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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)

DECLARATION AND DISTRIBUTION OF SPECIAL DIVIDEND

On 22 March 2013, the Board has declared special dividend of HK\$0.26 per Share, which is proposed to be payable to Qualifying Shareholders (other than Excepted Shareholders) whose names appear on the register of members of the Company on the Record Date. Qualifying Shareholders may elect to receive such dividend in the form of cash or in the form of Scrip Dividend Shares, or a combination of these. The register of members of the Company will be closed from Wednesday, 22 May 2013 to Friday, 24 May 2013 both days inclusive, to ascertain the entitlement of the Shareholders under the Special Dividend.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Scrip Dividend Shares. Since Guo Group, which is currently holding 1,154,325,000 Shares representing 44.13% of the issued share capital of the Company, has indicated to the Board its intention that it would take up the Scrip Dividend Shares in the amount which would result in an increase of its shareholding of no more than 1.99% of the enlarged share capital of the Company immediately following the issue of the Scrip Dividend Shares, no obligation on the part of Guo Group to make a general offer for the Shares under Takeover Code would arise and hence no Whitewash Waiver application would be made to the Executive as stated in the Result Announcement dated 22 March 2013.

A circular, containing further details on the Scrip Dividend Distribution will be despatched to the Shareholders as soon as practicable.

DECLARATION AND DISTRIBUTION OF SPECIAL DIVIDEND

On 22 March 2013, the Board has declared special dividend of HK\$0.26 per Share, which is proposed to be on Thursday, 4 July 2013 (which is revised from the Result Announcement dated 22 March 2013 since there will be no Whitewash Waiver application) payable to Qualifying Shareholders (other than Excepted Shareholders) whose names appear on the register of members of the Company on the Record Date. Qualifying Shareholders may elect to receive such dividend in the form of cash or in the form of Scrip Dividend Shares, or a combination of these.

The terms of the Scrip Dividend Distribution are set out below.

Details of the Special Dividend

Shareholders may elect to receive the Special Dividend in one of the following ways:

- (i) a cash dividend of HK\$0.26 per Share;
- (ii) an allotment of such number of Shares credited as fully paid and having an aggregate market value (calculated as described below), save for adjustment for fractions, equal to the total amount of the Special Dividend which such Shareholder would otherwise be entitled to receive in cash; or
- (iii) partly in cash and partly in Scrip Dividend Shares.

The last day on which Shareholders will be entitled to select their desired form of the Special Dividend is Friday, 21 June 2013.

Basis of allotment of the Scrip Dividend Shares

Subject to the conditions as set out under the heading “Conditions of Scrip Dividend Distribution” below, the Scrip Dividend Shares are proposed to be allotted and issued to the Qualifying Shareholders. The Scrip Dividend Shares will be issued and credited as fully paid at par.

For the purpose of calculating the number of Scrip Dividend Shares to be allotted and issued, the market value of the Scrip Dividend Shares will be the average of the closing prices of one Share traded on the Stock Exchange for the 10 consecutive trading days up to and including the Record Date (the “**Determined Price**”). The Company will inform the Shareholders the market value fixed for the purpose of calculating the number of Scrip Dividend Shares to be allotted in the circular. Accordingly, the number of Scrip Dividend Shares which the Qualifying Shareholders will receive in respect of the existing Shares registered in their names as at the Record Date will be calculated as follows:

$$\begin{array}{l} \text{Number} \\ \text{of Scrip} \\ \text{Dividend} \\ \text{Shares to be} \\ \text{received} \end{array} = \begin{array}{l} \text{Number of} \\ \text{Shares held on} \\ \text{the Record Date} \end{array} \times \frac{\text{HK\$0.26 (Special Dividend to be distributed in scrip)}}{\text{The Determined Price}}$$

The number of Scrip Dividend Shares to be allotted and issued to each Qualifying Shareholder will be rounded down to the nearest whole number. Fractional entitlements to Scrip Dividend Shares will not be allotted and issued and the benefits thereto will be accrued to the benefits of the Company.

Record Date and closure of register of members

The Scrip Dividend Shares will be issued to the Qualifying Shareholders. Arrangement for the Excepted Shareholders (if any) are further elaborated below under the heading “Overseas Shareholders”.

The register of members of the Company will be closed from Wednesday, 22 May 2013 to Friday, 24 May 2013, both days inclusive, in order to determine the entitlement of the Shareholders under the Special Dividend.

Shareholders are reminded that in order to qualify for the Special Dividend, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on, Tuesday, 21 May 2013.

Deadline for returning forms of election

Qualifying Shareholders who wish to elect to receive the Special Dividend wholly in cash, or partly in Scrip Dividend Shares and partly in cash, must lodge the forms of election with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on 21 June 2013 failing which will be deemed to received in scrip dividend shares.

Reasons for the proposed Scrip Dividend Distribution

For the year ended 31 December 2012, the Group recorded a recognized revenue and profit of RMB3,943.2 million and RMB932.6 million respectively. Due to the excellent performance of the Group and in recognition of the continual support of the Shareholders, the Board declared the Special Dividend. The Scrip Dividend Distribution will give the Shareholders the opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs. In addition to that, the Directors believe that the Scrip Dividend Distribution will enhance the liquidity of the Shares in the market and thereby enlarging the Company’s shareholders and capital base.

Overseas Shareholders

For those Overseas Shareholders (if any), enquiry will be made by the Board pursuant Rule 13.36(2)(a) of the Listing Rules. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders (if any) is necessary or expedient, the Scrip Dividend Shares will not be granted to the Excepted Shareholders (if any). In such circumstances, arrangements will be made for the Scrip Dividend Shares which would otherwise have been issued to the Excepted Shareholders (if any), if any, to be sold in the market as soon as practicable after dealings in the Scrip Dividend Shares commence. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Excepted Shareholders (if any), if any, pro rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100, in which case it will be retained for the benefit of the Company.

