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**中國奧園地產集團股份有限公司**  
**China Aoyuan Property Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3883)**

**GENERAL DISCLOSURE UNDER  
RULE 13.18 OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to the Supplemental Agreement which contains specific performance obligations on the controlling shareholder of the Company.

Reference is made to the announcement (the “**Announcement**”) of China Aoyuan Property Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 27 June 2010 in relation to a term loan facility of HK\$500,000,000 under the Loan Agreement which contains specific performance obligations of the controlling shareholder of the Company. Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement, unless otherwise provided herein.

**SUPPLEMENTAL AGREEMENT**

**(1) General**

On 8 August 2011, the Company as borrower and the Lenders as lenders entered into a supplemental agreement to the Loan Agreement (the “**Supplemental Agreement**”), pursuant to which the Lenders agreed to grant the Company an additional term loan facility of HK\$490,000,000 (the “**New Loan**”) for the refinancing purpose.

Pursuant to the Supplemental Agreement, the Company shall repay the New Loan at a fixed rate and payable quarterly in arrears commencing three (3) months after the drawdown date of the New Loan on a basis of a 365-day year for distribution to the Lenders.

The maturity date of all outstanding amounts and interest accrued under the Supplemental Agreement will be the date falling three and a half (3.5) years from the first Drawdown Date under the New Loan and in no event later than 28th June 2015.

Save as expressly amended, other terms and conditions of the Loan Agreement will remain in full force and effect.

## **(2) Specific Performance Obligations Imposed on the Controlling Shareholder of the Company**

The specific performance obligations on the controlling shareholder of the Company under the Loan Agreement shall remain effective. As long as any part of the loan provided under the Loan Agreement and the Supplemental Agreement remains outstanding, the Company shall procure that:

- (a) Guo Family will beneficially own the Company as single majority shareholder and the Company shall remain at all times under the control of Guo Family;
- (b) Mr. Guo Zi Wen will continue to act as the chairman of the board of directors of the Company; and
- (c) Ace Rise Profits Limited, a company incorporated in the British Virgin Islands, will not charge or mortgage any of its shareholdings in the Company in favour of any person, firm or company (except for charges or mortgages in existence over the shareholdings prior to the date of the Loan Agreement)

## **(3) Impact of Breach of the Specific Performance Obligations Imposed**

A breach of any of the said specific performance obligations will constitute an event of default under the Loan Agreement. As such, the Lenders will declare the commitments under the Loan Agreement and the Supplemental Agreement to be cancelled and/or declare all outstanding amounts together with interest accrued and all other sums payable by the Company to be forthwith due and payable.

## **GENERAL**

As at the date of this announcement, Ace Rise Profits Limited, holding 1,154,325,000 shares of the Company (representing approximately 44.18% of the issued share capital of the Company), is held by Sturgeon Limited, which is owned as to 50% by Seletar Limited and 50% by Serangoon Limited, as nominees and trustees for Credit Suisse Trust Limited as the trustee holding such interests on trust for the beneficiaries of The Golden Jade Trust. As at the date of this announcement, the beneficiaries of The Golden Jade Trust are Mr. Guo Zi Wen and Ms. Jiang Min Er.

This announcement is made in compliance with the disclosure requirement under Rule 13.18 of the Listing Rules. In accordance with the requirements pursuant to Rule 13.21 of the Listing Rules, disclosure will be included in the interim and annual reports of the Company for so long as the said specific performance obligations imposed on (a) Guo Family and (b) Ace Rise Profits Limited under the Loan Agreement and the Supplemental Agreement continue to exist.

By the order of the Board  
**China Aoyuan Property Group Limited**  
**Guo Zi Wen**  
*Chairman*

Hong Kong, 9 August 2011

*As at the date of this announcement, the executive directors of the Company are Mr. Guo Zi Wen, Mr. Guo Zi Ning, Mr. Yang Zhong, Mr. Lam Kam Tong, Ms. Xin Zhu and Mr. Hu Da Wei; the non-executive directors of the Company are Mr. Wu Jie Si and Mr. Paul Steven Wolansky; and the independent non-executive directors of the Company are Mr. Ma Kwai Yuen, Mr. Song Xian Zhong, Mr. Tsui King Fai and Mr. Cheung Kwok Keung.*