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中國海外發展有限公司
CHINA OVERSEAS LAND & INVESTMENT LTD.

(Incorporated in Hong Kong with limited liability)
(Stock Code: 688)

**DISCLOSEABLE TRANSACTION
ACQUISITIONS OF EQUITY INTERESTS
IN THE TARGET COMPANIES**

THE ACQUISITIONS

The Board is pleased to announce that, on 5 September 2025, the Joint Purchasers, being CODG (being an indirect wholly-owned subsidiary of the Company), Shanghai Hongrun and Hangzhou Travel Investment, entered into the Equity Transfer Agreements with the Sellers in relation to the Acquisitions, pursuant to which, among other things, CODG will acquire (i) 50.5% of the equity interest in Target Company A and the Relevant Debt; and (ii) 30.5% of the equity interest in Target Company B, and accordingly, CODG is expected to contribute approximately RMB7,341 million and RMB812 million, respectively, for the acquisitions of Target Interest A and Target Interest B based on the Relevant Proportions. The Target Companies hold land plots for the Dong'an Project. Upon Completion, Target Company A will be accounted for as a subsidiary of the Company and Target Company B will be accounted for as an associate of the Group.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios in respect of the aggregate consideration to be contributed by the Group for the Acquisitions is more than 5% but less than 25%, the Acquisitions constitute a discloseable transaction for the Company and is subject to reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

BACKGROUND

The Joint Purchasers, being CODG (being an indirect wholly-owned subsidiary of the Company), Shanghai Hongrun and Hangzhou Travel Investment, have submitted and successfully bid for Target Interest A (comprising 90% of the equity interest in Target Company A and the Target Debt) and Target Interest B (comprising 90% of the equity interest in Target Company B) at the total consideration of approximately RMB13,082 million and RMB2,396 million, respectively, that have been listed pursuant to the Tenders on the Shanghai Assets Exchange and shall be acquired in bundle. The Target Companies hold land plots for the Dong'an Project.

On 5 September 2025, the Joint Purchasers entered into the Equity Transfer Agreements with the Sellers in relation to the Acquisitions, pursuant to which, among other things, CODG will acquire (i) 50.5% of the equity interest in Target Company A and the Relevant Debt; and (ii) 30.5% of the equity interest in Target Company B, and accordingly, CODG is expected to contribute approximately RMB7,341 million and RMB812 million, respectively, for the acquisitions of Target Interest A and Target Interest B based on the Relevant Proportions. Upon Completion, Target Company A will be accounted for as a subsidiary of the Company and Target Company B will be accounted for as an associate of the Group.

THE EQUITY TRANSFER AGREEMENTS

Principal terms of the Equity Transfer Agreements are summarised as follows:

Date

5 September 2025

Parties

- (1) the Joint Purchasers; and
- (2) the Sellers.

Subject matter

As of the date of this announcement, each of Seller 1 and Seller 2 holds 50% of the equity interest in Target Company A and Target Company B, respectively.

Pursuant to the Equity Transfer Agreements, Seller 1 and Seller 2 will respectively sell 50% and 40% of the equity interest in each of the Target Companies (accordingly, Seller 2 will retain 10% of the equity interest in each of the Target Companies), and CODG, Shanghai Hongrun and Hangzhou Travel Investment have agreed to acquire (i) 50.5%, 35% and 4.5% of the equity interest in Target Company A; and (ii) 30.5%, 55% and 4.5% of the equity interest in Target Company B, respectively (the “**Relevant Proportions**”). In addition, the Joint Purchasers will acquire the Target Debt based on the Relevant Proportions, and accordingly, the total amounts owed by Target Company A to its shareholders will be in proportion to their respective equity interests in Target Company A upon Completion.

Accordingly, upon Completion, Target Company A will be held as to 50.5%, 35%, 4.5% and 10% by CODG, Shanghai Hongrun, Hangzhou Travel Investment and Seller 2, respectively, and will be accounted for as a subsidiary of the Company and its financial results will be consolidated into the Group's consolidated financial statements and Target Company B will be held as to 30.5%, 55%, 4.5% and 10% by CODG, Shanghai Hongrun, Hangzhou Travel Investment and Seller 2, respectively, and will be accounted for as an associate of the Group.

