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## **TIMES PROPERTY HOLDINGS LIMITED**

**時代地產控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1233)**

### **INSIDE INFORMATION ANNOUNCEMENT RESOLVING OF HIGH CONCENTRATION OF SHAREHOLDING**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The Company makes this announcement to update the market on the information in respect of the concentration of its shareholding as at 13 February 2015, the subject of the only shareholding concentration announcement issued to date in respect of the Company by the Securities and Futures Commission (the “**SFC 2015 Announcement**”).

Based on an analysis of the shareholding structure of the Company, the Board is satisfied that (i) the shareholding concentration condition as at 13 February 2015 and as may have been alluded to in the SFC 2015 Announcement has not persisted; and (ii) there has been no concentration of its shareholding in the hands of a limited number of shareholders. The Board is satisfied that the Company has complied with all the conditions for high shareholding concentration companies to regain eligibility for constituency in both Hang Seng Family of Indexes and MSCI Global Investable Market Indexes and is taking steps to seek such index re-inclusion as a matter of priority.

**The Company may or may not be re-included as a constituent stock in either of the Hang Seng Family of Indexes and MSCI Global Investable Market Indexes. Accordingly, the Shareholders and potential investors should exercise caution when interpreting the SFC 2015 Announcement and when dealing in the Shares.**

## **INTRODUCTION**

This announcement is made pursuant to Listing Rule 13.09 and the Inside Information Provisions under Part XIVA of the SFO.

Times Property Holdings Limited (the “**Company**”) makes this announcement to update the market on the information in respect of the concentration of its shareholding as at 13 February 2015 as discussed in an announcement published by the Securities and Futures Commission (the “**SFC**”) on 12 March 2015 (the “**SFC 2015 Announcement**”), the only shareholding concentration announcement issued to date in respect of the Company by the SFC.

Shareholders’ and potential investors’ attention is drawn to the cautionary statement on the SFC’s website to the effect that the information disclosed in the SFC 2015 Announcement reflects only the status of the Company’s shareholding structure as at the time mentioned in the SFC 2015 Announcement, namely 13 February 2015.

The board of directors of the Company (the “**Board**”) has conducted a thorough analysis of the shareholding structure of the Company. Based on available information, the Board is satisfied that (i) the shareholding concentration condition as at 13 February 2015 and as may have been alluded to in the SFC 2015 Announcement has not persisted; and (ii) there has been no concentration of its shareholding in the hands of a limited number of shareholders.

Reference is made to (i) the announcement made by the Company dated 12 March 2015 in relation to the SFC 2015 Announcement (the “**Company March 2015 Announcement**”) and (ii) the announcement made by the Company dated 22 April 2015 in relation to the restoration of its public float (the “**Company 2015 Free Float Restoration Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same respective meanings as defined in the SFC 2015 Announcement, the Company March 2015 Announcement and the Company 2015 Free Float Restoration Announcement.

## **AN UPDATE ON THE INFORMATION PERTINENT TO ASSESSING THE COMPANY’S SHAREHOLDING CONCENTRATION CONDITION**

### **Position as at 13 February 2015**

According to the SFC 2015 Announcement, 19 Shareholders together with the Company’s controlling Shareholder, Asiaciti Enterprise Ltd (“**Asiaciti**”), held an aggregate of 95.48% of the issued Shares as at 13 February 2015.

## The Board's own inquiries

To enhance greater transparency on the Company's shareholding structure, the Board has conducted inquiries into the Company's shareholding structure (the "Inquiries").

