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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)

VOLUNTARY ANNOUNCEMENT PROPOSED ISSUE OF US\$ DENOMINATED NOTES BY PERFECT POINT VENTURES LIMITED

The Board is pleased to announce that the Issuer proposes to conduct an international offering of the Notes and has arranged a series of investor meetings commencing on 21 May 2019.

As at the date of this announcement, certain of the terms and conditions of the Notes, including their aggregate principal amount, offer price, interest rates and maturity, have yet to be determined. The Notes are proposed to be issued by the Issuer, an indirectly wholly-owned subsidiary of the Company, and unconditionally and irrevocably guaranteed by the Company. The Notes have not been and will not be registered under the Securities Act, and will only be offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Details of the Proposed Notes Issue, including the terms and conditions of the Notes, will be determined through a book-building exercise to be conducted by Haitong International as the sole global coordinator, sole bookrunner and sole lead manager. Completion of the Proposed Notes Issue is subject to, among other things, market conditions and investors' demand. Upon finalising the terms and conditions of the Notes, the Issuer, the Company and Haitong International are expected to enter into a subscription agreement in relation to the Proposed Notes Issue.

Application will be made by the Company and the Issuer to the Stock Exchange for listing of, and permission to deal in, the Notes by way of debt issue to professional investors only. A confirmation of eligibility for listing of the Notes has been received from the Stock Exchange. Listing of the Notes on the Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Notes, the Issuer or the Company.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.

1. INTRODUCTION

The Board is pleased to announce that the Issuer proposes to conduct an international offering of the Notes and has arranged a series of investors meetings commencing on 21 May 2019.

As at the date of this announcement, certain of the terms and conditions of the Notes, including their aggregate principal amount, offer price, interest rates and maturity, have yet to be determined. The Notes are proposed to be issued by the Issuer, an indirectly wholly-owned subsidiary of the Company, and unconditionally and irrevocably guaranteed by the Company. The Notes have not been and will not be registered under the Securities Act, and will only be offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Details of Proposed Notes Issue, including the terms and conditions of the Notes, will be determined through a book-building exercise to be conducted by Haitong International as the sole global coordinator, sole bookrunner and sole lead manager. Completion of the Proposed Notes Issue is subject to, among other things, market conditions and investors' demand. Upon finalising the terms and conditions of the Notes, the Issuer, the Company and Haitong International are expected to enter into a subscription agreement in relation to the Proposed Notes Issue.

2. REASONS FOR THE PROPOSED NOTES ISSUE

The Proposed Notes Issue is being undertaken by the Group primarily to raise general working capital for the Group. The Issuer currently intends to on-lend the entire amount of the net proceeds from the Proposed Notes Issue to the Company and/ or other members of the Group as general working capital of the Group. The Company may adjust its plans in response to changing market conditions and, thus reallocate the use of the net proceeds from the Proposed Notes Issue.

3. LISTING

Application will be made by the Company and the Issuer to the Stock Exchange for listing of, and permission to deal in, the Notes by way of debt issue to professional investors only. A confirmation of eligibility for listing of the Notes has been received from the Stock Exchange. Listing of the Notes on the Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Notes, the Issuer or the Company.

4. INFORMATION ON THE ISSUER AND THE GROUP

The Issuer is a company incorporated in the British Virgin Islands with limited liability and is an indirectly wholly-owned subsidiary of the Company. The principal businesses of the Group are property development and investment, and treasury investments including the provision of financial services.

5. GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate

6. DEFINITIONS

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

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| “Board” | the board of Directors |
| “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 |
| “Haitong International” | Haitong International Securities Company Limited |
| “Issuer” | Perfect Point Ventures Limited, a company incorporated in the British Virgin Islands with limited liability and an indirectly wholly-owned subsidiary of the Company |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Notes” | US\$ denominated notes |
| “professional investor(s)” | has the meaning ascribed to it in Chapter 37 of the Listing Rules and in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) |
| “Proposed Notes Issue” | the proposed issue of the Notes by the Issuer |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “United States” | the United States of America, its territories and possessions and all areas subject to its jurisdiction |

“US\$” United States dollars, the lawful currency of the United States

“%” percent

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

Hong Kong, 20 May 2019

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.