Consideration and payment terms

The total consideration for Target Interest A and Target Interest B are approximately RMB13,082 million and RMB2,396 million, respectively, and the aggregate sum of approximately RMB15,478 million will be satisfied by the security deposits in relation to the Tenders of approximately RMB4,643 million in aggregate and the remaining balance of approximately RMB10,835 million in aggregate, together with the transaction service fee charged by the Shanghai Assets Exchange, will be payable to the bank account designated by Shanghai Assets Exchange within three business days from the date of the relevant Equity Transfer Agreements. Based on the Relevant Proportions, CODG will contribute approximately RMB7,341 million and RMB812 million, respectively, in cash for the acquisitions of Target Interest A and Target Interest B, which will be funded by the Group. As at the date of this announcement, the Joint Purchasers have jointly paid the security deposits of approximately RMB3,925 million and RMB719 million for Target Interest A and Target Interest B, respectively, to the Shanghai Assets Exchange and CODG has contributed an aggregate amount of approximately RMB2,446 million to such security deposits based on the Relevant Proportions. In the event that the shareholders of the Target Companies upon Completion enter into any further arrangements for the joint development of the Dong'an Project, the Company will make further announcement(s) as and when appropriate in accordance with the applicable requirements of the Listing Rules.

Completion

After the Shanghai Assets Exchange has issued the relevant transaction confirmations for the Acquisitions, the interest in relation to Target Debt incurred from the date after the Benchmark Date to the dates of such transaction confirmations (the “**Interim Interest**”) will be payable by the Joint Purchasers. The Sellers and the Joint Purchasers will initiate the registration of the relevant changes in equity interest of the Target Companies in relation to the Acquisitions with the relevant PRC authorities within 15 working days from the relevant date of receiving the respective Consideration and Interim Interest pursuant to the Acquisitions.

BASIS OF CONSIDERATION

The Consideration in relation to the Acquisitions was determined based on the bid prices jointly made by the Joint Purchasers for the relevant Tenders, which was in turn determined with reference to, among other things:

- (a) the listing price (being the minimum bidding price) of the Tenders placed by the Sellers on the Shanghai Assets Exchange, which was determined with reference to the appraised value of each of Target Company A and Target Company B as of the benchmark date of 30 June 2025 (the “**Benchmark Date**”) based on the valuation reports prepared by Shanghai Lixin Appraisal Limited Company (上海立信資產評估有限公司) (the “**Valuer**”), an

independent and qualified valuer engaged by the Sellers in accordance with applicable PRC laws and regulations and in connection with the Tenders, based on the asset based approach (the “**Valuation**”);

- (b) the Relevant Proportions and the Target Debt to be acquired pursuant to the Acquisitions; and
- (c) the economic potential and prospects of the Dong’an Project, being the underlying assets held by the Target Companies, and the benefits from the Group’s ability to control and exercise influence over the management and operations of the Target Companies and Dong’an Project, as set out in the section headed “Reasons for and benefits of the Acquisitions”

The Valuation has been prepared by the Valuer in compliance with applicable PRC valuation procedures, standards, laws and regulations in relation to the transactions of state-owned assets and in connection with the Tenders. The Valuation was based on the audited financial statements of Target Companies as of Benchmark Date. The scope of assets and liabilities related to the subject of Valuation, as provided by the Target Companies, is clearly defined and can be identified through relevant financial data, procurement and construction records, and on-site inspections. Additionally, based on the characteristics of each asset and liability, as well as the prerequisite conditions for applying valuation methods, it was determined that individual assessment was feasible. Therefore, the asset-based method was regarded as applicable.

Having considered the aforesaid factors and the contributions by the Joint Purchasers based on the Relevant Proportions, the Board (including the Independent Non-executive Directors) considers that the Consideration and the terms of the Acquisitions are fair and reasonable, and the entering into of the Equity Transfer Agreements and the Acquisitions are on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and its shareholders as a whole.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

Property development and investment are among the principal activities of the Group. The Target Companies mainly hold two land parcels for the Dong’an Project located in Xuhui District, which is the core urban area in Shanghai, and the Dong’an Project enjoys prime geographical location with good ancillary capabilities and strategic access to the commercial district nearby. Shanghai is a first-tier city in the PRC and within the Group’s strategic focus. The Acquisitions will be in line with the key business strategies of the Company and the development of the Dong’an Project is expected to contribute to the consolidation and enhancement of the Group’s market share, competitiveness and branding in Shanghai and generate returns to the Group and would benefit its long-term business development. Further, through the joint bids made by the Joint Purchasers, the Group was able to leverage on the contributions of the other Joint Purchasers to achieve the successful bids pursuant to the Tenders whilst diversifying the associated investment risks.

