

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



China Greenland Broad Greenstate Group Company Limited

中國綠地博大綠澤集團有限公司

*(formerly known as Broad Greenstate International Company Limited 博大綠澤國際有限公司)
(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 1253)

MAJOR TRANSACTIONS AND SHARE TRANSACTION INVOLVING ISSUE OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 30 November 2016, the Company, the Offshore Vendor and the Guarantors entered into the Offshore Share Purchase Agreement, pursuant to which the Company has conditionally agreed to acquire 100% share capital in the Offshore Target Company at the consideration of RMB38,085,836 (equivalent to approximately HK\$42,656,136), which shall be satisfied by the allotment and issue of the Consideration Shares. On the same day, Greenstate Business and the Onshore Vendor entered into the Onshore Share Purchase Agreement, pursuant to which Greenstate Business has conditionally agreed to acquire 20% equity interest in the Onshore Target Company at the consideration of RMB19,042,918 (equivalent to approximately HK\$21,328,068), which shall be satisfied by cash. Completion of the Onshore Acquisition will be conditional upon the completion of the Offshore Acquisition. Upon completion of the Acquisitions, the Onshore Target Company will be indirectly owned as to 60% by the Company.

As the applicable percentage ratios for the Company in respect of the Acquisitions exceed 25% or more but are less than 100%, the Acquisitions constitute major transactions and share transaction for the Company, and are therefore subject to the announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

A circular containing, among other things, (i) further details of the Share Purchase Agreements, (ii) further information on the Target Group, (iii) unaudited pro forma financial information of the Enlarged Group, (iv) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 21 December 2016. If additional time is required for preparing the financial information of the Onshore Target Company, the Company may apply for a waiver from strict compliance of Rule 14.41(a) of the Listing Rules.

WARNING: as the Offshore Share Purchase Agreement and the Onshore Share Purchase Agreement may or may not be completed, the Consideration Shares may or may not be issued. Shareholders and/or potential investors are advised to exercise caution when dealing in the Shares.

The Board is pleased to announce that on 30 November 2016, the Company, the Offshore Vendor and the Guarantors entered into the Offshore Share Purchase Agreement, pursuant to which the Company has conditionally agreed to acquire 100% share capital in the Offshore Target Company at the consideration of RMB38,085,836 (equivalent to approximately HK\$42,656,136), which shall be satisfied by the allotment and issue of the Consideration Shares. On the same day, Greenstate Business and the Onshore Vendor entered into the Onshore Share Purchase Agreement, pursuant to which Greenstate Business has conditionally agreed to acquire 20% equity interest in the Onshore Target Company at the consideration of RMB19,042,918 (equivalent to approximately HK\$21,328,068), which shall be satisfied by cash. Completion of the Onshore Acquisition will be conditional upon the completion of the Offshore Acquisition. Upon completion of the Acquisitions, the Onshore Target Company will be indirectly owned as to 60% by the Company.

The principal terms of the Offshore Share Purchase Agreement and the Onshore Share Purchase Agreement are set out below:

THE OFFSHORE SHARE PURCHASE AGREEMENT

Date: 30 November 2016

Parties: the Company;
the Offshore Vendor; and
the Guarantors.

Consideration and payment method

The consideration for the Offshore Acquisition is RMB38,085,836 (equivalent to approximately HK\$42,656,136), which shall be adjusted in accordance to the price adjustment mechanism pursuant to the Offshore Share Purchase Agreement and satisfied by the allotment and issue of 35,920,957 Consideration Shares in total by the Company to the Offshore Vendor on the Offshore Completion Date. The Consideration Shares shall rank *pari passu* in all respects with each other and with all other existing Shares in issue as at the date of allotment and issue of the Consideration Shares, and have all the rights to dividends and other distributions. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

Conditions precedent

Offshore Completion is subject to the fulfillment of the conditions and the delivery of relevant documents as follows, amongst others, provided that the Company shall have the right to waive in writing any part or all of such conditions or documents:

