

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CONNECTED TRANSACTION

On 17 July 2012 Verakin Property entered into two separate Facility Agreements with the JV Partners whereby Verakin Property granted to each JV Partner a loan facility in proportion to their percentage equity interest in Verakin Property. Under the Facility Agreement between Verakin Group and Verakin Property, Verakin Group was granted a Proportional Facility in the sum of RMB96,040,000 (equivalent to approximately HK\$117,841,000) available for drawdown during the period of one month immediately following the date of the Facility Agreement.

GENERAL

Since Verakin Group is a substantial shareholder of Verakin Property, it is under the Listing Rules a connected person of the Company at the level of subsidiaries. The Proportional Facility granted to Verakin Group constitutes financial assistance by Verakin Property. As the financial assistance provided is not in the ordinary and usual course of Verakin Property's business, but is on normal commercial terms for the benefit of a connected person and the applicable percentage ratio exceeds 1% but is below 5%, the transaction is a connected transaction under Rule 14A.66(2) of the Listing Rules and is subject to the reporting and announcement requirements but exempted from the independent shareholders' approval requirement in Chapter 14A of the Listing Rules.

1. BACKGROUND

As described in paragraph 5 headed "Information on Verakin Property" below, resulting from the successful sale of properties in the Verakin New Park City Project, as at 31 May 2012 Verakin Property had a bank and cash balance of approximately RMB236,777,000 (equivalent to approximately HK\$290,525,000) standing in its accounts which has not been allocated for any immediate use. As the ongoing pre-sale of properties in the Verakin New Park City Project is expected to generate further surplus cash for Verakin Property, it was decided by Verakin Property that a sum of RMB196,000,000 (equivalent to approximately HK\$240,492,000) should be set aside for the time being for interest earning purposes by way of pro-rata loans to the JV Partners which shall be repayable on demand.

2. THE FACILITY AGREEMENTS

Two separate facility agreements both dated 17 July 2012 granting Proportional Facilities for a total principal sum of RMB196,000,000 (equivalent to approximately HK\$240,492,000) on identical terms (save as to the amount of facility) as follows:

- (i) an agreement in respect of a Proportional Facility of RMB99,960,000 (equivalent to approximately HK\$122,651,000) granted by Verakin Property to Chongqing Top Pioneer; and
- (ii) an agreement in respect of a Proportional Facility of RMB96,040,000 (equivalent to approximately HK\$117,841,000) granted by Verakin Property to Verakin Group.

2.1 Available Period

One month immediately following the date of the Facility Agreement, any facility amount not drawn down during the available period shall be cancelled

2.2 Interest

1% per month to be paid on repayment date

2.3 Security

Unsecured

2.4 Term

On demand and to be repaid upon the expiry of one month's prior written notice

The terms of the Facility Agreements were arrived at after arm's length negotiation between the JV Partners and Verakin Property and are considered by the Directors to be fair and reasonable and on normal commercial terms.

3. INFORMATION ON THE GROUP

The core business of the Group is property development and investment in Western China and treasury investment.

4. INFORMATION ON VERA KIN GROUP

To the Directors' best knowledge, Verakin Group is principally engaged in property development and investment in the PRC.

5. INFORMATION ON VERA KIN PROPERTY

Verakin Property is a property development company incorporated in the PRC in 2005 with a current registered and paid-up capital of RMB302,800,000 (equivalent to approximately HK\$371,536,000). The principal business of Verakin Property is ownership and development of the Verakin New Park City Project located in 重慶南岸區茶園新城 (Chayuan New District, Nan'an District, Chongqing).

Since commencement of the Verakin New Park City Project in 2005, a total of 746,000 sqm GFA has been completed and most of the completed properties have been sold. In respect of the total of 453,000 sqm GFA of property scheduled for completion before the end of 2013, 商品房預售許可證 (Licence for Presale of Commercial Houses) has been obtained and pre-sale has commenced.

As of 31 May 2012, the accumulated contract sales derived from the Verakin New Park City Project amounted to approximately RMB5.6 billion (equivalent to approximately HK\$6.9 billion), with contract sales for the 5 months ended 31 May 2012 amounting to approximately RMB537,003,000 (equivalent to approximately HK\$658,903,000). As at 31 May 2012 Verakin Property had a bank and cash balance of approximately RMB236,777,000 (equivalent to approximately HK\$290,525,000) standing in its accounts which has not been allocated for any immediate use.

