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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 ISSUE OF US\$250,000,000 6.35% NOTES DUE 2022 BY PERFECT POINT VENTURES LIMITED

Reference is made to the announcement of the Company dated 20 May 2019 in respect of the proposed issue of US dollar denominated notes by the Issuer.

The Board is pleased to announce that on 30 May 2019, the Issuer and the Company entered into the Subscription Agreement with Haitong International as sole global coordinator, joint bookrunner and joint lead manager, HeungKong Securities as joint bookrunner and joint lead manager and Orient Securities (Hong Kong) as joint bookrunner and joint lead manager in connection with the 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.

Completion of the Notes Issue is subject to the satisfaction, or waiver, of the conditions precedent set forth in the Subscription Agreement. In addition, the Subscription Agreement may be terminated by Haitong International, HeungKong Securities and Orient Securities (Hong Kong) under certain circumstances. As the Notes Issue may or may not be completed, investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

1. INTRODUCTION

Reference is made to the announcement of the Company dated 20 May 2019 in respect of the proposed issue of US dollar denominated notes by the Issuer.

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2. THE SUBSCRIPTION AGREEMENT

Date:	30 May 2019
Parties:	(i) the Issuer
	(ii) the Company
	(iii) Haitong International
	(iv) HeungKong Securities
	(v) Orient Securities (Hong Kong)

Pursuant to the Subscription Agreement, the Issuer will issue the Notes which are to be unconditionally and irrevocably guaranteed by the Company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Haitong International, HeungKong Securities and Orient Securities (Hong Kong) are Independent Third Parties.

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.

The following is a brief summary of the Notes Issue. This summary does not purport to be complete and is qualified in its entirety by reference to the provisions of the terms and conditions of the Notes.

Notes offered:	US\$250,000,000 6.35% notes due 2022
Guarantee of the Notes:	the Company will unconditionally and irrevocably guarantee the due and punctual payment of all sums from time to time payable by the Issuer in respect of the Notes.
Principal amount:	US\$250,000,000
Issue Price:	100% of the principal amount of the Notes
Form and Denomination:	the Notes will be in registered form in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof.
Date of Issue:	6 June 2019
Date of Maturity:	6 June 2022

Interest:	the Notes will bear interest from 6 June 2019 at the rate of 6.35% per annum, payable in arrears on 6 June and 6 December in each year, beginning on 6 December 2019.
Ranking of the Notes:	the Notes will constitute direct, general, unconditional, unsubordinated and (subject to the terms and conditions of the Notes) unsecured obligations of the Issuer which will at all times rank <i>pari passu</i> without any preference or priority among themselves and at least <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
Redemption of tax reasons:	the Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Noteholders, the registrar and the fiscal agent of the Notes (which notice shall be irrevocable) at their principal amount, together with interest accrued to, but excluding, the date fixed for redemption, at any time in the event of certain changes affecting tax of the British Virgin Islands or Bermuda, as further described in the terms and conditions of the Notes.
Redemption for change of control:	at any time following the occurrence of a change of control (as further described in the terms and conditions of the Notes), any Noteholder will have the right, at such Noteholder's option, to require the Issuer to redeem all but not some only of that Noteholder's Notes on the change of control put date (as further described in the terms and conditions of the Notes) at 101% of their principal amount, together with accrued interest to, but excluding the change of control put date, as further described in the terms and conditions of the Notes.
Redemption at the option of the Issuer:	the Issuer may, at any time, on giving not less than 30 days' nor more than 60 days' notice to the Noteholders, the registrar and the fiscal agent of the Notes (which shall be irrevocable), redeem the Notes, in whole, but not in part, at their principal amount, together with interest accrued to the date fixed for redemption, as further described in the terms and conditions of the Notes.
Events of default:	upon the occurrence of certain events as described in the terms and conditions of the Notes, Noteholders holding not less than 5% of the aggregate principal amount of the outstanding Notes may, by written notice addressed to the Issuer and the Company as guarantor and delivered to the Issuer and the Company as guarantor, declare the Notes to be immediately due and payable, whereupon they shall become immediately due and payable at their principal amount together with accrued interest without further action or formality, as further described in the terms and conditions of the Notes.

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. REASONS FOR THE NOTES ISSUE

The Notes Issue is being undertaken by the Group primarily to raise general working capital for the Group. The entire amount of the net proceeds from the Notes Issue will be on-lent by the Issuer to the Company and/or other members of the Group as general working capital of the Group.

5. GENERAL

Completion of the Notes Issue is subject to the satisfaction, or waiver, of the conditions precedent set forth in the Subscription Agreement. In addition, the Subscription Agreement may be terminated by Haitong International, HeungKong Securities and Orient Securities (Hong Kong) under certain circumstances. As the Notes Issue may or may not be completed, investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

6. DEFINITIONS

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

“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
“HeungKong Securities”	HeungKong Securities Limited
“Independent Third Parties”	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”	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
“Noteholder(s)”	the person(s) in whose name such Note is for the time being registered in the register of the Notes (or, in the case of a joint holding, the first named thereof)
“Notes”	US\$250,000,000 6.35% notes due 2022
“Notes Issue”	the issue of the Notes by the Issuer
“Orient Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited

“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)
“Securities Act”	the United States Securities Act of 1933, as amended
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 30 May 2019 entered into among the Issuer, the Company, Haitong International, HeungKong Securities and Orient Securities (Hong Kong) in relation to the Notes Issue
“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$” or “US dollar”	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, 30 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.