- (a) The Onshore Target Company has no executive director, but has a board of directors which is comprised of three directors, among which, two directors are nominated by the Company and one director is nominated by the Offshore Vendor; the role of chief financial officer or the responsible person for financial matters of the Onshore Target Company shall be assumed by a director nominated by the Company. The Onshore Target Company has no board of supervisors, but has one supervisor who shall be accredited by the Company;
- (b) The board of the Offshore Target Company is comprised of only one executive director, and such executive director has been assumed by a person who is nominated by the Company;
- (c) The necessary government approvals (including but not limited to the relevant approvals from foreign exchange authorities in the PRC) as required by the Company have been obtained;
- (d) All of the Offshore Vendor's and the Guarantors' representations and warranties remain true, accurate and not misleading up to the date of completion of the Offshore Acquisition;
- (e) Since the Accounting Date, there has been no abnormal operation or material safety accident of the Target Group, nor there has been any circumstance which may have a material and adverse impact on the business, asset or operation of the Target Group, and there is no material risk not disclosed to the Company; and
- (f) The approval of the Stock Exchange of the listing of the Consideration Shares has been obtained and the Consideration Shares can be listed and traded on the Stock Exchange.

Offshore Completion

Offshore Completion shall take place on a day as separately agreed by the Company and the Offshore Vendor after the satisfaction of all the conditions precedent (or if not satisfied, waived by the Company in writing of such unsatisfied conditions precedent) (the “**Offshore Completion Date**”). In any event, the Offshore Completion shall occur no later than the Long Stop Date.

Lock up

The Offshore Vendor has undertaken to the Company that it will not transfer any of the Consideration Shares allotted and issued to it pursuant to the Offshore Share Purchase Agreement within 36 months from the date of the Offshore Completion.

THE ONSHORE SHARE PURCHASE AGREEMENT

Date: 30 November 2016

Parties: Greenstate Business; and
the Onshore Vendor.

Consideration and payment method

The consideration for the Onshore Acquisition is RMB19,042,918 (equivalent to approximately HK\$21,328,068), which shall be satisfied by cash and is payable by Greenstate Business within ten (10) business days after the Consideration Shares have been allotted and issued to the Offshore Vendor pursuant to the Offshore Share Purchase Agreement.

Condition precedent

The Onshore Share Purchase Agreement will take effect upon completion of the Offshore Acquisition.

Onshore Completion

The Onshore Completion shall take place on the Onshore Completion Date.

REORGANISATION

As at the date of this announcement, (i) the Offshore Vendor holds 100% issued share capital in the Offshore Target Company.

Prior to signing the Offshore Share Purchase Agreement, the Offshore Vendor has undergone the Reorganisation. Upon completion of the Reorganisation, the Offshore Target Company indirectly holds 40% equity interest in the Onshore Target Company.