INFORMATION ON THE TARGET COMPANIES

Target Company A

Target Company A is a company established in the PRC with limited liability and is owned as to 50% by each of Seller 1 and Seller 2 as at the date of this announcement. It is principally engaged in the development of properties and property investment. As of the date of this announcement, Target Company A mainly holds a piece of land parcel for the Dong'an Project located in Xuhui District, Shanghai, the PRC.

Target Company B

Target Company B is a company established in the PRC with limited liability and is owned as to 50% by each of Seller 1 and Seller 2 as at the date of this announcement. It is principally engaged in the development of properties and property investment. As of the date of this announcement, Target Company B mainly holds a piece of land parcel for the Dong'an Project located in Xuhui District, Shanghai, the PRC.

Set out below is the audited financial information of the Target Companies for the period from 8 August 2024 (the date of incorporation of both Target Companies) to 31 December 2024 and for the six months period ended 30 June 2025, prepared in accordance with the generally accepted accounting principles in the PRC:

	For the period from 8 August 2024 (date of incorporation) to 31 December 2024	For the six months period ended 30 June 2025
	<i>RMB</i>	<i>RMB</i>
Loss before tax		
Target Company A	345,250	291,250
Target Company B	164,000	158,750
Loss after tax		
Target Company A	345,250	291,250
Target Company B	164,000	158,750

The audited net asset value of the Target Company A and Target Company B as at 30 June 2025 prepared in accordance with the generally accepted accounting principles in the PRC was approximately RMB5,091 million and RMB2,582 million, respectively, and the appraised value of the net asset value of the Target Company A and Target Company B as at 30 June 2025 based on the Valuation was RMB5,498 million and RMB2,662 million, respectively.

INFORMATION ON THE PARTIES

The Group

The Group is principally engaged in property development, commercial property operations and other businesses. CODG is an indirect wholly-owned subsidiary of the Company and is principally engaged in real estate development and operation, cost consultation and construction project management. CSCEC is the ultimate holding company of the Company and CODG. CSCEC, together with its subsidiaries (excluding those listed on any stock exchange), is a conglomerate principally engaged in building construction, international contracting, real estate development and investment, infrastructure construction and investment and design and prospecting.

Shanghai Hongrun

Shanghai Hongrun is established in the PRC with limited liability and is wholly-owned by China Merchants Shekou Industrial Zone Holdings Co. Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 001979). Shanghai Hongrun is principally engaged in real estate development and operation, interior renovation and construction engineering design.

Hangzhou Travel Investment

Hangzhou Travel Investment is a company established in the PRC with limited liability and is indirectly wholly-owned by China Tourism Group Corporation Limited, which in turn is a state-owned company. Hangzhou Travel Investment is principally engaged in real estate development and operation, properties leasing and property management.

Seller 1

Seller 1 is a state-owned company established in the PRC with limited liability which is principally engaged in renovation of old districts, leasing of self-owned buildings, real estate development and operation and investment in municipal infrastructure construction.

Seller 2

Seller 2 is a state-owned company established in the PRC with limited liability which is principally engaged in the real estate development and operation, construction works and design.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (a) each of the Sellers and the Target Companies and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons; and (b) the respective holding companies of Shanghai Hongrun and Hangzhou Travel Investment are substantial shareholders of certain insignificant subsidiaries of the Company under Rule 14A.09(1) of the Listing Rules as of the date of this announcement, and therefore, Shanghai Hongrun and Hangzhou Travel Investment and their respective ultimate beneficial owners are not considered as connected persons of the Company under the Listing Rules.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios in respect of the aggregate consideration to be contributed by the Group for the Acquisitions is more than 5% but less than 25%, the Acquisitions constitute a discloseable transaction for the Company and is subject to reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Acquisitions”	the acquisitions of Target Interest A and Target Interest B by the Joint Purchasers in accordance with the terms and conditions of the Equity Transfer Agreements;
“Benchmark Date”	has the meaning given to it under the section headed “Basis of Consideration” in this announcement;
“Board”	the board of Directors;
“CODG”	China Overseas Development Group Co., Ltd.* (中海企業發展集團有限公司), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company;
“Company”	China Overseas Land & Investment Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 688);
“Completion”	the completion of the Acquisitions in accordance with the Equity Transfer Agreements;
“Consideration”	the total sum of approximately RMB15,478 million to be paid by the Joint Purchasers in relation to the Acquisitions;
“CSCEC”	China State Construction Engineering Corporation* (中國建築集團有限公司), a state-owned corporation organised and existing under the laws of the PRC, and the ultimate holding company of the Company and CODG;
“Director(s)”	the director(s) of the Company;

