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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)

DISCLOSEABLE TRANSACTION ACQUISITION OF LAND USE RIGHTS IN ZHANGPU, THE PRC

ACQUISITION OF LAND USE RIGHTS

The Board is pleased to announce that Fujian Zhaohe, an indirect wholly-owned subsidiary of the Company, and Zhangzhou Juhong entered into the Confirmation Letters with the Zhangpu Resources Bureau on 24 May 2019 to confirm that Fujian Zhaohe and Zhangzhou Juhong have jointly successfully won the bid for the auction for the land use rights of the Land within Zhangpu County* (漳浦縣), Zhangzhou City (漳州市), Fujian Province, the PRC (Parcel Nos. 201811 and 201812) for a total consideration of RMB596,000,000.

As a result of successfully winning the bid for the auction, the Land Use Rights Grant Contracts will be entered into by Fujian Zhaohe, Zhangzhou Juhong and the Zhangpu Resources Bureau before 10 June 2019.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios for the Land Acquisition (calculated with reference to the Company's 70% equity interests in the intended joint venture) exceed 5% but are all less than 25%, the Land Acquisition constitutes a discloseable transaction of the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

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As a result of successfully winning the bid for the auction, the Land Use Rights Grant Contracts will be entered into by Fujian Zhaohe, Zhangzhou Juhong and the Zhangpu Resources Bureau before 10 June 2019.

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

Date: 24 May 2019

Parties:

- (i) Fujian Zhaohe, an indirect wholly-owned subsidiary of the Company;
- (ii) Zhangzhou Juhong; and
- (iii) Zhangpu Resources Bureau.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Zhangzhou Juhong, the Zhangpu Resources Bureau and their respective ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected person(s).

Information relating to the Land:

The Land is located at the west of Shizhai North Road* (石齋北路), Zhangpu County* (漳浦縣), Zhangzhou City (漳州市), Fujian Province, the PRC (Parcel Nos. 201811 and 201812), which is adjacent to the Zhangpu recreation and sports centre* (漳浦文體中心) (under planning) and Jiuquling Park* (九曲嶺公園), and there are comprehensive facilities in its proximity and it is easily accessible by transportation. The Land has a total site area of approximately 123,275 sq.m. and an estimated gross floor area of not exceeding approximately 332,842.5 sq.m.. The Land is for residential use and commercial-service. The terms of the land use rights of the Land for residential use is 70 years and commercial-service for 40 years respectively.

CONSIDERATION

Fujian Zhaohe and Zhangzhou Juhong have jointly won the bid for the auction for the land use rights of the Land for a total consideration of RMB596,000,000. The consideration for the land (Parcel No. 201811) is RMB270,000,000 and the consideration for the land (Parcel No. 201812) is RMB326,000,000.

Fujian Zhaohe and Zhangzhou Juhong have jointly remitted to the Zhangpu Resources Bureau an amount of RMB97,000,000 as deposit for the bid for the auction, out of which Fujian Zhaohe paid RMB67,900,000. The deposit will form part of and be directly debited from the total consideration. The payment of the total consideration shall be made in two instalments: (i) the first instalment in the amount of RMB298,000,000 shall be made within one month after the entering into of the Land Use Right Grant Contracts, from which the aforesaid remitted deposit will be debited; and (ii) the second instalment in the amount of RMB298,000,000 shall be made within two months after the entering into of the Land Use Right Grant Contracts. Fujian Zhaohe shall be responsible to pay RMB417,200,000 of the total consideration of the Land (including the deposit), while Zhangzhou Juhong shall be responsible to pay RMB178,800,000 (including the deposit). The Directors confirm that the total consideration for the Land is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Group expects that it will finance the payment for the Land Acquisition, which shall be contributed by Fujian Zhaohe, by the shareholder's borrowing available to the Group. The public auction is subject to the relevant PRC laws and regulations.

Fujian Zhaohe intends to form a joint venture with Zhangzhou Juhong in the proportion of 70% and 30% equity interests for the acquisition and development of the Land. The intended joint venture may become an indirect subsidiary of the Company and its financial results may be consolidated into the consolidated financial statements of the Company. Save as to the above terms, as at the date of this announcement, negotiation for such joint venture arrangement is still in progress.

INFORMATION ABOUT THE PARTIES TO THE CONFIRMATION LETTERS

Fujian Zhaohe is a company established with limited liability in the PRC and is an indirect wholly-owned subsidiary of the Company. Fujian Zhaohe is principally engaged in property investment and development businesses.

Zhangzhou Juhong is a company established with limited liability in the PRC, the principal business of which are real estate investment and real estate development and management etc..

The Zhangpu Resources Bureau is a local PRC government authority, which is in charge of, among other things, the sale of land use rights of lands in Zhangpu County, Zhangzhou City, Fujian Province, the PRC.

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. In view that: (i) the Land is well-located and easily accessible by transportation with good development potential; (ii) the Land Acquisition will enable the Group to further promote its brand recognition in the Zhangpu real estate market; and (iii) the cooperative acquisition and development of the Land shall allow the parties to utilize their respective advantageous resources for acquiring and developing the Land, 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 are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios for the Land Acquisition (calculated with reference to the Company's 70% equity interests in the intended joint venture) exceed 5% but are all less than 25%, the Land Acquisition constitutes a discloseable transaction of the Company and is subject to the announcement and reporting requirements under Chapter 14 of the Listing Rules.

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 Letters”	the auction confirmation letters (拍賣成交確認書) entered into among Fujian Zhaohe, Zhangzhou Juhong and the Zhangpu Resources Bureau on 24 May 2019 as a result of successfully winning the bid for the auction of the Land
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Fujian Zhaohe”	Fujian Zhaohe Property Company Limited* (福建兆和房地產有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary 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 located at the west of Shizhai North Road* (石齋北路), Zhangpu County* (漳浦縣), Zhangzhou City (漳州市), Fujian Province, the PRC (Parcel Nos. 201811 and 201812), with a total site area of approximately 123,275 sq.m. and an estimated gross floor area of not exceeding approximately 332,842.5 sq.m.
“Land Acquisition”	the acquisition of land use rights of the Land through public bidding process at the auction
“Land Use Rights Grant Contracts”	the State-owned Construction Land Use Rights Grant Contracts (國有建設用地使用權出讓合同) to be entered into by Fujian Zhaohe, Zhangzhou Juhong and the Zhangpu Resources Bureau pursuant to the Confirmation Letters
“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
“Zhangpu Resources Bureau”	Zhangpu County Bureau of Natural Resources* (漳浦縣自然資源局)
“Zhangzhou Juhong”	Zhangzhou Juhong Investment Company Limited* (漳州市聚宏投資有限公司), a company established in the PRC with limited liability
“%”	per cent.

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

Hong Kong, 24 May 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.

* *For identification purpose only*