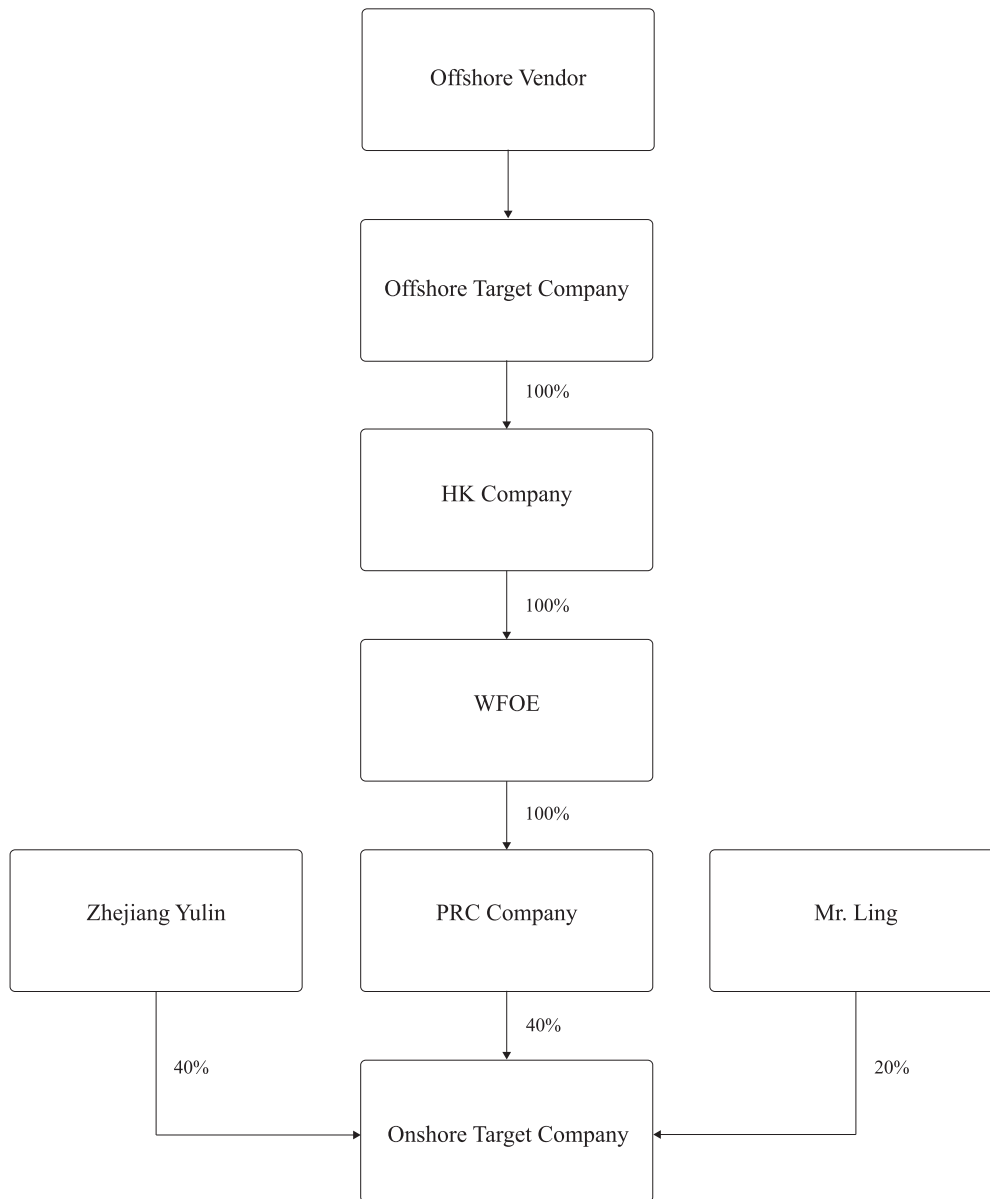
Pursuant to the Offshore Share Purchase Agreement, the Company shall acquire 100% issued share capital in the Offshore Target Company from the Offshore Vendor. Upon completion of the Offshore Acquisition, the Offshore Target Company will become a wholly-owned subsidiary of the Company. As a result, the Company will indirectly hold 40% equity interest in the Onshore Target Company.

Pursuant to the Onshore Share Purchase Agreement, Greenstate Business shall acquire 20% equity interest in the Onshore Target Company from Zhejiang Yulin, one of the shareholders of the Onshore Target Company.