### Position as at 30 September 2016

To the best of the Board's knowledge and based on the results of the Inquiries, the Company's shareholding structure as at **30 September 2016** was as follows:

	<b>Number of Shares held</b>	<b>% of total number of issued Shares</b>
Asiaciti ( <i>Note 1</i> )	1,195,072,000	69.36
Guan Jianhui ( <i>Note 2</i> )	46,350,000	2.69
Bai Xihong ( <i>Note 3</i> )	45,091,000	2.62
Other top 17 Shareholders (excluding institutional investors)	<u>152,223,500</u>	<u>8.83</u>
Subtotal	1,438,736,500	83.50
Institutional investors in Top 20 Shareholders	139,088,000	8.07
Other Shareholders	<u>145,135,500</u>	<u>8.43</u>
Total	<u><u>1,722,960,000</u></u>	<u><u>100</u></u>

*Note 1:* Asiaciti is 60% and 40% owned by Renowned Brand Investments Limited and East Profit Management Limited respectively. Renowned Brand Investments Limited is wholly owned by Mr. Shum Chiu Hung, the Chairman and Chief Executive Officer of the Company. East Profit Management Limited is wholly-owned by Ms. Li Yi Ping, the spouse of Mr. Shum.

*Note 2:* Mr. Guan Jianhui is an Executive Director of the Company. Out of the Shares held by Mr. Guan, 3,276,000 Shares were held by Ms. Chen Jie Yan, the spouse of Mr. Guan. Accordingly, Mr. Guan was deemed under the SFO to be interested in those Shares.

*Note 3:* Mr. Bai Xihong is an Executive Director of the Company. Out of the Shares held by Mr. Bai, 2,017,000 Shares were held by Ms. Wan Zhi Ning, the spouse of Mr. Bai. Accordingly, Mr. Bai was deemed under the SFO to be interested in those Shares.

### Position as at 30 December 2016

To the best of the Board's knowledge and based on the results of the Inquiries, the Company's shareholding structure as at **30 December 2016** was as follows:

	<b>Number of Shares held</b>	<b>% of total number of issued Shares</b>
Asiaciti ( <i>Note 1</i> )	1,195,072,000	69.36
Guan Jianhui ( <i>Note 2</i> )	46,350,000	2.69
Bai Xihong ( <i>Note 3</i> )	45,091,000	2.62
Other top 17 Shareholders (excluding institutional investors)	<u>144,149,500</u>	<u>8.37</u>
Subtotal	1,430,662,500	83.04
Institutional investors in top 20 Shareholders	154,182,000	8.95
Other Shareholders	<u>138,115,500</u>	<u>8.01</u>
Total	<u><u>1,722,960,000</u></u>	<u><u>100</u></u>

### Position as at 31 March 2017

To the best of the Board's knowledge and based on the results of the Inquiries, the Company's updated shareholding structure as at **31 March 2017** was as follows:

	<b>Number of Shares held</b>	<b>% of total number of issued Shares</b>
Asiaciti ( <i>Note 1</i> )	1,195,072,000	69.36
Guan Jianhui ( <i>Note 2</i> )	46,350,000	2.69
Bai Xihong ( <i>Note 3</i> )	45,091,000	2.62
Other top 17 Shareholders (excluding institutional investors)	<u>146,730,500</u>	<u>8.52</u>
Subtotal	1,433,243,500	83.19
A group of 525 Shareholders who each held more than 10,000 Shares	<u>261,287,273</u>	<u>15.17</u>
Subtotal	1,694,530,773	98.36
Other Shareholders	<u>28,429,227</u>	<u>1.64</u>
Total	<u><u>1,722,960,000</u></u>	<u><u>100</u></u>

To further demonstrate the Company's shareholding is no longer concentrated, the Company has, based on the Inquiries, summarised the percentage shareholdings by its top Shareholders as at and since 13 February 2015 as follows:

	13 February 2015 <i>(Note)</i>	30 September 2016	30 December 2016	31 March 2017
Top 10 Shareholders	N/A	83.53%	84.70%	85.22%
Top 20 Shareholders	95.48%	88.90%	89.89%	89.62%
Top 20 Shareholders (Excluding institutional investors)	N/A	83.50%	83.04%	83.19%

*Note:* The percentage shareholding by the Company's top 20 Shareholders as at 13 February 2015 was extracted from the SFC 2015 Announcement.

