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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 TRANSACTION

On 30 October 2018, the Subscriber subscribed a principal amount of USD25,000,000 (equivalent to approximately HK\$196,250,000) of the Notes to be issued by the Issuer.

GENERAL

As one or more of the applicable percentage ratios exceed 5% but all are below 25%, the Subscription constitutes a discloseable transaction of the Company and is subject to applicable notification and publication requirements under the Listing Rules.

1. THE SUBSCRIPTION

On 30 October 2018, the Subscriber subscribed a principal amount of USD25,000,000 (equivalent to approximately HK\$196,250,000) of the Notes to be issued by the Issuer. A brief summary of the terms of and other information relating to the Notes is as follows:

Issuer	:	the Issuer
Guarantors	:	Parent Guarantor, Subsidiary Guarantors and JV Subsidiary Guarantors
Keepwell provider	:	恒大地產集團有限公司 (Hengda Real Estate Group Co., Ltd, for identification purpose only)
Trustee	:	Citicorp International Limited
Offering price	:	100% of the principal amount
Interest	:	11% per annum payable semi-annually in arrears on 6 May and 6 November of each year, beginning on 6 May 2019
Optional redemption	:	the Issuer may at its option redeem the Notes prior to the date of maturity in accordance with the terms of the Notes

Date of maturity	:	6 November 2020
Ranking of the Notes	:	the Notes are (1) general obligations of the Issuer, (2) senior in right of payment to any existing and future obligations of the Issuer expressly subordinated in right of payment to the Notes, (3) at least pari passu in right of payment with all the unsecured, unsubordinated indebtedness of the Issuer, (4) guaranteed by the Parent Guarantor, the Subsidiary Guarantors and the JV Subsidiary Guarantors on a senior basis, subject to certain limitations, (5) effectively subordinated to the secured obligations of the Parent Guarantor, the Issuer, China Evergrande, the Subsidiary Guarantors and the JV Subsidiary Guarantors, to the extent of the value of the assets serving as security therefor, and (6) effectively subordinated to all existing and future obligations of the non-guarantor subsidiaries, in accordance with the terms of the Notes
Use of proceeds	:	to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, China Evergrande and its subsidiaries intend to use the net proceeds from the issuance of the Notes primarily to refinance existing offshore indebtedness
Listing	:	to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Notes will be listed on the SGX-ST which has issued approvals in-principle for the listing and quotation of the Notes on the SGX-ST
Completion	:	issuance of the Notes is subject to completion

2. INFORMATION ON THE ISSUER

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Issuer is a newly established company incorporated in the British Virgin Islands with limited liability and is a subsidiary of China Evergrande and currently does not have any operating activities or revenue, and the Issuer, China Evergrande and its controlling shareholder(s) are Independent Third Parties.

3. INFORMATION ON THE SUBSCRIBER AND THE GROUP

The principal business activity of the Subscriber is treasury investment and the Subscriber is indirectly wholly-owned by the Company. The principal businesses of the Group are property development and investment as well as treasury investments.

4. REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Directors considered that, having regard to the Group's prudent and cautious investment strategy, the Subscription will be able to provide the Group with the opportunity to earn a reasonable and stable return on its investment in light of the currently uncertain and challenging economic environment.

The Directors consider that the terms of the Subscription are fair and reasonable and the Subscription is in the interests of the Group and the shareholders of the Company as a whole.

The Company intends to fund the Subscription from its internal resources.

5. GENERAL

As one or more of the applicable percentage ratios exceed 5% but all are below 25%, the Subscription constitutes a discloseable transaction of the Company and is subject to applicable notification and publication requirements under the Listing Rules.

6. DEFINITIONS

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

“Board”	the board of Directors
“China Evergrande”	China Evergrande Group (stock code: 3333), a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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)
“Issuer”	Scenery Journey Limited, a company incorporated with limited liability in the British Virgin Islands, a subsidiary of China Evergrande and the issuer of the Notes
“JV Subsidiary Guarantors”	the subsidiaries of the Parent Guarantor that will provide limited-recourse guarantee for the Notes
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	USD denominated senior notes due 2020 in the aggregate amount of USD565,000,000 (equivalent to approximately HK\$4,435,250,000) to be issued by the Issuer
“Parent Guarantor”	Tianji Holding Limited, a company incorporated in Hong Kong with limited liability and a subsidiary of 恒大地產集團有限公司 (Hengda Real Estate Group Co., Ltd, for identification purpose only)
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscriber”	Worthwell Investments Limited, a company incorporated in the British Virgin Islands with limited liability and indirectly wholly-owned by the Company
“Subscription”	subscription of the Notes by the Subscriber in the principal amount of USD25,000,000 (equivalent to approximately HK\$196,250,000)
“Subsidiary Guarantors”	the subsidiaries of the Parent Guarantor which guarantee the Notes
“USD”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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

Hong Kong, 1 November 2018

As at the date of this announcement, the Board comprises Mr. Cheung Chung Kiu, Dr. Lam How Mun Peter, 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.

In this announcement, USD has been converted to HK\$ at the rate of USD1 = HK\$7.85 for illustration purpose only. No representation is made that any amounts in USD or HK\$ have been, could have been or could be converted at the above rate or at any other rates or at all.