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C&D INTERNATIONAL INVESTMENT GROUP LIMITED

建發國際投資集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1908)

MAJOR TRANSACTION

ACQUISITION OF LAND USE RIGHTS IN ZHUHAI, THE PRC

ACQUISITION OF LAND USE RIGHTS

The Board is pleased to announce that Yi Yue, an indirect wholly-owned subsidiary of the Company, entered into the Confirmation Letter with the Zhuhai Public Resources Centre on 9 March 2018 to confirm that Yi Yue has successfully won the bid for the listing-for-sale for, and acquired the land use rights of the Land which is located at the west of Huxin Road (湖心路) and the north of Tengyi Road (騰逸路), Doumen District (斗門區), Zhuhai City, Guangdong Province, the PRC (Land Plot No. Zhu Guo Tu Chu 2017-73 (珠國土儲2017-73)) for a total consideration of RMB1,246,000,000.

As a result of successfully winning the bid for the listing-for-sale, the Land Use Rights Grant Contract will be entered into with the Zhuhai Land Bureau on 13 March 2018.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Land Acquisition are more than 25% but less than 100%, the Land Acquisition constitutes a major transaction for the Company under Chapter 14 of the Listing Rules. The Land Acquisition is regarded as a “qualified property acquisition” under Rule 14.04(10C) of the Listing Rules as the Land Acquisition involves an acquisition of governmental land from a PRC Governmental Body (as defined under the Listing Rules) through a tender, auction or a listing-for-sale governed by the PRC law (as defined under the Listing Rules). The Board confirms that the Land Acquisition is in the ordinary and usual course of business of the Company and on normal commercial terms which is fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Land Acquisition is subject to reporting, announcement and circular requirements but is exempt from shareholders’ approval requirement pursuant to Rule 14.33A of the Listing Rules.

GENERAL

A circular will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules setting out, among others, further details of the Land Acquisition. The circular is expected to be despatched on or before 30 April 2018, so as to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

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Major terms of the Confirmation Letter are set out as follows:

Date: 9 March 2018

Parties:

Zhuhai Public Resources Centre, a public institution appointed by the Zhuhai Land Bureau (a local PRC authority which is in charge of, among other things, the sale of land use rights of lands in Zhuhai Municipal, Guangdong Province, the PRC) and responsible for organizing and implementing the auction of the lands pursuant to the Zhuhai Land Use Rights Listing-for-Sale Documents dated 7 February 2018 (Transaction Sequence: 17232) (《珠海市土地使用權出讓掛牌文件》(交易序號: 17232)).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Zhuhai Public Resources Centre, the Zhuhai Land Bureau and its respective ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected person(s) (as defined in the Listing Rules).

Information relating to the Land:

The Land is located at the west of Huxin Road (湖心路) and the north of Tengyi Road (騰逸路), Doumen District (斗門區), Zhuhai City, Guangdong Province, the PRC (Land Plot No. Zhu Guo Tu Chu 2017-73 (珠國土儲2017-73)). The south of the Land connects with Jinwan Flyover (金灣立交) to Jinwan District (金灣區). The north of the Land connects with under-construction Xianghai Road (香海路), which, when completed, would take around 30 minutes by car to the downtown. The surrounding area is densely populated with various facilities. The total site area of the Land is approximately 47,364.13 sq.m. and the estimated total plot ratio floor area of the Land is not exceeding approximately 95,536 sq.m.. The Land is divided into four sectors:

- (i) Sector S1 is for Class 2 residential and commercial mixed use with a site area of approximately 11,892.19 sq.m. and an estimated plot ratio floor area of not exceeding approximately 29,730 sq.m.;
- (ii) Sector S2 is for Class 2 service facility (community centre) and commercial mixed use with a site area of approximately 7,776.65 sq.m. and an estimated plot ratio floor area of not exceeding approximately 9,332 sq.m.;
- (iii) Sector S3 is for Class 2 service facility (kindergarten) use with a site area of approximately 3,685.95 sq.m. and an estimated plot ratio floor area of not exceeding approximately 3,686 sq.m.; and
- (iv) Sector S4 is for Class 2 residential and commercial mixed use with a site area of approximately 21,115.2 sq.m. and an estimated plot ratio floor area of not exceeding approximately 52,788 sq.m..