“Dong’an Project”	Shanghai Xuhui District Dong’an Village 1 and Village 2 Area Old District Development Project (上海徐匯區東安一、二村片區舊城區發展項目) comprising two land parcels permitted for residential and commercial use with an aggregate land area of approximately 134,082 sq. m., which are located at the junction of Dong’an Road and Zhongshan Road South-2, Xuhui District, Shanghai, the PRC (中國上海市徐匯區東安路與中山南二路交匯處) and is under the initial stage of development as at the date of this announcement;
“Equity Transfer Agreements”	the equity transfer agreements dated 5 September 2025 and entered into between the Sellers and the Joint Purchasers in relation to the acquisitions of Target Interest A and Target Interest B, respectively;
“Group”	the Company and its subsidiaries from time to time;
“Hangzhou Travel Investment”	Hangzhou Travel Investment Real Estate Development Co., Ltd* (杭州旅投房地產開發有限公司), a state-owned company established in the PRC with limited liability;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Interim Interest”	has the meaning given to it under the paragraph headed “Completion” in the section headed “The Equity Transfer Agreements” in this announcement;
“Joint Purchasers”	CODG, Shanghai Hongrun and Hangzhou Travel Investment, which have jointly bid for Target Interest A and Target Interest B pursuant to the Tenders;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, and for the purposes of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan;
“Relevant Debt”	the aggregate amount of approximately RMB4,564 million, being the portion of Target Debt to be acquired by CODG pursuant to the Equity Transfer Agreements, and represents 50.5% of the total amount owed by Target Company A to its shareholders;
“Relevant Proportions”	has the meaning given to it under the paragraph headed “Subject matter” in the section headed “The Equity Transfer Agreements” in this announcement;

“RMB”	Renminbi, the lawful currency of the PRC;
“Seller 1”	Shanghai Urban Renewal and Construction Development Co., Ltd.* (上海城市更新建設發展有限公司), a state-owned company established in the PRC with limited liability;
“Seller 2”	Shanghai Xuhui Urban Construction Investment (Group) Co., Ltd.* (上海徐匯城市建設投資(集團)有限公司), a state-owned company established in the PRC with limited liability;
“Sellers”	Seller 1 and Seller 2;
“Shanghai Assets Exchange”	Shanghai United Assets and Equity Exchange;
“Shanghai Hongrun”	Shanghai Hongrun Real Estate Co., Ltd.* (上海虹潤置業有限公司), a state-owned company established in the PRC with limited liability;
“sq. m.”	square metre;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Company A”	Shanghai Xin Dong’an Enterprise Development Co., Ltd.* (上海新東安企業發展有限公司), a company established in the PRC with limited liability and owned as to 50% by each of the Sellers as of the date of this announcement;
“Target Company B”	Shanghai Xin Bai’an Economics Development Co., Ltd.* (上海新百安經濟發展有限公司), a company established in the PRC with limited liability and owned as to 50% by each of the Sellers as of the date of this announcement;
“Target Companies”	Target Company A and Target Company B;
“Target Debt”	the aggregate amount of approximately RMB8,135 million owed by Target Company A to the Sellers, which represents 90% of the total amount owed by Target Company A to the Sellers as of the Benchmark Date;
“Target Interest A”	collectively, (a) 90% of the equity interest in Target Company A; and (b) Target Debt;
“Target Interest B”	90% of the equity interest in Target Company B;

“Target Interests”	Target Interest A and Target Interest B;
“Tenders”	the sale of Target Interest A and Target Interest B by the Sellers by way of public tenders conducted by the Shanghai Assets Exchange in accordance with PRC laws and regulations;
“Valuation”	has the meaning given to it under the section headed “Basis of Consideration” in this announcement;
“Valuer”	has the meaning given to it under the section headed “Basis of Consideration” in this announcement; and
“%”	per cent.

In this announcement, unless the context requires otherwise, the terms “connected person(s)”, “holding company(ies)”, “insignificant subsidiary(ies)”, “percentage ratio(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to it in the Listing Rules.

** English translation for identification purpose only*

By Order of the Board
China Overseas Land & Investment Limited
Yan Jianguo
Chairman and Executive Director

Hong Kong, 5 September 2025

As at the date of this announcement, Mr. Yan Jianguo (Chairman), Mr. Zhang Zhichao (Chief Executive Officer) and Mr. Guo Guanghui are the Executive Directors of the Company; Mr. Zhuang Yong (Vice Chairman) and Mr. Ma Yao are the Non-executive Directors of the Company; and Mr. Li Man Bun, Brian David, Professor Chan Ka Keung, Ceajer and Dr. Chan Ching Har, Eliza are the Independent Non-executive Directors of the Company.