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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)

CCT FORTIS HOLDINGS LIMITED
（中建富通集團有限公司）
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 00138)

JOINT ANNOUNCEMENT IN RELATION TO

(1) INSIDE INFORMATION

(2) TERMINATION OF PROPOSED DEEMED VERY SUBSTANTIAL DISPOSAL AND CONNECTED TRANSACTION

(3) TERMINATION OF PROPOSED CONTINUING CONNECTED TRANSACTIONS

AND

(4) RESUMPTION OF TRADING

(1) INSIDE INFORMATION

(2) TERMINATION OF PROPOSED VERY SUBSTANTIAL ACQUISITION

AND

(3) RESUMPTION OF TRADING

This joint announcement is made pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO (Chapter 571 of the Laws of the Hong Kong).

Reference is made to the joint announcement dated 14 April 2015 of CCT Land and CCT Fortis in relation possible asset restructuring transactions between CCT Land Group and the CCT Fortis Group and the respective announcement dated 27 April 2015 of CCT Land and CCT Fortis in relation to the trading halt of the shares of each of CCT Land and CCT Fortis.

TERMINATION OF THE PROPOSED RESTRUCTURING TRANSACTION AND THE PROPOSED CONTINUING CONNECTED TRANSACTIONS

Background

On 24 April 2015 (after trading hours), the Restructuring Agreement was entered into by and among relevant members of the CCT Land Group and relevant members of the CCT Fortis Group under which CCT Fortis (and/or its nominee(s)) would subscribe for new shares in the Target Company and acquire the shareholder's loan due by the Target Company from CCT Land. The Proposed Restructuring Transaction would have the effect of assigning or transferring the Mainland Property Business and the Telecom Product Business currently engaged by the Target Group together with all the assets and liabilities of the Target Group to the CCT Fortis Group. Had the Restructuring Agreement been completed, the CCT Land Remaining Group would continue to carry on the Child Product Trading Business.

The Proposed Restructuring Transaction would have constituted a deemed very substantial disposal for CCT Land and a very substantial acquisition for CCT Fortis under the Listing Rules. As CCT Fortis is substantial shareholder of CCT Land, holding indirectly approximately 30.39% interest in CCT Land as at the date of this joint announcement, CCT Fortis is therefore a connected person of CCT Land. As such, the Proposed Restructuring Transaction would have also constituted a connected transaction for CCT Land under the Listing Rules.

On 24 April 2015 (after trading hour), CCT Land and CCT Fortis also entered into the Manufacturing Agreement, under which the CCT Fortis Group would manufacture and supply baby and child products to the CCT Land Remaining Group, had the Restructuring Agreement been completed. The transactions contemplated under the Manufacturing Agreement would have constituted continuing connected transactions for CCT Land under the Listing Rules.

Termination of the Restructuring Agreement and the Manufacturing Agreement

On 5 May 2015, taking into account the additional time for completion of the Proposed Restructuring Transaction, CCT Land and CCT Fortis entered into the Restructuring Termination Agreement and the Manufacturing Termination Agreement to terminate the Restructuring Agreement and the Manufacturing Agreement, respectively, with immediate effect. As such, the Proposed Restructuring Transaction and the Proposed Continuing Connected Transactions will not be completed.

RESUMPTION OF TRADING

At the request of CCT Land and CCT Fortis, trading in the CCT Land Shares and the CCT Fortis Shares was halted and then suspended with effect from 9:00 a.m. on 27 April 2015 pending the release of a joint announcement in relation to the Proposed Restructuring Transaction. As the Restructuring Agreement and the Manufacturing Agreement have been terminated, applications have been made by CCT Land and CCT Fortis for the resumption of trading of the CCT Land Shares and the CCT Fortis Shares respectively on the Stock Exchange with effect from 9:00 a.m. on 6 May 2015.

This joint announcement is made pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO (Chapter 571 of the Laws of the Hong Kong).

