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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 TRANSACTION
MARKETING CENTRE MANAGEMENT SERVICES
FRAMEWORK AGREEMENT**

On 30 November 2018, the Company entered into the Marketing Centre Management 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 Marketing Centre Management Services in respect of the Group's Marketing Centres.

As at the date of this announcement, Central China New Life is directly 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 Marketing Centre Management 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 Marketing Centre Management Services Framework Agreement are over 0.1% but less than 5%, the transactions contemplated under the Marketing Centre Management 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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Marketing Centre Management Services Framework Agreement

The principal terms of the Marketing Centre Management Services Framework Agreement are as follows:

Date	30 November 2018
Parties	the Company (as service user); and Central China New Life (as service provider)
Term	1 January 2018 to 31 December 2018
Nature of transaction	Central China New Life shall provide the Marketing Centre Management Services to the Group for the Group's Marketing Centres. The parties shall enter into separate agreements for detailed service scope in respect of various Marketing Centre Management Services as and when necessary.

Marketing Centres Management Services Fee and its pricing basis	The services fees were determined by the parties on an arm's length basis and on normal commercial terms or better to the Company having regard to (i) the nature, category and location of the Group's property projects; (ii) Central China New Life's operation costs including staff salary, staff benefits, administration and management costs, the applicable taxes (approximately 6.72% as at the date of this announcement) in relation to the Marketing Centres Management Services in respect of each Marketing Centre, plus a margin ranged from 12% to 15% as agreed between the parties after taking into account various factors including the location and scale of the Market Centres, the nature, schedule and complexity of marketing events; (iii) the rate generally offered by Central China New Life to independent third parties in respect of comparable services; and (iv) comparable market prices of the respective regions quoted from at least two independent service providers.
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Annual cap and basis for determining the annual cap

The annual cap for the Marketing Centre Management Services Framework Agreement for the year ending 31 December 2018 is RMB11,000,000.

In considering the annual cap for Marketing Centre Management Services Framework Agreement, the Directors have considered a number of factors including the number of the Marketing Centres operated or to be set up by the Group, the existing and upcoming real estate projects of the Group and their size, location, the tentative schedule of property sales and the corresponding marketing event to be organised and the expected demand for the Marketing Centre Management Services.

The transaction amount of the Marketing Centre Management Services provided by Central China New Life to the Company for the ten months ended 31 October 2018 was approximately RMB6,600,000 (unaudited). For the ten months ended 31 October 2018, Central China New Life provided Marketing Centre Management Services to the Group on ongoing basis. It is currently expected that the Group will procure more Marketing Centre Management Services from Central China New Life in the last two months of 2018, given that more Marketing Centres will be launched for pushing up the property contracted sales by the end of year.

As disclosed in the Company's announcement of interim results for the six months ended 30 June 2018 dated 22 August 2018, during the first half of 2018, the Marketing Centre Management Services provided by Central China New Life to the Company was approximately RMB1,913,000.

Reasons for and benefits of the Marketing Centre Management Services Framework Agreement

Central China New Life is one of the leading property management service providers in Henan, the PRC and specialized in providing all-rounded property management services while the Group, as a real estate developer based in Henan, also from time to time requires property management services for its Marketing Centres. The entering into of the Marketing Centre Management Services Framework Agreement was in the ordinary and usual course of business of the Group.

For the ten months ended 31 October 2018, fees in respect of the Marketing Centre Management Services provided by Central China New Life to the Company of approximately RMB6,600,000 (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 Marketing Centre Management 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 Marketing Centre Management Services Framework Agreement to set the annual cap for 2018.

The Directors (including independent non-executive Directors) are of the view that the terms of the Marketing Centre Management Services Framework Agreement and the annual cap 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 Marketing Centre Management 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 directly owned as to more than 30% by Mr. Wu. Mr. Wu is regarded as being interested in the transactions contemplated under the Marketing Centre Management 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 Marketing Centre Management 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 is principally engaged in providing all-rounded property management 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 directly 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 Marketing Centre Management 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 Marketing Centre Management Services Framework Agreement are over 0.1% but less than 5%, the transactions contemplated under the Marketing Centre Management 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

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Marketing Centres”	marketing centres of the Group for the sales and promotion of the real estate projects of the Group
“Marketing Centre Management Services”	the overall management services, including operation, administration and management, security and maintenance, concierge, cleaning, gardening and other ancillary services in respect of the various Marketing Centres provided or to be provided by Central China New Life to the Group, as set out under the Marketing Centre Management Services Framework Agreement
“Marketing Centre Management Services Framework Agreement”	the framework agreement entered into between the Company and Central China New Life on 30 November 2018 for the provision of the Marketing Centre Management Services by Central China New Life to the Group
“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 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, 30 November 2018

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*