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

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
AOYUAN HEALTHY LIFE GROUP COMPANY LIMITED  
ON THE MAIN BOARD OF THE STOCK EXCHANGE**

**RECORD DATE FOR ASSURED ENTITLEMENT  
AND CLOSURE OF REGISTER OF MEMBERS**

The Board announces that the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the Aoyuan Healthy Life Shares in the Preferential Offering will be Monday, 25 February 2019. The register of members of the Company will be closed on Monday, 25 February 2019 where no transfer of the Shares will be registered on Monday, 25 February 2019.

**The Proposed Spin-off is subject to, among other things, the approval of the Listing Committee, the final decisions of the Board and of the board of directors of Aoyuan Healthy Life, market conditions and other considerations, the Proposed Spin-off may or may not materialise. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.**

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

## **INTRODUCTION**

Reference is made to the announcement of the Company dated 31 August 2018 (the “**Announcement**”) in relation to the Proposed Spin-off. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, the Company intends to spin-off Aoyuan Healthy Life by way of the Global Offering and a separate listing of the Aoyuan Healthy Life Shares on the Main Board of the Stock Exchange. The Global Offering comprises of the Hong Kong Public Offering and the International Offering (including the Preferential Offering).

In accordance with the requirements of PN15, the Board proposes to give due regard to the interests of the Shareholders by providing the Qualifying Shareholders with the Assured Entitlement by way of the Preferential Offering, if the Proposed Spin-off proceeds. Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering and the terms of the Assured Entitlement, have not yet been finalised and further announcement(s) will be made by the Company as and when appropriate.

The purpose of this announcement is to inform the Shareholders of the Record Date for the purpose of determining the Assured Entitlement of Qualifying Shareholders to the Aoyuan Healthy Life Shares in the Preferential Offering.

Shareholders whose names appear on the register of members of the Company on the Record Date (excluding the Non-qualifying Shareholders) will be entitled to apply for the Aoyuan Healthy Life Shares on an assured basis pursuant to the Preferential Offering, and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced.

Subject to the relevant legal restrictions and regulatory requirements, the Qualifying Shareholders (regardless of whether they choose to participate in the Preferential Offering or not) and Shareholders who are not Qualifying Shareholders (or who do not satisfy the basis of the Assured Entitlement) may also either (i) apply for the Aoyuan Healthy Life Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for the Aoyuan Healthy Life Shares under the International Offering, if qualified to do so.

Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

## **RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

The Record Date for the purpose of determining the Assured Entitlement will be Monday, 25 February 2019. The register of members of the Company will be closed on Monday, 25 February 2019 where no transfer of the Shares will be registered on Monday, 25 February 2019.

In order to qualify for the Assured Entitlement, all transfer documents accompanied by the relevant Share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 22 February 2019. The last day for dealing in the Shares on a cum-entitlement basis to the Assured Entitlement will be Wednesday, 20 February 2019.

As the final dates of registration and issue of the prospectus of Aoyuan Healthy Life have not yet been determined, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off.

In the event that there is a change in the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement, a further announcement will be made by the Company and such revised Record Date and closure of the register of members of the Company will supersede and replace the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement set out in this announcement.

## **GENERAL**

Details in respect of the Proposed Spin-off, including the structure and the expected timetable, have not yet been finalised. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

**The Proposed Spin-off is subject to, among other things, the approval of the Listing Committee, the final decisions of the Board and of the board of directors of Aoyuan Healthy Life, market conditions and other considerations, the Proposed Spin-off may or may not materialise. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed.**

**Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.**

## **DEFINITIONS**

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

“Assured Entitlement”	the entitlement of the Qualifying Shareholders to apply for the Aoyuan Healthy Life Shares on an assured basis under the Preferential Offering to be determined on the basis of their respective shareholdings in the Company at 4:30 p.m. on the Record Date;
“Hong Kong Public Offering”	the offer of the Aoyuan Healthy Life Shares for subscription by the public in Hong Kong on the terms and conditions to be set out in the prospectus and application forms of Aoyuan Healthy Life;
“International Offering”	the offer of the Aoyuan Healthy Life Shares by the group of international underwriters to Aoyuan Healthy Life for subscription by professional and institutional investors outside the United States in offshore transactions in accordance with Regulation S;
“Preferential Offering”	the preferential offering of the Aoyuan Healthy Life Shares to Qualifying Shareholders as the Assured Entitlement in the Global Offering;
“Regulation S”	Regulation S under the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time;
“Shares”	the ordinary shares of par value of HK\$0.01 each of the Company; and
“United States”	the United States of America.

By order of the Board  
**China Aoyuan Group Limited**  
**Guo Zi Wen**  
*Chairman and Executive Director*

Hong Kong, 12 February 2019

*As at the date of this announcement, the executive directors of the Company are Mr. Guo Zi Wen, Mr. Guo Zi Ning, Ms. Zhong Ping and Mr. Ma Jun; and the independent non-executive directors of the Company are Mr. Tsui King Fai, Mr. Cheung Kwok Keung and Mr. Hu Jiang.*