The remaining area of approximately 2,894.14 sq.m. is for road use. The terms of the land use rights of the Land are 70 years for Class 2 residential use, 40 years for Class 2 service facility (community centre) and commercial use, and 50 years for Class 2 service facility (kindergarten) and road use, respectively.

CONSIDERATION

Yi Yue has won the bid for the listing-for-sale for the land use rights of the Land for a total consideration of RMB1,246,000,000.

Yi Yue has remitted to the Zhuhai Land Bureau an amount of RMB473,000,000 as deposit for the bid for the listing-for-sale, which will form part of and be directly debited from the consideration. The payment of the total consideration shall be made by two instalments: (i) the first instalment in the amount of RMB623,000,000 shall be made before 13 April 2018, from which the aforesaid remitted deposit will

be debited; and (ii) the second instalment in the amount of RMB623,000,000 shall be made before 13 June 2018. In view that the Land consideration of RMB1,246,000,000 is below the ceiling price set by the Zhuhai Land Bureau, the Directors confirm that the consideration for the Land is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Group expected that it will finance the payment for the Land Acquisition by the shareholder's borrowing available to the Group. The public listing-for-sale is subject to the relevant PRC laws and regulations.

REASONS FOR THE LAND ACQUISITION

The Group is principally engaged in the real estate development, real estate industry chain investment services and investment in emerging industries in the PRC and the Land Acquisition is conducted in the ordinary and usual course of business of the Group. In view that: (i) the Land is a piece of scarce residential land, for which resources of transportation and landscapes are to be further improved, providing greater potential for development; (ii) Zhuhai is a major city of the economic zone in the Pearl River Delta with promising development in the property market; and (iii) the Land Acquisition has facilitated the expansion of the scope of land reserves of the Group, enhancing its future sustainability, the Board believes that the Land Acquisition provides a good investment opportunity and allows the Group to strengthen its position in the property market of Zhuhai, the PRC. The Board confirms that the Land Acquisition is in the ordinary and usual course of business of the Company and on normal commercial terms which is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

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GENERAL

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	C&D International Investment Group Limited (建發國際投資集團有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Confirmation Letter”	the confirmation letter (國有土地使用權成交確認書) entered into between Yi Yue and the Zhuhai Public Resources Centre on 9 March 2018 as a result of successfully winning the bid for the listing-for-sale
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Land”	a piece of land parcel which is located at the west of Huxin Road (湖心路) and the north of Tengyi Road (騰逸路), Doumen District (斗門區), Zhuhai City, Guangdong Province, the PRC (Land Plot No. Zhu Guo Tu Chu 2017-73 (珠國土儲2017-73)) with a total site area of approximately 47,364.13 sq.m.
“Land Acquisition”	the acquisition of land use rights of the Land through public bidding process at the listing-for-sale

“Land Use Rights Grant Contract”	the State-owned Land Use Rights Grant Contract (國有土地使用權出讓合同) to be entered into between Yi Yue and the Zhuhai Land Bureau regarding the Land Acquisition
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of the Shares
“Share(s)”	the ordinary share(s) of HK\$0.1 each of the Company
“sq.m.”	square metre(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Yi Yue”	Xiamen Yi Yue Property Company Limited* (廈門益悅置業有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Zhuhai Land Bureau”	Zhuhai Municipal Bureau of Land Resources* (珠海市國土資源局)
“Zhuhai Public Resources Centre”	Zhuhai Public Resources Trade Centre* (珠海市公共資源交易服務中心)
“%”	per cent

For and on behalf of
C&D International Investment Group Limited
Zhuang Yuekai
Chairman and Executive Director

Hong Kong, 9 March 2018

As at the date of this announcement, the executive Directors are Mr. Zhuang Yuekai (Chairman), Mr. Shi Zhen and Ms. Zhao Chengmin; the non-executive Directors are Ms. Wang Xianrong, Ms. Wu Xiaomin and Mr. Huang Wenzhou; and the independent non-executive Directors are Mr. Wong Chi Wai, Mr. Wong Tat Yan, Paul and Mr. Chan Chun Yee.

* *For identification purpose only*