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CCT LAND HOLDINGS LIMITED
(中 建 置 地 集 團 有 限 公 司)

(Incorporated in Bermuda with limited liability)
(Stock Code: 00261)

INSIDE INFORMATION

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AND

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(HONG KONG) CO., LIMITED**

This announcement is made pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 3.2 of the Code on Takeovers and Mergers (the “**Takeovers Code**”).

CONDITIONAL PROPOSAL TO SUBSCRIBE FOR NEW SHARES OF THE COMPANY

The board (the “**Board**”) of directors (the “**Directors**”) of CCT Land Holdings Limited (the “**Company**”) wishes to announce that on 20 June 2016, the Company received a conditional proposal (the “**Proposal**”) from Poly International Investments Limited (“**Poly International**”) in relation to a possible subscription of new shares in the Company (the “**Shares**”). To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, the controlling shareholder of Poly International is Mr. Suen Cho Hung, Paul. The key terms of the Proposal are as follows:

1. Subject to execution of a definitive subscription agreement, Poly International intends to apply, together with a substantial partner (together with Poly International, the “**Proposers**”), funds of HK\$1.4 billion in aggregate to subscribe for new Shares (the “**Proposed Subscription**”). If the Proposed Subscription proceeds to completion, the Proposers intend to hold in aggregate more than 50% of the enlarged issued share capital of the Company.
2. Completion of the Proposed Subscription will be subject to a number of conditions precedent which will include, among others, (i) approval of independent shareholders of the Company (the “**Independent Shareholders’ Approval**”) of the issue of the new Shares to be issued to the Proposers and a waiver (the “**Whitewash Waiver**”) of the Executive Director (the “**Executive**”) of the Corporate Finance Division of the Securities and Futures Commission from the obligations of the Proposers to make a mandatory general offer as a result of the Proposed Subscription for all the Shares not already owned or agreed to be acquired by the Proposers and the respective parties acting in concert with them under Rule 26 of the Takeovers Code; and (ii) the Executive having granted the Whitewash Waiver in respect of the Proposed Subscription and the Whitewash Waiver not having been revoked. If the conditions precedent which include, among others, the Independent Shareholders’ Approval at a special general meeting of the Company and the grant of the Whitewash Waiver by the Executive are not fulfilled, the Proposed Subscription will not proceed.
3. If no definitive subscription agreement is executed on or before 30 September 2016 (or such later date as the parties may agree in writing), the Proposal will lapse and cease to have any effect.

The Board will review and consider the Proposal and will make appropriate announcement in compliance with the Listing Rules and/or the Takeovers Code if any definitive agreement(s) has been entered into in relation to the Proposed Subscription.

INFORMATION ON THE COMPANY AND POLY INTERNATIONAL

As at the date of this announcement, the Group are engaged in (i) development and sale of residential and commercial properties in the mainland of the People’s Republic of China (the “**PRC**”), (ii) design, development, manufacturing and sale of telecom, electronic and child products, (iii) trading and sale of child products, and (iv) internet finance business.

Poly International is a company incorporated in the British Virgin Islands with limited liability. To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, Poly International is engaged in diversified investment business.

To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Proposers and their respective ultimate beneficial owner(s), including Mr. Suen Cho Hung, Paul, is independent of the Company and connected persons (as defined under the Listing Rules) of the Company.

CAUTION

No discussion on the terms of the Proposed Subscription has been conducted between the Company and any of the Proposers and no definitive agreement has been entered by the Company in relation to the Proposal. If materialized, the Proposed Subscription will be subject to a number of conditions precedent, including the Independent Shareholders' Approval and the grant of the Whitewash Waiver by the Executive, which may or may not be fulfilled. As such, the Proposed Subscription may or may not proceed. Shareholders and potential investors of the Company should exercise caution in dealing in the securities of the Company.

TERMINATION OF THE MEMORANDUM WITH XINXING PIPES (HONG KONG) CO., LIMITED

References are made to the Company's announcements dated 21 December 2015 and 18 March 2016 (the "**Announcements**") in relation to the possible subscription by Xinxing Pipes (Hong Kong) Co., Limited ("**Xinxing**") of new shares in the Company (the "**Possible Transaction**").

Pursuant to the terms of the memorandum dated 21 December 2015 between the Company and Xinxing, as amended by the supplemental memorandum dated 18 March 2016 entered into between the aforesaid parties (as amended, the "**Memorandum**"), the Company and Xinxing would use their best endeavours to negotiate and enter into definitive share subscription agreement with respect to the Possible Transaction by 20 June 2016 (the "**Long Stop Date**"), failing which the Memorandum would terminate and cease to have any effect. As no definitive share subscription agreement has been entered into between the Company and Xinxing by the Long Stop Date, the Memorandum is thus terminated and ceases to have any effect.

By Order of the Board of
CCT LAND HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

Hong Kong, 20 June 2016

As at the date of this announcement, the executive Directors are Mr. Mak Shiu Tong, Clement, Ms. Cheng Yuk Ching, Flora, Mr. Tam Ngai Hung, Terry, Mr. Huanfei Guan and Ms. Lai Mei Kwan and the independent non-executive Directors are Mr. Chow Siu Ngor, Mr. Lau Ho Kit, Ivan and Mr. Tam King Ching, Kenny.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.