Reference is made to the joint announcement dated 14 April 2015 of CCT Land and CCT Fortis in relation possible asset restructuring transactions between CCT Land Group and the CCT Fortis Group and the respective announcement dated 27 April 2015 of CCT Land and CCT Fortis in relation to trading halt of the respective shares of CCT Land and CCT Fortis

TERMINATION OF THE PROPOSED RETRUCTURING TRANSACTION AND THE PROPOSED CONTINUING CONNECTED TRANSACTIONS

Background

On 24 April 2015 (after trading hours), the Restructuring Agreement was entered into by and among relevant members of the CCT Land Group and relevant members of the CCT Fortis Group under which CCT Fortis (and/or its nominee(s)) would subscribe for new shares in the Target Company and acquire the shareholder's loan due by the Target

Company from CCT Land. Had the Proposed Restructuring Transaction been completed, members of the Target Group would have ceased to be subsidiaries of CCT Land but would have become subsidiaries of CCT Fortis. As such, the Proposed Restructuring Transaction would have the effect of assigning or transferring the Mainland Property Business and the Telecom Product Business currently engaged by the Target Group together with all the assets and liabilities of the Target Group to the CCT Fortis Group. Had the Restructuring Agreement been completed, the CCT Land Remaining Group would continue to carry on the Child Product Trading Business.

The Proposed Restructuring Transaction would have constituted a deemed very substantial disposal for CCT Land and a very substantial acquisition for CCT Fortis under the Listing Rules. As CCT Fortis is substantial shareholder of CCT Land, holding indirectly approximately 30.39% interest in CCT Land as at the date of this joint announcement, CCT Fortis is a connected person of CCT Land under the Listing Rules. As such, the Proposed Restructuring Transaction would have also constituted a connected transaction for CCT Land, under the Listing Rules.

On 24 April 2015 (after trading hour), CCT Land and CCT Fortis also entered into the Manufacturing Agreement, under which the CCT Fortis Enlarged Group would manufacture and supply baby and child products to the CCT Land Remaining Group, had the Restructuring Agreement been completed. The transactions contemplated under the Manufacturing Agreement would have constituted continuing connected transactions for CCT Land under the Listing Rules.

Termination of the Restructuring Agreement and the Manufacturing Agreement

On 5 May 2015, taking into account the additional time for completion of the Proposed Restructuring Transaction, CCT Land and CCT Fortis entered into the Restructuring Termination Agreement and the Manufacturing Termination Agreement to terminate the Restructuring Agreement and the Manufacturing Agreement, respectively, with immediate effect. As a result of the Termination Agreements, the Proposed Restructuring Transaction contemplated under the Restructuring Agreement and the Proposed Continuing Connected Transactions under the Manufacturing Agreement will not be completed or implemented. The termination of the Restructuring Agreement and the Manufacturing Agreement is not expected to have any material adverse effect on the operations of the CCT Land Group and the CCT Fortis Group, respectively.

General

Reference is made to the joint announcement dated 9 April 2015 of CCT Land and CCT Fortis in respect of discussions of CCT Land with independent third parties on possible

assets injections into CCT Land. The directors of CCT Land wish to disclose that there is no progress in the discussions in relation to the possible assets injections into CCT Land and no concrete terms have been agreed and no agreement has been executed in this regard as at the date of this joint announcement.

RESUMPTION OF TRADING

At the request of CCT Land and CCT Fortis, trading in the CCT Land Shares and the CCT Fortis Shares was halted and then suspended with effect from 9:00 a.m. on 27 April 2015 pending the release of a joint announcement in relation to the Proposed Restructuring Transaction. As the Restructuring Agreement and the Manufacturing Agreement has been terminated by the Restructuring Termination Agreement and the Manufacturing Termination Agreement, respectively, applications have been made by CCT Land and CCT Fortis for the resumption of trading of the CCT Land Shares and the CCT Fortis Shares respectively on the Stock Exchange with effect from 9:00 a.m. on 6 May 2015.