The financial highlights and operating results of Verakin Property are as follows:

	5 months ended <u>31 May 2012</u> RMB'000 (Unaudited)	12 months ended <u>31 December 2011</u> RMB'000 (Audited)	12 months ended <u>31 December 2010</u> RMB'000 (Audited)
Turnover	3,605	695,374	250,645
Profit (Loss) Before Tax	(54,418)	30,705	(21,713)
Net Profit (Loss)	(57,212)	23,464	(22,179)
	As at <u>31 May 2012</u> RMB'000 (Unaudited)	As at <u>31 December 2011</u> RMB'000 (Audited)	As at <u>31 December 2010</u> RMB'000 (Audited)
Total Assets	4,324,073	4,077,509	2,129,032
Total Liabilities	3,999,633	3,695,857	1,770,844
Net Assets	324,440	381,652	358,188

6. REASONS FOR AND BENEFITS OF THE FACILITY AGREEMENTS

Whereas the Verakin New Park City Project has continued to generate surplus cash due to the success of the project, distribution to the JV Partners would have to wait until final completion of the phases of the Verakin New Park City Project now under construction and payment of the assessed tax. The Facility Agreements would enable Verakin Property to free up a part of its surplus cash in the meantime for use by the JV Partners, and at the same time would enable Verakin Property to receive interest earnings from the loans provided.

The Directors (including the independent non-executive directors) consider the terms of the Facility Agreements to be fair and reasonable and on normal commercial terms, and that the entry into the Facility Agreements is in the best interests of the Group and shareholders of the Company as a whole. As no Director has a material interest in the transactions contemplated under the Facility Agreements, none of them is required to abstain from voting on any board resolution relating thereto.

7. GENERAL

Since Verakin Group is a substantial shareholder of Verakin Property, it is under the Listing Rules a connected person of the Company at the level of subsidiaries. The Proportional Facility granted to Verakin Group constitutes financial assistance by Verakin Property. As the financial assistance provided is not in the ordinary and usual course of Verakin Property's business, but is on normal commercial terms for the benefit of a connected person and the applicable percentage ratio exceeds 1% but is below 5%, the transaction is a connected transaction under Rule 14A.66(2) of the Listing Rules and is subject to the reporting and announcement requirements but exempted from the independent shareholders' approval requirement in Chapter 14A of the Listing Rules.

8. DEFINITIONS

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

“Board”	the board of Directors
“Chongqing Top Pioneer”	重慶頂添置業有限公司 (Chongqing Top Pioneer Realty Company), an indirect wholly-owned subsidiary of the Company incorporated in the PRC which holds 51% of the registered capital of Verakin Property
“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
“Facility Agreements”	the two facility agreements both dated 17 July 2012 and entered into between Verakin Property as the lender and the JV Partners as the borrowers
“GFA”	gross floor area
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“JV Partners”	Chongqing Top Pioneer and Verakin Group
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proportional Facilities”	the unsecured loan facilities granted by Verakin Property to the JV Partners under the Facility Agreements, and a “Proportional Facility” refers to the unsecured loan facility granted to one of the JV Partners
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Verakin Group”	同景集團有限公司 (Verakin Group Company Limited), a privately owned enterprise incorporated in the PRC, which holds 49% of the registered capital of Verakin Property
“Verakin New Park City Project”	ownership and development of parcels of land with an aggregate site area of about 721,000 sqm located at 重慶南岸區茶園新城 (Chayuan New District, Nan’an District, Chongqing)

“Verakin Property”	重慶同景置業有限公司 (Chongqing Verakin Real Estate Company Limited), a company incorporated in the PRC which is indirectly owned as to 51% by the Company, and directly owned as to 49% by Verakin Group
“sqm”	square meters
“%”	per cent

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

Hong Kong, 17 July 2012

As at the date of this announcement, the Board comprises Mr. Cheung Chung Kiu, Dr. Lam How Mun Peter, Mr. Tsang Wai Choi, Mr. Leung Chun Cheong and Mr. Leung Wai Fai as Executive Directors; Mr. Wong Yat Fai as Non-executive Director; 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\$1.227 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.