Accordingly, the number of Shares held by Shareholders other than the 20 Shareholders with the largest shareholdings in the Company increased from 4.52% of the issued Shares as at 13 February 2015 (according to the data disclosed in the SFC 2015 Announcement), to 10.38% as at 31 March 2017.

#### **Company's announcements between 12 March 2015 – 31 May 2017**

Between 12 March 2015 and 31 May 2017, the Company made, inter alia, the following announcements:

- 1) On 13 March 2015, the Company issued a voluntary announcement in relation to the acquisition of land use rights in a land parcel in Guangdong Province, the People's Republic of China for a total cash consideration of RMB1,856 million.
- 2) On 22 April 2015, the Company 2015 Free Float Restoration Announcement was made to the effect that following Asiatic's transfer of certain Shares on 21 April 2015, the Company was in compliance with the public float requirement under Listing Rule 8.08.
- 3) On 26 June 2015 and 10 July 2015 respectively, the Company issued two inside information announcements regarding China Securities Regulatory Commission's approval of the application of one of the Company's subsidiaries for the issue of domestic corporate bonds for an aggregate amount of RMB2 billion at a fixed coupon rate of 6.75% for a term of five years to qualified investors and the listing of such bonds on the Shanghai Stock Exchange.
- 4) On 3 July 2015, the Company issued a voluntary announcement in relation to the acquisition of land use rights in a land parcel in Guangdong Province, the People's Republic of China for a total cash consideration of approximately RMB876 million.

- 5) On 3 August 2015, the Company announced its interim results for the six months ended 30 June 2015. The profit attributable to its Shareholders for such period increased by 9.8% to RMB456 million from RMB415 million for the six months ended 30 June 2014.
- 6) On 30 October 2015, the Company issued an inside information announcement in relation to the Shanghai Stock Exchange's approval of the application of one of the Company's subsidiaries for the issue of non-public domestic corporate bonds for an aggregate amount of RMB3 billion at a coupon rate of 7.85% per annum for a term of three years.
- 7) On 24 November 2015, 23 December 2015 and 30 December 2015 respectively, the Company issued three voluntary announcements in relation to the acquisition of land use rights in land parcels in Guangdong Province, the People's Republic of China for a total cash consideration of approximately RMB3,975 million.
- 8) On 9 December 2015, the Company issued an announcement in relation to discloseable transactions involving acquisitions of equity interests in project companies for a total cash consideration of RMB483 million.
- 9) On 21 January 2016, the Company issued an inside information announcement in relation to the Shenzhen Stock Exchange's approval of the application of one of the Company's subsidiaries for the issue of non-public domestic corporate bonds for an aggregate amount of RMB3 billion at a coupon rate of 7.88% per annum for a term of three years, with an option to redeem by that company at the end of the second year.
- 10) On 22 January 2016, the Company issued a voluntary announcement in relation to the acquisition of land use rights in a land parcel in Guangdong Province, the People's Republic of China for a total cash consideration of approximately RMB6,406 million.
- 11) On 22 February 2016, the Company announced its annual results for the year ended 31 December 2015. The profit attributable to its Shareholders for such period increased by 11.1% to RMB1,421 million from RMB1,279 million for the year ended 31 December 2014.
- 12) On 15 April 2016, the Company issued an announcement in relation to a discloseable transaction involving an acquisition of 49% equity interest in Guangzhou Huangpu Chemical Co., Ltd for a total cash consideration of RMB381 million.
- 13) On 24 May 2016 and 27 May 2016 respectively, the Company issued two voluntary announcements in relation to the acquisition of land use rights in land parcels in Guangdong Province, the People's Republic of China for a total cash consideration of approximately RMB2,175 million.