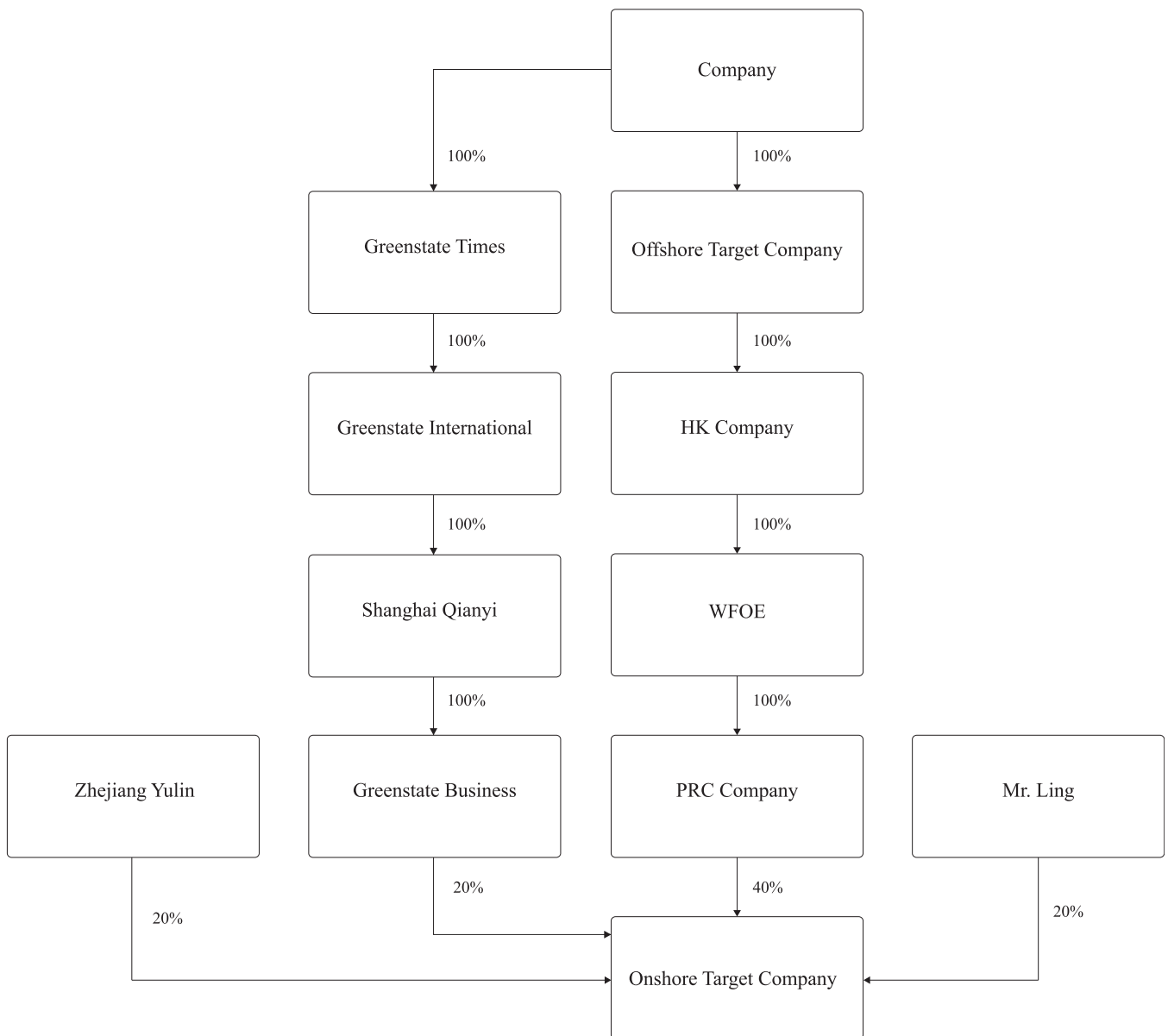
Upon completion of the Acquisitions, the Company will indirectly hold 60% equity interest in the Onshore Target Company.

The diagrams below set out the shareholding structure of the Target Group as at the date of this announcement, and immediately after the Offshore Completion and Onshore Completion.

As at the date of this announcement



After the Offshore Completion and Onshore Completion



INFORMATION ON THE OFFSHORE TARGET COMPANY AND THE ONSHORE TARGET COMPANY

The Offshore Target Company is an investment holding company incorporated in the British Virgin Islands. As at the date of this announcement, the Offshore Target Company is wholly-owned by the Offshore Vendor. The Offshore Target Company is an investment holding company which does not have any asset. The Offshore Target Company has not conducted any business activities since its incorporation.

The Onshore Target Company is incorporated in the PRC which is principally engaged in cultivation, research and development, and wholesale and retail of seedlings; sale and plantation of miniature tree; landscaping projects, municipal projects, city lighting projects, building construction and excavation works, and design and construction of Chinese garden and ancient architecture. As at the date of this announcement, the Onshore Target Company is owned as to 40% by the Offshore Target Company, 40% by Zhejiang Yulin and 20% by Mr. Ling. To the best of the Directors' knowledge, information and belief having made all reasonable enquires, each of Zhejiang Yulin and Mr. Ling is a third party independent from the Company and its connected persons.

