

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)

**CONNECTED TRANSACTION  
“JIANYE+” PLATFORM ACCESS  
SERVICE CONTRACT**

On 27 June 2019, CCRE China entered into the “Jianye+” Platform Access Service Contract with One Family Network, pursuant to which CCRE China has agreed to procure, and One Family Network agreed to provide the one-off “Jianye+” Platform Access Service.

**LISTING RULES IMPLICATION**

As at the date of this announcement, as One Family Network is a wholly-owned subsidiary of Central China New Life, which is indirectly owned as to more than 30% by Mr. Wu, and Mr. Wu is the controlling Shareholder and a connected person of the Company. One Family Network 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 “Jianye+” Platform Access Service Contract therefore constitute 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 “Jianye+” Platform Access Service Contract are over 0.1% but less than 5%, the transactions contemplated under the “Jianye+” Platform Access Service Contract 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.

On 27 June 2019, CCRE China entered into the “Jianye+” Platform Access Service Contract with One Family Network, pursuant to which CCRE China has agreed to procure, and One Family Network agreed to provide the one-off “Jianye+” Platform Access Service.

## **“JIANYE+” PLATFORM ACCESS SERVICE CONTRACT**

The principal terms of the “Jianye+” Platform Access Service Contract are as follows:

**Date** 27 June 2019

**Parties** CCRE China (as service user)

One Family Network (as service provider)

The “Jianye+” Platform Access Services under the “Jianye+” Platform Access Service Contract include the following:

- A) One Family Network provides construction and access services in respect of the “Jianye+” customer service platform for CCRE China and its subsidiaries. After accessing the “Jianye+” Platform, CCRE China (and its customers) can use all functions on “Jianye+” customer service platform permanently. CCRE China does not need to pay maintenance fees for the operation of the platform.
- B) When conducting system application trainings, CCRE China shall organize and coordinate relevant personnel to participate in centralized operation trainings (including but not limited to video trainings and physical on-site trainings, etc.) arranged by One Family Network at the designated time and location.

**Content of “Jianye+” Platform Access Service** Developing a mobile APP to provide a platform for customers of CCRE China, and facilitating CCRE China to provide online and offline customer lifestyle services for its customers

## **Consideration and Payments**

Both parties agreed that the consideration for “Jianye+” Platform Access Service shall be RMB15,000,000, 40% of which shall be paid by CCRE China to One Family Network through bank transfer after entering into of the “Jianye+” Platform Access Service Contract. The remaining 60% of the consideration will be paid after the examination and acceptance by CCRE China of the “Jianye+” customer service platform.

The consideration was determined after arm’s length negotiations between parties with reference to the quotations from independent third parties for the relevant services.

The consideration under the “Jianye+” Platform Access Service Contract will be settled by the internal resources of the Group.

## **REASONS FOR AND BENEFITS OF THE “JIANYE+” PLATFORM ACCESS SERVICE CONTRACT**

Through using various functions on the “Jianye+” platform, the Group can enjoy millions of user traffic on the platform, realize online marketing, and provide information support for the precision marketing of real estate projects. Furthermore, we can conduct more effective and all-around promotion for “Jianye+” brand through the platform, thus increasing the brand value of “Jianye+”.

The Directors (including independent non-executive Directors) are of the view that the terms of the “Jianye+” Platform Access Service Contract 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 “Jianye+” Platform Access Service Contract is in the interests of the Company and the Shareholders as a whole.

## **DIRECTOR’S INTEREST IN THE CONNECTED TRANSACTION**

Central China New Life is indirectly owned as to more than 30% by Mr. Wu while One Family Network is a wholly-owned subsidiary of Central China New Life. Mr. Wu is regarded as being interested in the transactions contemplated under the “Jianye+” Platform Access Service Contract due to his interest in One Family Network and therefore has abstained from voting on the Board resolution approving the said contract. Save and except for the aforesaid, none of the Directors has any material interest in any of the transactions contemplated under the “Jianye+” Platform Access Service Contract 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 is principally engaged in providing all-round property management and asset management service for buildings and communities nearby in Henan Province, the PRC.

### **One Family Network**

One Family Network principally provides comprehensive community lifestyle services and related technology research and development services for customers in Henan Province, the PRC.

## **LISTING RULES IMPLICATION**

As at the date of this announcement, as One Family Network is a wholly-owned subsidiary of Central China New Life, which is indirectly owned as to more than 30% by Mr. Wu, and Mr. Wu is the controlling Shareholder and a connected person of the Company. One Family Network 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 “Jianye+” Platform Access Service Contract therefore constitute 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 “Jianye+” Platform Access Service Contract are over 0.1% but less than 5%, the transactions contemplated under the “Jianye+” Platform Access Service Contract 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
“CCRE China”	Central China Real Estate Group (China) Company Limited* (建業住宅集團(中國)有限公司), a company incorporated under the laws of the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“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, the shares of which 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
““Jianye+” Platform Access Service”	the services provided or to be provided to CCRE China by One Family Network in respect of the construction, follow-up access and maintenance service of “Jianye+” online and offline customer lifestyle service platform, as set out in the “Jianye+” Platform Access Service Contract
““Jianye+” Platform Access Service Contract”	the service contract dated 27 June 2019 between CCRE China and One Family Network in respect of the “Jianye+” Platform Access Service
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wu”	Mr. Wu Po Sum, the chairman of the Company, an executive Director and a controlling shareholder of the Company and as at the date of this announcement owns more than 30% equity interest in Central China New Life
“One Family Network”	Henan One Family Network Technology Co., Ltd.* (河南一家網絡科技有限公司), a company incorporated in the PRC with limited liability, a wholly-owned subsidiary of Central China New Life and a connected person of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	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, 27 June 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*