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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)**

### **VOLUNTARY ANNOUNCEMENT SUPPLEMENTAL AGREEMENT TO THE SHAREHOLDER LOAN FRAMEWORK AGREEMENT**

This is a voluntary announcement made by C&D International Investment Group Limited (the “**Company**”). Reference is made to the announcement of the Company dated 31 May 2018 (the “**Announcement**”). Terms used in this announcement shall have the same meanings as those defined in the Announcement, unless the context requires otherwise.

As disclosed in the Announcement, the Company entered into the Framework Agreement with its controlling shareholder, C&D Real Estate, pursuant to which C&D Real Estate agreed to grant the shareholder loan facility in an aggregate principal amount of not exceeding RMB30,000,000,000 to the Company and its subsidiaries during the three-year period from 1 June 2018 to 31 May 2021.

#### **ENTERING INTO OF THE SUPPLEMENTAL AGREEMENT**

On 29 April 2019, a supplemental agreement to the Framework Agreement (the “**Supplemental Agreement**”) was entered into between C&D Real Estate as lender and the Company as borrower.

Pursuant to the Supplemental Agreement, the parties have agreed to amend the annual interest rate of the loan to 5.70% (the “**Annual Interest Rate**”), and such amendment shall retrospectively take effect from 1 January 2019. The annual interest rate (i.e. 5.94% if the amount of loan is not exceeding RMB15,000,000,000 and 6.18% if the amount of loan is between RMB15,000,000,000 and RMB30,000,000,000) of all outstanding shareholder loan previously granted pursuant to the Framework Agreement will be adjusted to 5.70% accordingly, and the total loan amount and loan period remain unchanged. The Annual Interest Rate was determined by the parties to the Supplemental Agreement after arm’s length negotiations taking into account: (i) the recent market level of annual interest rate for bank loans of the real estate companies; and (ii) the loan interest rate level of the Company and C&D Real Estate. The Annual Interest Rate shall be subject to annual adjustment (if any) after negotiation between the parties pursuant to the Framework Agreement.

Save as disclosed above, all other terms and conditions of the Framework Agreement remain unchanged and are in full force and effect.

## **REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE SUPPLEMENTAL AGREEMENT**

The Group is principally engaged in the businesses of property development, property industry chain investment services and emerging industry investments in the PRC. Given that (i) the recent downward trends of interest rates in the market; (ii) the terms of the Framework Agreement (as amended by the Supplemental Agreement) are more favourable than the terms for the same type of unsecured loans offered to the Company and its subsidiaries by independent third party financial institutions in Hong Kong and the PRC, and after arm's length negotiations between the Company and C&D Real Estate, the Directors (including the independent non-executive Directors) are of the opinion that the entering into of the Supplemental Agreement is beneficial to the Company and the terms of the Supplemental Agreement are on normal commercial terms, which are fair and reasonable; and in the best interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

C&D Real Estate is the controlling shareholder of the Company and is, therefore, a connected person of the Company under Chapter 14A of the Listing Rules. The transactions contemplated under the Framework Agreement (as amended by the Supplemental Agreement) would therefore constitute a connected transaction for the Company. As the shareholder loan provided and/or to be provided by C&D Real Estate under the Framework Agreement (as amended by the Supplemental Agreement) is on terms better than normal commercial terms offered to the Company and its subsidiaries by independent third party financial institutions and it is not secured by the assets of the Group, the transactions contemplated under the Framework Agreement (as amended by the Supplemental Agreement) would be exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.90 of the Listing Rules.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in securities of the Company.**

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

Hong Kong, 29 April 2019

*As at the date of this announcement, the executive Directors are Mr. Zhuang Yuekai (Chairman), Ms. Zhao Chengmin and Mr. Lin Weiguo (Chief Executive Officer); the non-executive Directors are Ms. Wu Xiaomin, Mr. Huang Wenzhou and Ms. Ye Yanliu; and the independent non-executive Directors are Mr. Wong Chi Wai, Mr. Wong Tat Yan Paul and Mr. Chan Chun Yee.*