- 14) On 26 June 2016, the Company issued an announcement in relation to (1) a discloseable transaction involving an acquisition of 75% equity interest in a company for a total cash consideration of RMB383 million, and (2) a possible major transaction involving the grant of a put option in relation to that discloseable transaction.
- 15) On 30 June 2016, the Company issued an announcement in relation to (1) a major transaction involving an acquisition of 75% equity interest in a company for a total cash consideration of RMB880 million, and (2) a possible major transaction involving the grant of a put option in relation to that major transaction.
- 16) On 21 July 2016 and 31 August 2016 respectively, the Company issued two announcements in relation to the Stock Exchange's grant of a waiver under Listing Rule 14.41(A).
- 17) On 3 August 2016, the Company announced its interim results for the six months ended 30 June 2016. The profit attributable to its Shareholders for such period increased by 20.6% to RMB549.6 million from RMB455.6 million for the six months ended 30 June 2015.
- 18) On 19 September 2016 and 22 September 2016 respectively, the Company issued two voluntary announcements in relation to the acquisition of land use rights in land parcels in Guangdong Province, the People's Republic of China for a total cash consideration of RMB2,746 million.
- 19) On 29 September 2016, the Company issued a circular in relation to the transaction disclosed in its announcement dated 30 June 2016.
- 20) On 18 November 2016, 2 December 2016 and 5 December 2016 respectively, the Company announced (a) a solicitation of consents to certain proposed amendments to the indentures in respect of 10.375% senior notes due 2017, 12.625% senior notes due 2019 and 11.450% senior notes due 2020, (b) the requisite consents necessary to effect the proposed amendments in respect of those senior notes having been received, and (c) the execution of supplemental indentures to respect of those senior notes.
- 21) On 19 December 2016, the Company issued a voluntary announcement in relation to the acquisition of land use rights in a land parcel in Guangdong Province, the People's Republic of China for a total cash consideration of RMB1,682 million.
- 22) On 20 December 2016 and 23 December 2016 respectively, the Company issued two announcements in relation to the amendments to the terms of the convertible bonds and the approval sought from the Stock Exchange.



