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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)

**PROPOSED SPIN-OFF AND SEPARATE LISTING  
OF CENTRAL CHINA MANAGEMENT COMPANY LIMITED  
ON THE MAIN BOARD OF THE STOCK EXCHANGE  
OF HONG KONG LIMITED**

**(1) BOARD RESOLUTIONS FOR APPROVAL OF THE  
DISTRIBUTION AND THE PROPOSED SPIN-OFF**

**(2) RECORD DATE FOR THE ASSURED ENTITLEMENT  
UNDER THE DISTRIBUTION AND THE PREFERENTIAL  
OFFERING AND CLOSURE OF REGISTER OF MEMBERS**

**Sole Financial Advisor to the Company and CCMGT**



**BNP PARIBAS**

In anticipation of the Proposed Spin-off, resolutions are expected to be presented to the Board on Wednesday, 12 May 2021, for the purpose of (among others), approving the Proposed Spin-off and considering the declaration of the special interim dividend to be satisfied by way of the Distribution. The Distribution, if declared, will be conditional upon (among others) approval by the Listing Committee and such approval not having been revoked prior to completion of the Proposed Spin-off. Further announcement(s) will be issued to provide more details of the Distribution after the said resolutions have been passed by the Board.

The Record Date for the purpose of determining the assured entitlement under the Distribution and the Preferential Offering will be on Friday, 14 May 2021. The register of members of the Company will be closed on Friday, 14 May 2021 and no transfer of the shares of the Company will be registered on such day.

**Shareholders and potential investors of the Company should note that the Proposed Spin-off is subject to, among other things, the approval by the Listing Committee, the final decisions of the respective boards of directors of the Company and CCMGT, market conditions and other considerations. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the shares of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

## **INTRODUCTION**

Reference is made to the announcements of the Company dated 10 November 2020 and 7 April 2021 in relation to the proposed spin-off of CCMGT and separate listing of the CCMGT Shares on the Main Board of the Stock Exchange. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in such announcements.

The Company intends to effect the Proposed Spin-off by way of the Distribution and the Global Offering, which will comprise the Hong Kong Public Offering and the International Offering (including the Preferential Offering).

The Board intends to fulfil the assured entitlement requirement in Practice Note 15 of the Listing Rules by declaring a conditional special interim dividend in accordance with the articles of association of the Company and all relevant laws and regulations and satisfying the payment of such dividend by effecting the Distribution, and also a preferential application for CCMGT Shares under the Preferential Offering. The terms of such assured entitlement have not been finalized and will be announced by the Company in due course.

The purpose of this announcement is to inform the Shareholders of the Record Date for the purpose of determining the assured entitlement under the Distribution and the Preferential Offering.

Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date will be entitled to the Distribution and to apply for certain CCMGT Shares on an assured basis pursuant to the Preferential Offering, if the Proposed Spin-off proceeds. The basis of the assured entitlement under the Distribution and the Preferential Offering will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced.

Subject to the applicable legal restrictions and regulatory requirements, the Qualifying Shareholders (regardless of whether they choose to participate in the Preferential Offering) and Shareholders who are Non-Qualifying Shareholders (or who do not satisfy the basis of the assured entitlement) may also either, if eligible, (i) apply for the CCMGT Shares offered under the Hong Kong Public Offering; or (ii) indicate an interest for the CCMGT Shares offered under the International Offering.

Persons who are in doubt about their position or any action to be taken are recommended to consult their own professional advisers.

## **BOARD RESOLUTIONS FOR APPROVAL OF THE DISTRIBUTION AND THE PROPOSED SPIN-OFF**

In anticipation of the Proposed Spin-off, resolutions are expected to be presented to the Board on Wednesday, 12 May 2021, for the purpose of (among others), approving the Proposed Spin-off and considering the declaration of the special interim dividend to be satisfied by way of the Distribution. The Distribution, if declared, will be conditional upon (among others) approval by the Listing Committee and such approval not having been revoked prior to completion of the Proposed Spin-off. Further announcement(s) will be issued to provide more details of the Distribution after the said resolutions have been passed by the Board.

## **RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

The Record Date for the purpose of determining the assured entitlement under the Distribution and the Preferential Offering will be on Friday, 14 May 2021. The register of members of the Company will be closed on Friday, 14 May 2021 and no transfer of the shares of the Company will be registered on such day.

In order to qualify for the assured entitlement under the Distribution and the Preferential Offering, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 13 May 2021. The last day for dealing in the shares of the Company cum-entitlement to the assured entitlement under the Distribution and the Preferential Offering will be Tuesday, 11 May 2021.

The expected timetable for the abovementioned assured entitlement is summarised below:

Last day of dealings the shares of  
the Company on a cum-entitlement basis . . . . . Tuesday, 11 May 2021

First day of dealings in the shares of  
the Company on an ex-entitlement basis . . . . . Wednesday, 12 May 2021

Latest time for lodging transfers of  
the shares of the Company to qualify for  
entitlement to the Distribution and  
the Preferential Offering . . . . . 4:30 p.m. on  
Thursday, 13 May 2021

Register of members of the Company closes on . . . . . Friday, 14 May 2021

Record Date . . . . . Friday, 14 May 2021

Register of members of the Company re-opens on . . . . . Monday, 17 May 2021

As the final dates of registration and issue of the prospectus of CCMGT have not yet been determined, the above timetable (including the Record Date and the closure of the register of members of the Company for the purpose of determining the assured entitlement under the Distribution and the Preferential Offering) are subject to change depending on the final timetable of the Proposed Spin-off.

In the event that there is any change to the Record Date and the date of the closure of the register of members of the Company for determining the assured entitlement under the Distribution and the Preferential Offering, a further announcement will be made by the Company and such revised Record Date and the date of the closure of the register of members of the Company will supersede and replace the Record Date and the date of the closure of the register of members of the Company for determining the assured entitlement under the Distribution and the Preferential Offering set out in this announcement.

## **GENERAL**

Details in respect of the Proposed Spin-off, including the size, structure of the Global Offering, the expected timetable and the terms of the assured entitlement under the Distribution and the Preferential Offering, have not yet been finalised. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

**Shareholders and potential investors of the Company should note that the Proposed Spin-off is subject to, among other things, the approval by the Listing Committee, the final decisions of the respective boards of directors of the Company and CCMGT, market conditions and other considerations. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the shares of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

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

Hong Kong, 30 April 2021

*As at the date of this announcement, the Board comprises nine Directors, of which Mr. Wu Po Sum, Mr. Wang Jun and Mr. Yuan Xujun are executive Directors, Mr. Lim Ming Yan, Ms. Wu Wallis (alias Li Hua) and Ms. Chen Ying 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*