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東原地產控股有限公司
Dowell Property Holdings Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 668)

DISCLOSEABLE TRANSACTION ASSET MANAGEMENT AGREEMENT

The Board is pleased to announce that on 8 June 2015, the JV Company entered into the Asset Management Agreement as the Assets Trustor, with China Nature Asset Management as Assets Manager and ICBC Guangdong Branch as Assets Trustee in relation to the investment and management of the Entrusted Assets. Upon entering into the Asset Management Agreement, the Company has agreed to entrust a total amount of RMB30 million (equivalent to approximately HK\$37.5 million) on 8 June 2015 in accordance with the Asset Management Agreement.

As certain of the applicable percentage ratios in respect of the Asset Management Agreement are more than 5% but less than 25%, the Asset Management Agreement and the transactions contemplated thereunder constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

THE ASSET MANAGEMENT AGREEMENT

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A summary of the principal terms of the Asset Management Agreement is set out as follows:

- Date:** 8 June 2015
- Parties:** (1) the JV Company as the Assets Trustor;
(2) China Nature Asset Management as the Assets Manager; and
(3) ICBC Guangdong Branch as the Assets Trustee.
- Investment Amount:** Not less than RMB30 million (equivalent to approximately HK\$37.5 million) and not more than RMB5 billion. The actual initial amount invested by the JV Company in accordance with the Asset Management Agreement is RMB30 million.
- Investment scope:** The Assets Manager shall manage and invest the Entrusted Assets in accordance with the instructions of the Assets Trustor. The investment scope of the Entrusted Assets shall be limited to various financial products with good liquidity, including (i) A Shares traded in Shanghai and Shenzhen Stock Exchanges, closed-end funds, ETF funds, LOF funds, bonds and reverse repurchase bonds issued by the governments, convertible bonds, money market funds, purchase of new shares and bank deposits and other financial instruments as are approved by relevant regulatory institutions; and (ii) other financial instruments which can be invested by fund investment companies as approved by relevant laws, regulations or China Securities Regulatory Commission.
- Fees:** The Company shall pay, among other fees and charges, an asset management fee according to the investment amount under the Asset Management Agreement to China Nature Asset Management and an asset trustee fee according to the investment amount under the Asset Management Agreement to ICBC Guangdong Branch.

Management fee and asset trustee fee:

The daily management fee to be charged by the Asset Manager shall be calculated as follows:

$$\text{Daily management fee} = \frac{(\text{the net asset value of the total Entrusted Assets on the previous day}) \times (\text{management fee rate})}{360}$$

The management fee rate is 0.40% per annum.

The management fee shall be paid quarterly and shall be deducted from the Entrusted Assets and is payable within three business days from the beginning of each quarter of the year.

The daily asset trustee fee to be charged by the Assets Trustee shall be calculated as follows:

Daily asset trustee fee = (the net asset value of the total Entrusted Assets on the previous day) x (asset trustee fee rate)/360

The asset trustee rate is 0.10% per annum. The asset trustee fee shall be paid quarterly and shall be deducted from the Entrusted Assets and is payable within three business days from the beginning of each quarter of the year.

Designated account: The investment amount under the Asset Management Agreement will be deposited in a designated account maintained with ICBC Guangdong Branch for investing in the investment products under the Asset Management Agreement.

Entrusted management period: The term of the Asset Management Agreement is twelve months from the day when the China Security Regulatory Commission has confirmed that all procedures in relation to the registration of the Asset Management Agreement with it has been completed, subject to early termination and extension.

Expected annual rate of return: The expected annual rate of return is 15%.

Governing Law: PRC law.

REASONS FOR AND BENEFITS OF THE TRANSACTION

By entering into the Asset Management Agreement and entrusting funds in accordance therewith, the Group intends to raise the utilization rate of its capital which can improve both the investment return and the profits of the Group. The Directors (including independent non-executive Directors) are therefore of the view that the terms of the Asset Management Agreement (and entrusting funds in accordance therewith) are fair and reasonable and are in the interests of the Group and its Shareholders as a whole.

INFORMATION ON CHINA NATURE ASSET MANAGEMENT

China Nature Asset Management is a company incorporated in the PRC with limited liability and an asset management company approved by the China Security Regulatory Commission. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, China Nature Asset Management and its ultimate beneficial owners are Independent Third Parties. The principal business of China Nature Asset Management includes establishment and issuance of certain asset management plans in relation to fund-raising activities.

INFORMATION ON ICBC GUANGDONG BRANCH

ICBC Guangdong Branch is one of the branches of ICBC Bank, a bank licensed and incorporated under the laws of the PRC. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, ICBC Guangdong Branch and its ultimate beneficial owners are Independent Third Parties. The principal business of ICBC Guangdong Branch is sales of fund, asset management and other financial services.

INFORMATION ON THE COMPANY, THE GROUP AND THE JV COMPANY

The Company is principally engaged in investment holding, and its subsidiaries are principally engaged in property investment business including operation of a shopping mall and financial leasing.

