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C C Land Holdings Limited

中渝置地控股有限公司

(Incorporated in Bermuda with limited liability)

Website: www.ccland.com.hk

(Stock Code: 1224)

DISCLOSEABLE TRANSACTIONS

On 29 December 2016 (after trading hours), Huixing Yuejing subscribed 770,000,000 Units of Class B in the principal amount of RMB770,000,000 (equivalent to approximately HK\$859,320,000) pursuant to the same terms of the Agreement.

GENERAL

As one or more of the applicable percentage ratios of the Third Subscription, either on a standalone basis or when aggregated with the First Subscription and Second Subscription, exceed 5% but all are below 25%, the Third Subscription constitutes discloseable transactions of the Company and is subject to applicable notification and publication requirements under the Listing Rules.

The Board is pleased to announce that on 29 December 2016 (after trading hours), Huixing Yuejing subscribed 770,000,000 Units of Class B in the principal amount of RMB770,000,000 (equivalent to approximately HK\$859,320,000) pursuant to the same terms of the Agreement (“**Third Subscription**”) as follows:

1. THIRD SUBSCRIPTION

1.1 Date

29 December 2016

1.2 Parties

- (a) Subscriber: Huixing Yuejing
- (b) Fund Manager: Shenzhen Taizhi Capital Management Co., Ltd* (深圳泰智基金管理有限公司)
- (c) Fund Custodian: China CITIC Bank Corporation Limited Guangzhou Branch* (中信银行股份有限公司廣州分行)

1.3 Subscription Amount

RMB770,000,000 (equivalent to approximately HK\$859,320,000)

1.4 Information on the Fund pursuant to the Agreement

Name:	Taizhi Ruifeng Contractual Privately-Offered Fund*(泰智睿豐契約型 私募投資基金)
Nature:	Private equity investment fund, divided into Class A, Class B and Class C, each of which subject to the relevant terms is entitled to different yields and different rates of distribution upon liquidation, with no guarantee on the yield nor on safety of the principal subscription amount
Investment objective and scope:	To maximize financial returns through investing in non-security privately-offered funds managed by excellent management teams
Term:	5 years since the date of establishment of the Fund (established in December 2016), comprising an investment period of 2 years and a return period of 3 years (the return period may be extended by 1 year each time for not more than twice with the approval of subscribers in general meeting), and the term of the Fund may be extended or early terminated prior to its expiry with the approval of subscribers in general meeting
Subscription price:	RMB1 (equivalent to approximately HK\$1.116) per Unit in cash
Subscription fee:	Nil
Management Fee:	1% per annum on the principal amount of subscription payable to the Fund Manager
Performance Fee:	Payable by Class B Unit subscribers only, 20% on the amount of each distribution (excluding the principal amount) payable to the Fund Manager
Custodian Fee:	0.05% per annum on the principal amount of subscription payable to the Fund Custodian
Supervision Fee:	0.01% on the total amount of each subscription
Redemption:	Either as required by Fund Manager on a mandatory basis, or at the request of a subscriber on a special basis, at such price and subject to such terms and conditions as stipulated in the Agreement
Transferability:	Transferable by way of contract subject to such terms and conditions as stipulated in the Agreement

2. THE AGREEMENT, FIRST SUBSCRIPTION, SECOND SUBSCRIPTION AND OTHER INFORMATION ON THE FUND

On 5 December 2016, Huixing Yuejing entered into the Agreement (the material terms of which were as set out in the paragraph headed “1.4 Information on the Fund pursuant to the Agreement”) and subscribed 32,500,000 Units of Class B in the principal amount of RMB32,500,000 (equivalent to approximately HK\$36,270,000) (“**First Subscription**”). On 27 December 2016, Huixing Yuejing further subscribed 197,500,000 Units of Class B in the principal amount of RMB197,500,000 (equivalent to approximately HK\$220,410,000) (“**Second Subscription**”) based on the same terms of the Agreement. In aggregate with the Third Subscription, Huixing Yuejing subscribed a total of 1,000,000,000 Units of Class B in the principal amount of RMB1,000,000,000 (equivalent to approximately HK\$1,116,000,000). All the subscription amounts will be funded by internal resources of the Group.

Since the Fund was newly established in December 2016, no financial information nor past performance of the Fund is presented in this announcement.