FINANCIAL INFORMATION OF THE ONSHORE TARGET COMPANY

The table below sets forth a summary of the unaudited financial information of the Onshore Target Company for the two years ended 31 December 2015:

	For the year ended	
	31 December	
	2014	2015
	<i>RMB'000</i>	<i>RMB'000</i>
Profit before taxation	2,730	47,998
Profit after taxation	2,047	36,000

As at 31 December 2015, the unaudited net assets value of the Onshore Target Company was approximately RMB117,081,000.

EFFECT ON SHAREHOLDERS OF THE COMPANY

The table below sets out a summary of the shareholdings in the Company (i) as at the date of this announcement; and (ii) upon the issuance of the Consideration Shares:

Shareholders	As at the date of this announcement		Immediately following the allotment and issue of all the Consideration Shares by the Company	
	Number of Shares	%	Number of Shares	%
Broad Landscape International	1,153,321,041	34.88	1,153,321,041	34.50
Greenland Overseas	829,321,041	25.08	829,321,041	24.81
Eastern Greenstate International	306,313,662	9.26	306,313,662	9.16
Offshore Vendor ⁽¹⁾	—	—	35,920,957	1.08
Other public Shareholders	<u>1,017,660,256</u>	<u>30.78</u>	<u>1,017,660,256</u>	<u>30.45</u>
Total	<u>3,306,616,000</u>	<u>100</u>	<u>3,342,536,957</u>	<u>100</u>

Notes:

(1) Offshore Vendor is 100% owned by Mr. Ling Jiayuan.

REASONS FOR AND BENEFITS OF ENTERING INTO THE OFFSHORE SHARE PURCHASE AGREEMENT AND THE ONSHORE SHARE PURCHASE AGREEMENT

By grasping the opportunities brought by the quick development of landscaping infrastructure construction in China, the Company aims at developing into an industrial platform which consists of three main business modules, namely investment, construction and operation. The Onshore Target Company currently holds a Grade One qualification in urban landscape construction, along with rich experience accumulated for decades as well as outstanding construction abilities in the landscaping industry. The Directors believe the Acquisitions would effectively increase the comprehensive solving ability of the Company in terms of facing future large-scale landscaping projects.

The considerations for the Acquisitions were determined based on normal commercial terms and arm's length negotiations having considered various factors, including (i) the assets, operating conditions, the qualifications of the Onshore Target Company; (ii) the prevailing market price of the Shares; and (iii) the Company's historical share price performance and its present financial position as well as current market conditions.

The Directors are of the view that the terms and conditions of the Acquisitions are fair and reasonable and the Acquisitions are in the interest of the Group and the Shareholders as a whole.

ISSUE OF CONSIDERATION SHARES AND GENERAL MANDATE

Pursuant to the Offshore Share Purchase Agreement, the consideration of RMB38,085,836 (equivalent to approximately HK\$42,656,136) (subject to the price adjustment mechanism) shall be satisfied by the allotment and issue of 35,920,957 Consideration Shares, which is equivalent to an issue price per Consideration Share of approximately HK\$1.1875, representing an average closing price per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Offshore Share Purchase Agreement. The issue price also represents:

- (i) a discount of approximately 5.00% to the closing price of HK\$1.25 per Share as quoted on the Stock Exchange on 30 November 2016, being the date of the Offshore Share Purchase Agreement; and
- (ii) a discount of approximately 5.00% to the average closing price of HK\$1.25 per Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately preceding the date of the Offshore Share Purchase Agreement.

The allotment and issue of the Consideration Shares will be made pursuant to the General Mandate approved on 6 May 2016, and hence is not subject to the Shareholders' further approval.

As at the date of this announcement, the Company has 3,306,616,000 Shares in issue. Assuming there is no other change in the shareholding structure of the Company, the 35,920,957 Consideration Shares represent approximately 1.09% of the current issued share capital of the Company and approximately 1.08% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

PRICE ADJUSTMENT MECHANISM AND PROFIT GUARANTEE

Pursuant to the Offshore Share Purchase Agreement and the Onshore Share Purchase Agreement, the consideration of RMB57,128,754 shall be adjusted according to the following manner:

- (a) Within three (3) years after the date on which the registration of Onshore Acquisition with the Administration for Industry and Commerce is completed or the Company newly issues the Consideration Shares to the Offshore Vendor (whichever is later), if there is any overdue and outstanding balance with respect to all book accounts receivable, other receivables and construction contract amount (deducting the portions which have been recognized as bad debt losses) as stated in the Onshore Target Company's audited financial statements as of 30 June 2016, the relevant balance ("**Consideration Adjustment**") shall be correspondingly deducted from the total consideration for the Offshore Acquisition. The Offshore Vendor or the Guarantors shall compensate the Company for the adjustment amount of the relevant consideration within one (1) month after the Closing Date for Receivables Adjustment.
- (b) Each of the Offshore Vendor and the Guarantors guarantee that the Onshore Target Company's net profits for the years of 2017, 2018 and 2019, which have been audited by the auditor appointed by the Company and which after deduction of the non-recurring gains and losses, will exceed

RMB20,000,000, RMB25,000,000 and RMB30,000,000 respectively. If the Onshore Target Company's aggregated net profits for the forgoing three years, which after deduction of the non-recurring gains and losses, fails to achieve RMB75,000,000, the Offshore Vendor, the Onshore Vendor and the Guarantors guarantee that they will compensate the Company for the amount of compensation ("**Amount of Profit Compensation**") calculated in accordance with the following formula within one month after the Calculation Date for Profit Compensation.

$$\text{Amount of Profit Compensation} = \text{the total consideration of RMB57,128,754} \times \left(1 - \frac{\text{the accumulated net profits for the three years which have been audited and after deduction of the non-recurring gains and losses}}{\text{RMB75,000,000 of accumulated target net profits}} \right)$$

If the aggregated net profits for the three years, which have been audited and after deduction of non-recurring losses and profits, are negative, the relevant profits shall be regarded as zero.

The Offshore Vendor and the Guarantors agree to compensate the Company for the Consideration Adjustment or Amount of Profit Compensation above in the following manner:

- (i) The Offshore Vendor and Guarantors will first make the payment in cash. The Offshore Vendor and the Guarantors will use their best efforts to make the payment in cash for the adjusted total consideration;
- (ii) For the insufficient part of the consideration after the cash payment, the Guarantors shall make the payment by transferring the following percentage of equity interest in the Onshore Target Company they own directly or indirectly (the Company may decide at its sole discretion whether one or all of the Guarantors shall make such payment):

$$\text{Percentage of shareholding in the Onshore Target Company used for payment} = \frac{\text{the insufficient cash amount}}{\frac{\text{the total consideration of RMB57,128,754}}{60\%} - \text{Consideration Adjustment} - \frac{\text{Amount of profit compensation}}{60\%}}$$

For the avoidance of doubt, there will not be upward adjustments to the total consideration.

GUARANTEE

Pursuant to the Offshore Share Purchase Agreement, the Guarantors unconditionally, irrevocably, jointly and severally, guarantee that the Offshore Vendor shall perform any and all obligations and liabilities pursuant to the terms and conditions of the Offshore Share Purchase Agreement. Further, the Guarantors unconditionally, irrevocably, jointly and severally, guarantee to indemnify the Company any loss as well as any consequential liabilities, costs and expenses incurred by the Company as a result of (i) failure by the Offshore Vendor to promptly perform its obligations and liabilities under the Offshore Share Purchase Agreement; or (ii) breach by the Offshore Vendor of any representations, warranties or terms made in the Offshore Share Purchase Agreement.

The guaranty provided above shall be an ongoing security until payment and fulfillment of all secured obligations. The guaranty shall be an extra security and in addition to any existing and future lien, pledge, guarantee or other warranty or right or remedy entitled or available to the Company anytime. At the request of the Company, the Guarantors shall immediately perform such obligations and liabilities described above and the Company shall not be required to recover such against the Offshore Vendor in the first place.

GENERAL INFORMATION

The Group is a fast-growing integrated landscape architecture service provider in China. The Group focuses on major urban landscape projects across China and offers customers “one stop” project-based landscape architecture service solutions, including design and planning, design refinement, construction, seedlings cultivation and maintenance.