The JV Company is a sino-foreign joint venture enterprise established under the laws of the PRC owned as to 6.83% by Shanghai Dongsheng, 15.59% by NH Intelligent and 77.58% by East Profit Investments. East Profit Investments is an indirect wholly owned subsidiary of the Company.

Given that Shanghai Dongsheng is wholly-owned by Chongqing Doyen and approximately 77.78% and 22.22% of the equity interest of Chongqing Doyen is owned by Mr. Lo and his spouse, Ms. Chiu, respectively as at the date of this announcement, and Mr. Lo is an executive Director, the Chairman and the Controlling Shareholder, Shanghai Dongsheng is a connected person of the Company under Chapter 14A of the Listing Rules.

Approximately 26.06% of the equity interest of NH Intelligent is owned by Jiangsu Jiangdong and approximately 69.30% of the equity interest of Jiangsu Jiangdong is owned by Chongqing Doyen as at the date of this announcement, approximately 77.78% and 22.22% of the equity interest of Chongqing Doyen is owned by Mr. Lo and his spouse, Ms. Chiu, respectively as at the date of this announcement, and Mr. Lo is an executive Director, the Chairman and the Controlling Shareholder, NH Intelligent is not a connected person of the Company under Chapter 14A of the Listing Rules.

GENERAL

Based on the actual initial amount invested by the JV Company, as certain of the applicable percentage ratios in respect of the Asset Management Agreement are more than 5% but less than 25%, the Asset Management Agreement and the transactions contemplated thereunder constitute a discloseable transaction of the Company and are subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules. Should the JV Company invest further amount in the future, the Company will comply with all the requirement under the Listing Rules.

DEFINITIONS

“Asset Management Agreement”	the asset management agreement dated 8 June 2015 entered into between the Company, China Nature Asset Management and ICBC Guangdong Branch in relation to the investment and management of the Entrusted Assets
“Assets Manager” or “China Nature Asset Management”	天治基金管理有限公司 (China Nature Asset Management Co., Ltd.*)
“Assets Trustee” or “ICBC Guangdong Branch”	中國工商銀行股份有限公司廣東省分行營業部 (Industrial and Commercial Bank of China Limited, Guangdong Branch, Business Department*)
“Board”	the board of Directors
“Chairman”	the chairman of the Company
“Chongqing Doyen”	重慶東銀控股集團有限公司 (Chongqing Doyen Holdings Group Co., Ltd.*), a company established with limited liability under the laws of the PRC
“Company”	Dowell Property Holdings Limited (Stock code: 668), a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	the controlling shareholder(s) (which has the meaning ascribed to it under the Listing Rules) of the Company
“Directors”	the directors of the Company
“East Profit Investments”	East Profit Global Investments Limited, a company incorporated in the British Virgin Islands with limited liability, an indirect wholly owned subsidiary of the Company
“Entrusted Assets”	the entrusted assets of an initial amount of not less than RMB30 million (equivalent to approximately HK\$37.5 million) under the Asset Management Agreement
“Group”	the Company and its subsidiaries
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong

“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) who, together with his/her ultimate beneficial owner(s) is/are persons independent of the Company and its connected persons
“Jiangsu Jiangdong”	江蘇江動集團有限公司 (Jiangsu Jiangdong Group Co., Ltd*), a company established in the PRC with limited liability
“JV Company” or “Assets Trustor”	東葵融資租賃(上海)有限公司 (Dongkui Financial Leasing (Shanghai) Co. Ltd.*), a sino-foreign joint venture enterprise established with a registered capital of US\$51.3 million (equivalent to approximately HK\$400.1 million) under the laws of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange
“Mr. Lo”	Mr. Lo Siu Yu, the spouse of Ms. Chiu, an executive Director, the Chairman and the Controlling Shareholder
“Ms. Chiu”	Ms. Chiu Kit Hung, the spouse of Mr. Lo
“NH Intelligent”	江蘇農華智慧農業科技股份有限公司 (Jiangsu Nonghua Intelligent Agriculture Technology Co., Ltd*) (Stock code in Shenzhen Stock Exchange: 000816), a company incorporated in the PRC with limited liability, the issued shares of which are listed on the Shenzhen Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Shanghai Dongsheng”	上海東勝股權投資有限公司 (Shanghai Dongsheng Equity Investment Company Limited*), a company established in the PRC with limited liability
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
Dowell Property Holdings Limited
Cho Chun Wai
Company Secretary

As at the date of this announcement, the Board comprises Mr. Lo Siu Yu (Chairman), Ms. Luo Shaoying (Vice Chairman) and Mr. Chen Yang (Chief Executive Officer) as executive Directors; Mr. Wang Xiaobo and Mr. Qin Hong as non-executive Directors; and Mr. Chan Ying Kay, Dr. Zhu Wenhui and Mr. Wang Jin Ling as independent non-executive Directors.

For illustrative purpose of this announcement and unless otherwise specified, conversion of RMB into HK\$ is based on the exchange rate of RMB1.00 = HK\$1.25 and conversion of US\$ into HK\$ is based on the exchange rate of US\$0.128 = HK\$1.

** For identification purpose only*