

GENERAL INFORMATION

The Company is a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange. It is one of the leading property developers in the PRC with business operations in various major PRC cities and is primarily engaged in developing quality properties targeting middle and high income residents in the PRC.

Hangzhou Greentown is a company established in the PRC with limited liability and is principally engaged in property development in the PRC.

Zhoushan Greentown is a company established in the PRC with limited liability and is principally engaged in property development in the PRC.

So far as the Directors are aware, CCC Financial Leasing is a company established in the PRC with limited liability and is principally engaged in provision of financial services.

DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“CCCC Financial Leasing”	CCCC Financial Leasing Co., Ltd.* (中交建融租賃有限公司), a company established under the laws of the PRC with limited liability and a non-wholly owned subsidiary of CCCC
“CCCCG”	China Communications Construction Group (Limited), a wholly state-owned company established on 8 December 2005 in the PRC
“Company”	Greentown China Holdings Limited (stock code: 03900), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Finance Lease Agreements”	the Hangzhou Greentown Finance Lease Agreement, the Hangzhou Greentown Consultancy Agreement, the Zhoushan Greentown Finance Lease Agreement and the Zhoushan Greentown Consultancy Agreement
“Greentown Real Estate”	Greentown Real Estate Group Co., Ltd.* (綠城房地產集團有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“Group”	the Company together with its subsidiaries
“Hangzhou Greentown”	Hangzhou Qiandao Lake Greentown Investment & Property Co., Ltd.* (杭州千島湖綠城投資置業有限公司), a company established under the laws of the PRC with limited liability and a non-wholly owned subsidiary of the Company
“Hangzhou Greentown Consultancy Agreement”	the consultancy agreement dated 20 November 2015 entered into between Hangzhou Greentown and CCCC Financial Leasing
“Hangzhou Greentown Finance Lease Agreement”	the finance lease agreement dated 20 November 2015 entered into between Hangzhou Greentown and CCCC Financial Leasing

“Hangzhou Greentown Leased Assets”	the assets listed in the Hangzhou Greentown Finance Lease Agreement, which include, among other things, certain furniture and equipment for the operation of a hotel owned by Hangzhou Greentown
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (excluding, for the purpose of this announcement, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhoushan Greentown”	Zhoushan Putuo Greentown Industrial Investment Co., Ltd.* (舟山市普陀綠城實業投資有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“Zhoushan Greentown Consultancy Agreement”	the consultancy agreement dated 20 November 2015 entered into between Zhoushan Greentown and CCCC Financial Leasing
“Zhoushan Greentown Finance Lease Agreement”	the finance lease agreement dated 20 November 2015 entered into between Zhoushan Greentown and CCCC Financial Leasing
“Zhoushan Greentown Leased Assets”	the assets listed in the Zhoushan Greentown Finance Lease Agreement, which include, among other things, certain furniture and equipment for the operation of a hotel owned by Zhoushan Greentown
“%”	per cent

By order of the Board
Greentown China Holdings Limited
Song Weiping Zhu Bixin
Co-chairmen

Hangzhou, the PRC

20 November 2015

As at the date of this announcement, the Board comprises six executive Directors, namely Mr Song Weiping, Mr Zhu Bixin, Mr Sun Guoqiang, Mr Shou Bainian, Mr Cao Zhounan and Mr Li Qingan, one non-executive Director, namely Mr Liu Wensheng and four independent non-executive Directors, namely Mr Jia Shenghua, Mr Ke Huanzhang, Mr Sze Tsai Ping, Michael, and Mr Hui Wan Fai.