The Offshore Vendor is an investment holding company incorporated in the British Virgin Islands and is wholly owned by Mr. Ling Jiayuan. The Onshore Vendor or Zhejiang Yulin is an investment holding company incorporated in the PRC and is owned as to 60% by Mr. Ling, 20% by Mrs. Ling and 20% by Mr. Ling Jiayuan.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, each of the Offshore Vendor, the Onshore Vendor and their respective ultimate beneficial owner(s) is a third party independent from the Company and is not connected with the Company and its connected persons.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios for the Company in respect of the Acquisitions exceed 25% or more but are less than 100%, the Acquisitions constitute major transactions and share transaction for the Company, and are therefore subject to the announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

A circular containing, among other things, (i) further details of the Share Purchase Agreements, (ii) further information on the Target Group, (iii) unaudited pro forma financial information of the Enlarged Group, (iv) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 21 December 2016. If additional time is required for preparing the financial information of the Onshore Target Company, the Company may apply for a waiver from strict compliance of Rule 14.41(a) of the Listing Rules.

WARNING: as the Offshore Share Purchase Agreement and the Onshore Share Purchase Agreement may or may not be completed, the Consideration Shares may or may not be issued. Shareholders and/or potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

“Accounting Date”	30 June 2016
“Acquisitions”	Offshore Acquisition and Onshore Acquisition
“Board”	the board of Directors
“Broad Landscape International”	Broad Landscape International Company Limited (博大國際有限公司), a company incorporated in the British Virgin Islands on 8 October 2013
“Calculation Date for Profit Compensation”	the completion date of the audit report of the Onshore Target Company for the year ending 31 December 2019 prepared by an auditor designated by the Company
“China” or the “PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Closing Date for Receivables Adjustment”	the completion date of registration with the Administration for Industry and Commerce in relation to the Onshore Acquisition or the third anniversary date of issue of new Consideration Shares to the Offshore Vendor by the Company, whichever is later
“Company”	China Greenland Broad Greenstate Group Company Limited (中國綠地博大綠澤集團有限公司) (stock code: 1253), a limited company incorporated in the Cayman Islands and the Shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Acquisitions and issue of the Consideration Shares in accordance with the Offshore Share Purchase Agreement
“connect person(s)”	has the meaning ascribed thereto in the Listing Rules

“Consideration Shares”	new shares to be allotted and issued by the Company to the Offshore Vendor
“Director(s)”	the director(s) of the Company
“Eastern Greenstate International”	Eastern Greenstate International Company Limited (綠澤東方國際有限公司), a company incorporated in the British Virgin Islands on 9 October 2013
“Enlarged Group”	the Group as enlarged by the Acquisitions
“General Mandate”	the general mandate approved on 6 May 2016 by the Shareholders to the Board to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company
“Greenland”	Greenland Holdings Group Corporation Limited (綠地控股集團股份有限公司), a group listed in the Shanghai Stock Exchange (Stock Code: 600606) with diversified shareholdings (including shareholdings by various state-owned enterprises and with Shanghai Gelinlan Investments (Limited Partnership), a holding entity on behalf of the employees of the group, being the single largest shareholder with shareholding interest of 28.99%) headquartered in Shanghai, China
“Greenland Overseas”	Greenland Financial Overseas Investment Group Co., Ltd., a company incorporated under the laws of the British Virgin Islands, an indirectly wholly-owned subsidiary of Greenland
“Greenstate Business”	Shanghai Greenstate Business Management Company Limited* (上海綠澤商業管理有限公司 (formerly known as Shanghai Greenstate Landscape Properties Company Limited* (上海綠澤景觀置業有限公司))), a company established in the PRC with limited liability on 15 June 2004, which is an indirect wholly-owned subsidiary of the Company
“Greenstate International”	Greenstate International Company Limited (綠澤國際有限公司), a company incorporated in Hong Kong with limited liability on 12 November 2013 and an indirectly wholly-owned subsidiary of the Company
“Greenstate Times”	Greenstate Times International Company Limited (綠澤時代國際有限公司), a company incorporated in the British Virgin Islands on 30 October 2013 and a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries

“Guarantor(s)”	Zhejiang Yulin and Mr. Ling
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK Company”	Hong Kong Winstion Industrial Co., Limited (香港溫士頓實業有限公司), a company incorporated in Hong Kong on 12 October 2016 with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Long Stop Date”	being the date of 30 June 2017 or any other date as agreed by the parties
“Mr. Ling”	Mr. Ling Jijiang (凌紀江)
“Mr. Ling Jiayuan”	Mr. Ling Jiayuan (凌佳淵), the son of Mr. Ling
“Mrs. Ling”	Ms. Chan Jianfen (陳建芬), the wife of Mr. Ling
“Offshore Acquisition”	the acquisition of 100% equity interest in the Offshore Target Company pursuant to the Offshore Share Purchase Agreement
“Offshore Completion”	completion of the Offshore Acquisition
“Offshore Completion Date”	the date the conditions precedent have been satisfied (or waived) and as the Company, the Offshore Vendor and the Guarantors shall agree in writing
“Offshore Share Purchase Agreement”	offshore share purchase agreement dated 30 November 2016 entered into among the Company, the Offshore Vendor and the Guarantors in relation to the Offshore Acquisition
“Offshore Target Company”	National Landscape Limited, a limited company incorporated in the British Virgin Islands on 27 September 2016
“Offshore Vendor”	Golden Spring Landscape Limited, a limited company incorporated in the British Virgin Islands on 27 September 2016
“Onshore Acquisition”	the acquisition of 20% equity interest in the Onshore Target Company pursuant to the Onshore Share Purchase Agreement
“Onshore Completion”	completion of the Onshore Acquisition

“Onshore Completion Date”	the date which the equity transfer in relation to the Onshore Acquisition has been registered with the Administration for Industry and Commerce
“Onshore Vendor” or “Zhejiang Yulin”	Zhejiang Yulin Holding Group Company Limited* (浙江雨林控股集團有限公司), a company established in the PRC with limited liability on 13 July 2010
“Onshore Share Purchase Agreement”	onshore share purchase agreement dated 30 November 2016 entered into between Greenstate Business and the Onshore Vendor in relation to the Onshore Acquisition
“Onshore Target Company”	Hangzhou Xiaoshan Jiangnan Garden Construction Company Limited* (杭州蕭山江南園林工程有限公司), a company established in the PRC with limited liability on 11 January 1996
“PRC Company”	Hangzhou Zhongling Gardenview Design Company Limited* (杭州中靈園林景觀設計有限責任公司), a company established in the PRC with limited liability on 14 November 2016, a direct wholly-owned subsidiary of the WFOE
“Reorganisation”	the reorganisation conducted by the Offshore Vendor, pursuant to which the Offshore Target Company holds 100% equity interest in the WFOE and the PRC Company through the HK Company and indirectly owns 40% equity interest in the Onshore Target Company as at the date of this announcement
“RMB”	Renminbi, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Shanghai Qianyi”	Shanghai Qianyi Landscape Engineering Company Limited* (上海千頤景觀工程有限公司), a wholly foreign owned enterprise established in the PRC with limited liabilities on 26 December 2013, and an indirectly wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Share Purchase Agreements”	Onshore Share Purchase Agreement and Offshore Share Purchase Agreement

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“Target Group”	The Offshore Target Company, the HK Company, the WFOE, the PRC Company and the Onshore Target Company
“WFOE”	Hangzhou Beifeng Guolin Landscaping Design Company Limited* (杭州北風國林景觀設計有限公司), a wholly foreign-owned enterprise established in the PRC with limited liability on 3 November 2016, a wholly-owned subsidiary of the HK Company
“%”	per cent.

By Order of the Board
China Greenland Broad Greenstate Group Company Limited
Wu Zhengping
Chairman and Executive Director

Shanghai, the People’s Republic of China

30 November 2016

* *for identification purposes only*

** *For purposes of this announcement, the RMB exchange rate against HK\$ of RMB1.00 = HK\$1.12 has been used for currency translation, where applicable.*

As at the date of this announcement, our executive Directors are Mr. Wu Zhengping, Ms. Xiao Li, Ms. Zhu Wen and Mr. Wang Lei and our independent non-executive Directors are Mr. Dai Guoqiang, Mr. Zhang Qing and Dr. Jin Hexian.