Status of Scrip Dividend Shares

The Scrip Dividend Shares to be allotted and issued pursuant to the Scrip Dividend Distribution will rank pari passu in all respects with the existing Shares except that they will not be entitled to the Special Dividend. All cash dividends payable in respect of the Special Dividend will be paid out in Hong Kong dollars regardless of the place of residence of the Shareholders as at the Record Date.

Conditions of Scrip Dividend Distribution

The Scrip Dividend Distribution is conditional upon (i) the passing of an ordinary resolution at the AGM approving the special dividend; and (ii) the Listing Committee of the Stock Exchange granting the listings of, and permission to deal in, the Scrip Dividend Shares.

Application will be made to the Listing Committee of the Stock Exchange in respect of such listings of, and permission to deal in, the Scrip Dividend Shares.

Since Guo Group, which is currently holding 1,154,325,000 Shares representing 44.13% of the issued share capital of the Company, has indicated to the Board its intention that it would take up the Scrip Dividend Shares in the amount which would result in an increase of its shareholding of no more than 1.99% of the enlarged share capital of the Company immediately following the issue of the Scrip Dividend Shares, no obligation on the part of Guo Group to make a general offer for the Shares under Takeover Code would arise and hence no Whitewash Waiver application would be made to the Executive as stated in the Result Announcement dated 22 March 2013.

Certificates for Scrip Dividend Shares

It is expected that certificates for the Scrip Dividend Shares will be posted by the seventh business day after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Scrip Dividend Shares are expected to commence on the second business day after the allotment and issue of the Scrip Dividend Shares.

Expected timetable

Last day of dealings in the Shares on a cum-Entitlement basis	Thursday 16 May 2013
Commencement of dealings in the Shares on an ex-Entitlement basis	Monday 20 May 2013
Latest time for lodging transfer of the Shares in order to be entitled to the Special Dividend	4:00 p.m. on Tuesday 21 May 2013
Register of members of the Company closes for the Scrip Dividend Shares	Wednesday 22 May 2013 to Friday 24 May 2013 (both dates inclusive)
Record date for determination of entitlements to the Scrip Dividend Shares	Friday, 24 May 2013
Latest time for form of election to be returned by Qualifying Shareholders	4:00 p.m. on Friday 21 June 2013
Payment of the Special Dividend in cash and/or Certificates for the Scrip Dividend Shares expected to be dispatched	on or before Thursday 4 July 2013
Commencement of dealing of Scrip Dividend Shares	9:30 a.m. on Friday 5 July 2013

GENERAL

A circular, containing further details on the Scrip Dividend Distribution will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

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

“Ace Rise”	Ace Rise Profits Limited, which is owned as to 90% by Joy Pacific Group Limited (which in turn is wholly-owned by Sturgeon Limited) and as to 10% by Hopka Investments Limited, a company wholly-owned by Ms. Su Chaomei who is the lawful wife of GZN. As a result, GZN has a deemed effective interest of about 4.41% of the Company. Sturgeon Limited 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 Golden Jade. As at the date of this announcement, GZW and Ms. Jiang Miner, lawful wife of GZW are the directors of Ace Rise.
“AGM”	the annual general meeting of the Company to be convened and held at 11:00 a.m. on Wednesday, 15 May 2013 at Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong
“associates”	has the meaning as defined under Listing Rules
“Board”	the board of Directors
“business days”	any day on which the Stock Exchange is open for the transaction of business
“Company”	China Aoyuan Property Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company from time to time
“Excepted Shareholders”	those Overseas Shareholders (if any), the Board, after making enquiries pursuant to Rule 13.36(2)(a) of the Listing Rules, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Scrip Dividend Distribution to them
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Golden Jade”	The Golden Jade Trust is a discretionary family trust established under the laws and regulations of Singapore. As at the date of this announcement, the beneficiaries of Golden Trust are GZW and Ms. Jiang Miner, lawful wife of GZW.

“Group”	the Company and its subsidiaries
“Guo Group”	GZW, Ace Rise, Golden Jade and associates of GZW (including but not limited to GZN)
“GZN”	Mr. Guo Zi Ning, vice chairman, chief executive officer and executive director of the Company and brother of GZW
“GZW”	Mr. Guo Zi Wen, the chairman and executive director of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Overseas Shareholders”	holders of Shares whose addresses as shown on the register of members on the Record Date are outside Hong Kong
“Qualifying Shareholders”	holders of Shares not being Excepted Shareholders who are entitled to the Scrip Dividend Distribution
“Record Date”	24 May 2013, being the record date for determination of entitlements to the Special Dividend
“Registrar”	Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“SFC”	Securities and Futures Commission
“Scrip Dividend Distribution”	the distribution of Scrip Dividend Shares
“Scrip Dividend Shares”	the new Shares to be issued under the Scrip Dividend Distribution
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company

“ Special Dividend ”	the special dividend of HK\$0.26 per Share in cash and/or in Scrip Dividend Shares payable to Shareholders whose names appear on the register of members of the Company on the Record Date
“ Stock Exchange ”	The Stock Exchange of Hong Kong Limited
“ Takeover Code ”	The Hong Kong Code on Takeovers and Mergers
“ Whitewash Waiver ”	a waiver by the Executive pursuant to the Takeover Code in respect of the obligation of Guo Group to make a mandatory offer for the Shares not already owned by it

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

Hong Kong, 26 April 2013

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 and, Ms. Xin Zhu; the non-executive director 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.