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建業地產股份有限公司 *

Central China Real Estate Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0832)

**CONTINUING CONNECTED TRANSACTIONS
INTELLIGENT TECHNOLOGY SERVICES
FRAMEWORK AGREEMENT**

On 29 March 2019, the Company entered into the Intelligent Technology Services Framework Agreement with Central China New Life, pursuant to which the Company has agreed to procure, and Central China New Life agreed to provide the Intelligent Technology Services.

As at the date of this announcement, Central China New Life is indirectly owned as to more than 30% by Mr. Wu. Mr. Wu is the controlling Shareholder and a connected person of the Company. Accordingly, Central China New Life is an associate of Mr. Wu and thus a connected person of the Company under Rule 14A.07(4) of the Listing Rules. The transactions contemplated under the Intelligent Technology Services Framework Agreement therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more applicable percentage ratios (other than the profit ratio) in respect of the transactions contemplated under the Intelligent Technology Services Framework Agreement are over 0.1% but less than 5%, the transactions contemplated under the Intelligent Technology Services Framework Agreement are subject to the reporting, announcement and annual review requirements but exempted from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

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INTELLIGENT TECHNOLOGY SERVICES FRAMEWORK AGREEMENT

The principal terms of the Intelligent Technology Services Framework Agreement are as follows:

Date	29 March 2019
Parties	the Company (as service user); and Central China New Life (as service provider)
Term	1 January 2019 to 31 December 2021
Nature of transaction	Central China New Life and the members of its group shall provide intelligent technology products and related services to the Group.

The parties shall enter into separate agreements for detailed service scope in respect of various Intelligent Technology Services as and when necessary.

Fees for Intelligent

Technology Services

Scope of Services

Pricing Basis

Engineering installation for intelligent products and sales service for products

Service fees shall be determined based on product prices and anticipated operational cost taking into account factors including equipment materials, construction costs, enterprise management fees, profits, tax bonuses with reference to comparable market prices

Software development

Prices shall be determined according to the specific software requirement with reference to comparable market prices

Consultation

Service fees shall be charged according to service fee per gross floor area of the project and based on the nature of project with reference to comparable market prices

ANNUAL CAPS AND BASIS FOR DETERMINING THE ANNUAL CAPS

The annual caps for the Intelligent Technology Services Framework Agreement for the year ending 31 December 2019, 31 December 2020 and 31 December 2021 are RMB95,500,000, RMB162,000,000 and RMB235,000,000, respectively.

In considering the annual caps for Intelligent Technology Services Framework Agreement, the Directors have considered a number of factors, including but not limited to the number, size, design, configuration, positioning, needs and overall planning of the Group's existing and upcoming real estate projects. In view of the number of real estate projects of the Company and the planning for the real estate projects which propose to procure Intelligent Technology Services and related products, it is currently expected that the Group will require more Intelligent Technology Services from Central China New Life for the three years ending 31 December 2021.

REASONS FOR AND BENEFITS OF THE INTELLIGENT TECHNOLOGY SERVICES FRAMEWORK AGREEMENT

Adhering to the Company's development philosophy of "Technology, Energy-saving, Low-carbon and Green" and to further show meticulous care to its customers, the Group will actively research and propose to gradually integrate intelligent technology elements into the design of fully decorated house products, including but not limited to smart homes and security systems, etc., and it is expected to focus on the promotion and application for certain projects in the next three years. Accordingly, the Group needs to seek suppliers to provide engineering installation for intelligent products and sales services for such products, software development and consultation services. The Intelligent Technology Services Framework Agreement was entered into in the ordinary and usual course of business of the Group.

For the two months ended 28 February 2019, Central China New Life provided the Intelligent Technology Services to the Group on an ongoing basis and fees in respect of the Intelligent Technology Services of approximately RMB6.2 million (unaudited) has been incurred. In the anticipation that one or more applicable percentage ratios (other than the profit ratio) in respect of the aggregate fees of the Intelligent Technology Services to be paid by the Company will be over 0.1% on an annual basis, the Company and Central China New Life has entered into the Intelligent Technology Services Framework Agreement to set the annual caps for 2019, 2020 and 2021.

The Directors (including independent non-executive Directors) are of the view that the terms of the Intelligent Technology Services Framework Agreement and the annual caps are fair and reasonable and the transaction contemplated thereunder are on normal commercial terms or better to the Company and that the entering into of the Intelligent Technology Services Framework Agreement is in the interests of the Company and the Shareholders as a whole.

DIRECTOR'S INTEREST IN THE CONTINUING CONNECTED TRANSACTION

Central China New Life is indirectly owned as to more than 30% by Mr. Wu. Mr. Wu is regarded as being interested in the transactions contemplated under the Intelligent Technology Services Framework Agreement due to his interest in Central China New Life and therefore has abstained from voting on the Board resolution approving the said agreement and the annual cap. Save and except for the aforesaid, none of the Directors has any material interest in any of the transactions contemplated under the Intelligent Technology Services Framework Agreement and was required to abstain from voting on the Board resolutions to approve the same.

INFORMATION OF THE PARTIES

The Group is principally engaged in real estate development and sales in Henan Province, the PRC.

Central China New Life and its subsidiaries are principally engaged in providing all-rounded property management related service for buildings and communities nearby in Henan Province, the PRC.

LISTING RULES IMPLICATION

As at the date of this announcement, Central China New Life is indirectly owned as to more than 30% by Mr. Wu. Mr. Wu is the controlling Shareholder and a connected person of the Company. Accordingly, Central China New Life is an associate of Mr. Wu and thus a connected person of the Company under Rule 14A.07(4) of the Listing Rules. The transactions contemplated under the Intelligent Technology Services Framework Agreement therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more applicable percentage ratios (other than the profit ratio) in respect of the transactions contemplated under the Intelligent Technology Services Framework Agreement are over 0.1% but less than 5%, the transactions contemplated under the Intelligent Technology Services Framework Agreement are subject to the reporting, announcement and annual review requirements but exempted from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“associate(s)”	has the meaning given to it under the Listing Rules
“Board”	the board of Directors
“Central China New Life”	Central China New Life Service Company Limited* (河南建業新生活服務有限公司), a company incorporated in the PRC with limited liability and a connected person of the Company
“Company”	Central China Real Estate Limited (建業地產股份有限公司*), an exempted company established under the laws of the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning given to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Intelligent Technology Services”	the sales and provision of intelligent products and related services, including but not limited to engineering installation, software development and related consulting services provided or to be provided by Central China New Life to the Group, as set out under the Intelligent Technology Services Framework Agreement

“Intelligent Technology Services Framework Agreement”	the framework agreement entered into between the Company and Central China New Life on 29 March 2019 for the provision of the Intelligent Technology Services by Central China New Life to the Group
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wu”	Mr. Wu Po Sum, the chairman, an executive Director and a controlling shareholder of the Company and as at the date of this announcement owns 100% equity interest of Central China New Life
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Shares
“Shares”	the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
Central China Real Estate Limited
Wu Po Sum
Chairman

Hong Kong, 29 March 2019

As at the date of this announcement, the Board comprises nine Directors, of which Mr. Wu Po Sum, Mr. Liu Weixing and Mr. Wang Jun are executive Directors, Mr. Lucas Ignatius Loh Jen Yuh, Mr. Puah Tze Shyang and Ms. Wu Wallis (alias Li Hua) are non-executive Directors, Mr. Cheung Shek Lun, Mr. Xin Luo Lin and Dr. Sun Yuyang are independent non-executive Directors.

* *For identification purposes only*