3. INFORMATION ON FUND MANAGER AND FUND CUSTODIAN

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Fund Manager, the Fund Custodian and its respective ultimate beneficial owners are Independent Third Parties.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Fund Manager is a limited liability company established in the PRC and is principally engaged in management of private equity investment fund and private equity investment.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Fund Custodian is a limited liability company branch established in the PRC and is principally engaged in banking and related financial services.

4. INFORMATION ON THE GROUP AND HUIXING YUEJING

The core businesses of the Group are property development and investment, as well as treasury investments.

Huixing Yuejing is a company established in the PRC with a current registered and paid-up capital of RMB20,000,000 (equivalent to approximately HK\$22,320,000) which is indirectly wholly-owned by the Company. The principal business activity of Huixing Yuejing is investments holding and management, and providing corporate management services.

5. REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS

The Company has always adopted a prudent and cautious investment strategy and will from time to time consider any investment opportunities that may further enhance its profitability and accelerate further growth of the Group as a whole. The Directors considered that the First Subscription, Second Subscription and Third Subscription broaden the asset portfolio held by the Group for treasury purposes to include medium term investment with growth prospects, and will provide the Group with a reasonable opportunity to enhance its investment returns in light of the currently uncertain and challenging economic environment.

The Directors consider that the terms of the Agreement, First Subscription, Second Subscription and Third Subscription have been negotiated on an arm's length basis and on normal commercial terms and the terms thereof are fair and reasonable and are in the interests of the Group and the shareholders of the Company as a whole.

6. GENERAL

As none of the applicable percentage ratios of the First Subscription and the Second Subscription, either on a standalone basis or when aggregated together, exceeded 5%, neither the First Subscription nor the Second Subscription constituted discloseable transaction.

As one or more of the applicable percentage ratios of the Third Subscription, either on a standalone basis or when aggregated with the First Subscription and Second Subscription, exceed 5% but all are below 25%, the Third Subscription constitutes discloseable transactions of the Company and is subject to applicable notification and publication requirements under the Listing Rules.

7. DEFINITIONS

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

“Agreement”	the agreement dated 5 December 2016 entered into between Huixing Yuejing, the Fund Manager and the Fund Custodian in relation to the First Subscription
“Board”	the board of Directors
“Class A”	one of the classes of the Fund categorized as Class A pursuant to the Agreement
“Class B”	one of the classes of the Fund categorized as Class B pursuant to the Agreement
“Class C”	one of the classes of the Fund categorized as Class C pursuant to the Agreement
“Company”	C C Land Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Fund”	Taizhi Ruifeng Contractual Privately-Offered Fund* (泰智睿豐契約型私募投資基金)
“Fund Custodian”	China CITIC Bank Corporation Limited Guangzhou Branch* (中信銀行股份有限公司廣州分行)
“Fund Manager”	Shenzhen Taizhi Capital Management Co., Ltd* (深圳泰智基金管理有限公司)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Huixing Yuejing”	西藏滙星悅景企業管理服務有限公司 (Tibet Huixing Yuejing Corporate Management Services Limited), a company established in the PRC with limited liability and indirectly wholly-owned by the Company
“Independent Third Party(ies)”	independent third party(ies) who is (are) not connected person(s) (as defined under the Listing Rules) of the Company and is (are) independent of and not connected with the Company and its connected person(s)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unit(s)”	unit(s) of the Fund, the initial subscription par value of which is RMB1 (equivalent to approximately HK\$1.116) each
“%”	percent

By order of the Board
Lam How Mun Peter
Deputy Chairman and Managing Director

Hong Kong, 29 December 2016

As at the date of this announcement, the Board comprises Mr. Cheung Chung Kiu, Dr. Lam How Mun Peter, Mr. Tsang Wai Choi, Mr. Wong Chi Keung, Mr. Leung Chun Cheong and Mr. Leung Wai Fai as Executive Directors; and Mr. Lam Kin Fung Jeffrey, Mr. Leung Yu Ming Steven and Dr. Wong Lung Tak Patrick as Independent Non-executive Directors.

The English names / translations of the companies established in the PRC, relevant authorities in the PRC and other Chinese terms used in this announcement are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.

In this announcement, RMB has been converted to HK\$ at the rate of RMB1 = HK\$1.116 for illustration purpose only. No representation is made that any amounts in RMB or HK\$ have been, could have been or could be converted at the above rate or at any other rates or at all.

**for identification purpose only*