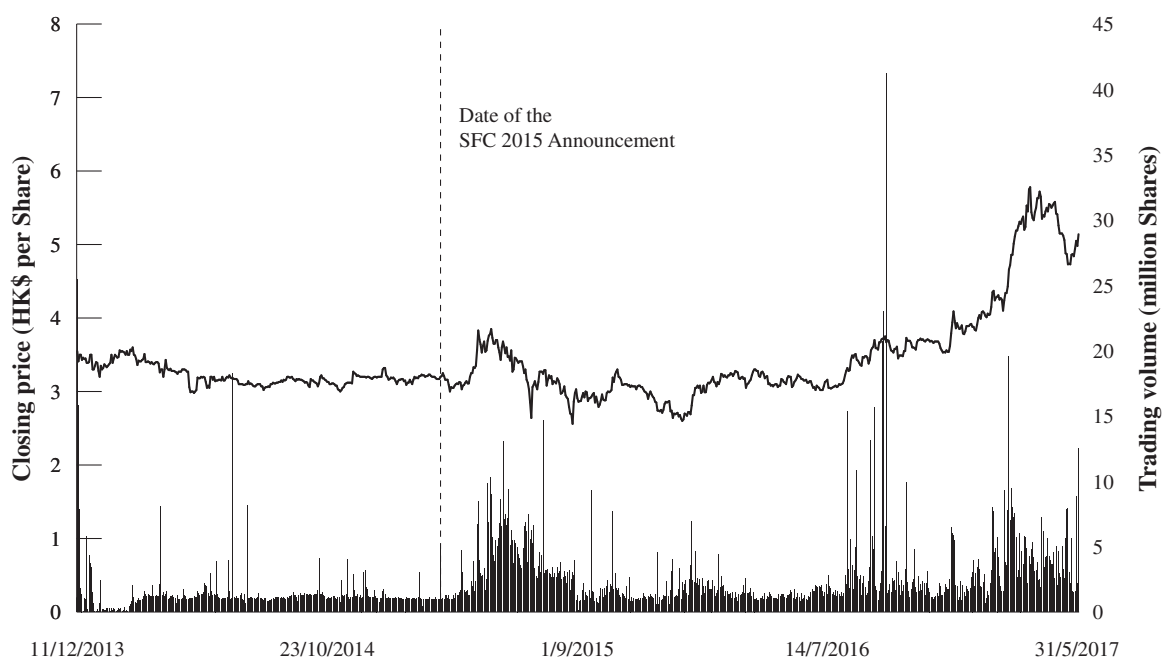
- 23) On 29 December 2016, the Company issued two voluntary announcements in relation to the acquisition of land use rights in land parcels in Guangdong Province, the People's Republic of China for a total cash consideration of RMB696 million.
- 24) On 16 January 2017, 17 January 2017 and 23 January 2017 respectively, the Company issued three announcements in relation to the issuance of US\$375,000,000 6.25% senior notes due 2020.
- 25) On 17 January 2017, 24 February 2017 and 10 March 2017 respectively, the Company issued three voluntary announcements in relation to the acquisition of the land use rights in land parcels in Guangdong Province, the People's Republic of China for a total cash consideration of RMB5,827 million.
- 26) On 17 February 2017 and 23 March 2017 respectively, the Company issued two announcements in relation to the redemption of senior notes due 2019 in the aggregate amount of US\$343,507,775.
- 27) On 27 February 2017, the Company announced its annual results for the year ended 31 December 2016. The profit attributable to its Shareholders for such period increased by 37.6% to RMB1,955 million from RMB1,421 million for the year ended 31 December 2015.
- 28) On 19 April 2017, 20 April 2017 and 26 April 2017 respectively, the Company issued three announcements in relation to the issue of US\$225,000,000 senior notes at a rate of 5.75% per annum due 26 April 2022 on the Stock Exchange.
- 29) On 4 May 2017, the Company announced its unaudited operating statistics for the four months ended 30 April 2017, being the latest of its monthly announcements of operating statistics, which reported the Group's contracted sales amounted to approximately RMB9,491 million with contracted gross floor area of approximately 697,000 square metres.
- 30) On 19 May 2017, the Company issued an announcement in relation to the partial conversion of convertible bonds at a conversion price of HK\$3.50 per Share by Schiavona Investment Holdings Ltd. and the allotment of 18,571,428 Shares (representing approximately 1.07% of the Company's enlarged share capital) to Schiavona Investment Holdings Ltd.
- 31) On 26 May 2017, the Company issued an announcement in relation to the poll results of annual general meeting held on 26 May 2017 and the payment of final dividend of HK\$0.3574 per Share for the year ended 31 December 2016 (compared to HK\$0.1853 per Share for the year ended 31 December 2015).



In addition to the announcements made by the Company, the Board notes that the Company has formulated and implemented an investor relations plan, including developing existing shareholder conferences, investor calls and roadshows, increasing international banks/brokers covering the Company’s securities, managing relationships with international rating agencies, raising the Company’s profile amongst the investment and financial community, agencies and institutional analysts, etc. The Board considers that this contributed to the broadening of the Company’s shareholding base, and that there has been no substantial change in the shareholding structure since then.

With a view to enhancing the Company’s capital base and liquidity position, the Company issued convertible bonds in an aggregate principal amount of HK\$388,000,000 due in 2019 (the “**Convertible Bonds**”) in July 2014. It is noted that the price of the Shares has maintained above the conversion price of the Convertible Bonds from 18 October 2016, which will be convertible into approximately 6.05% of the Company’s enlarged share capital. On 19 May 2017, 18,571,428 Shares, representing approximately 1.07% of the Company’s enlarged share capital, were allotted to Schiavona Investment Holdings Ltd, the holder of the Convertible Bonds, which has further broadened the Company’s shareholder base (Schiavona Investment Holdings Ltd. was not a shareholder of the Company as at 31 March 2017). The principal terms of the Convertible Bonds are set out in the announcement of the Company dated 7 July 2014.

## HISTORICAL LIQUIDITY AND VOLATILITY OF THE SHARES



Source: The daily closing share price and daily on-market trading volume of the Shares on the Main Board of the Stock Exchange from 11 December 2013 to 31 May 2017 (both days inclusive) were extracted from Bloomberg.

As shown from the above chart, the closing price of the Shares remained relatively stable throughout 2015 and 2016, fluctuating between HK\$2.56 and HK\$4.09 per Share. It began an upward trend in 2017, particularly since the publication of the Company's annual results on 27 February 2017. The Board also notes that the Company's ratings outlook was raised by certain credit rating services companies during the first quarter of 2017. The maximum closing price of the Shares reached HK\$5.78 for the period between 1 January and 31 May 2017. The Board observes that the increase in the price of the Shares during this period was accompanied by an increase in trading volume.

The Board notes that since the date of the SFC 2015 Announcement, the average daily and monthly trading volume of the Shares has increased from approximately 1.4 million and 27.2 million Shares respectively (amounting to 0.33% and 6.30% of the Company's total issued share capital after deducting Shares not counted towards the public float under the Listing Rules) since the listing on the Stock Exchange up to 11 March 2015 (i.e. the day before the date of the SFC 2015 Announcement), to approximately 2.9 million and 59.4 million Shares respectively (amounting to 0.68% and 13.72% of the Company's total issued share capital after deducting Shares not counted towards the public float under the Listing Rules) for the period between 12 March 2015 and 31 May 2017. The Board considers that the increase in the average daily trading volume of the Shares over the period was supported by the improved shareholders profile and the fundamental and key performance indicators of the Company.

## MSCI FOREIGN INCLUSION FACTOR

According to the MSCI Global Investable Market Indexes ("MSCI GIMI") Methodology (the "Methodology") published by MSCI in August 2016 and updated in May 2017, the securities of companies disclosed as having high shareholding concentration in the SFC announcements are not eligible for inclusion in the MSCI GIMI. The securities of such companies will remain ineligible for inclusion in the MSCI GIMI until sufficient public disclosure has been made by the issuing companies confirming an increase in free float that results in the Foreign Inclusion Factor ("FIF") equal to or larger than 0.15, following the publication of the SFC announcements. It is understood that companies the securities of which are eligible for inclusion in the MSCI GIMI have to meet the minimum free float-adjusted market capitalisation, which is defined by MSCI as FIF times the market capitalisation of the relevant company.

The Company has, based on the results of the Inquiries, classified its shareholders into two types, namely strategic shareholders (i.e. non-free float) and non-strategic shareholders (i.e., free float) according to the Methodology. The Company's self-assessment of its free float shareholdings, FIF and free float-adjusted market capitalisation is summarised as below:

	12 May 2016	30 September 2016	31 December 2016	31 March 2017
Free float shareholdings	25.09%	25.09%	25.09%	25.09%
FIF	0.30	0.30	0.30	0.30
Free float-adjusted market capitalisation (in HK\$ millions)	1,602.4	1,840.1	1,959.0	2,842.9

## CONCLUSION

The Board is satisfied that, based on the results of the Inquiries (i) the shareholding concentration condition of the Company as at 13 February 2015 and as may have been alluded to in the SFC 2015 Announcement has not persisted; and (ii) there has been no concentration of the shareholding of the Company in the hands of a limited number of shareholders.

The Board is also satisfied that the Company has complied with all the conditions for high shareholding concentration companies to regain eligibility for constituency in both Hang Seng Family of Indexes and MSCI GIMI and is taking steps to seek index re-inclusion as a matter of priority.

**The Company may or may not be re-included as a constituent stock in either of the Hang Seng Family of Indexes and MSCI Global Investable Market Indexes. Accordingly, the Shareholders and potential investors should exercise caution when interpreting the SFC 2015 Announcement and when dealing in the Shares.**

By Order of the Board  
**Times Property Holdings Limited**  
**Shum Chiu Hung**  
*Chairman*

Hong Kong, 1 June 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Shum Chiu Hung, Mr. Guan Jianhui, Mr. Bai Xihong, Mr. Li Qiang, Mr. Shum Siu Hung and Mr. Niu Jimin and the independent non-executive directors of the Company are Mr. Jin Qingjun, Ms. Sun Hui and Mr. Wong Wai Man.*