DEFINITIONS

The following words and phrases used in this joint announcement shall have the following meanings, unless the context otherwise requires:

"CCT Land"	CCT Land Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange;
"CCT Land Group"	CCT Land and its subsidiaries from time to time;
"CCT Land Remaining Group"	the CCT Land Group excluding the Target Group, had the Proposed Restructuring Transaction been completed;
"CCT Fortis"	CCT Fortis Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange;
"CCT Fortis Group"	CCT Fortis and its subsidiaries from time to time;
"CCT Fortis Enlarged Group"	the CCT Fortis Group which would have been enlarged by the Target Group, had the Proposed Restructuring Transaction been completed;

"Child Product Trading Business"	the business of trading and sale of baby and child products, which is engaged by the CCT Land Group;
"connected person(s)"	has the same meaning as ascribed to it under the Listing Rules;
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Inside Information Provisions"	has the meaning ascribed to it under the Listing Rules;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Mainland Property Business"	the existing property development business engaged by the Target Group in the PRC;
"Manufacturing Agreement"	the manufacturing agreement entered into between CCT Land and CCT Fortis on 24 April 2015 in relation to the manufacturing and supply of baby and child products by the CCT Fortis Enlarged Group for the CCT Land Remaining Group, had the Proposed Restructuring Transaction been completed;
"Manufacturing Termination Agreement"	the termination agreement dated 5 May 2015 entered into between CCT Land and CCT Fortis, under which the Manufacturing Agreement will be terminated with immediate effect and as a result the Proposed Continuing Connected Transactions will not be completed;
"PRC" or "China"	the People's Republic of China;
"Proposed Continuing Connected Transactions"	the proposed child product manufacturing transactions contemplated under the Manufacturing Agreement, which would have constituted continuing connected transactions for CCT Land under the Listing Rules, had the Manufacturing Agreement been completed;

"Proposed Restructuring Transaction"	the proposed restructuring transaction contemplated under the Restructuring Agreement, which would have involved subscription by CCT Fortis of new shares in the Target Company and the assignment of the shareholder's loan due by the Target Company from CCT Land to CCT Fortis and which would have the effect of assigning the Mainland Property Business and the Telecom Product Business and all the assets and liabilities of the Target Group from the CCT Land to CCT Fortis, had the Restructuring Agreement been completed;
"Restructuring Agreement"	the conditional agreement dated 24 April 2015 entered into by and among members of the CCT Land Group and members of the CCT Fortis Group in respect of the Proposed Restructuring Transaction;
"Restructuring Termination Agreement"	the termination agreement dated 5 May 2015 entered into among members of the CCT Land Group and members of the CCT Fortis Group, under which the Restructuring Agreement will be terminated with immediate effect and as a result of which the Proposed Restructuring Transaction will not be completed;
"SFO"	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"subsidiaries"	has the meaning ascribed to it under the Companies Ordinance;
"substantial shareholder(s)"	has the same meaning as ascribed to it under the Listing Rules;
"Target Company"	a wholly-owned subsidiary of CCT Land as at the date of this joint announcement, which is the holding company of the Target Group;

"Target Group"	the Target Company and its subsidiaries, from time to time, whose principal businesses consisting of the Mainland Property Business and the Telecom Product Business;
"Telecom Product Business"	the design and development, manufacturing and sale of telecom, electronic and child products engaged by the Target Group;
"Termination Agreements"	the Restructuring Termination Agreement and the Manufacturing Termination Agreement; and
"%"	per cent.

By Order of the Board of
CCT LAND HOLDINGS LIMITED
Tam Ngai Hung, Terry
Director

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

Hong Kong, 5 May 2015

As at the date of this joint announcement, the executive directors of CCT Land are Mr. Mak Shiu Tong, Clement, Ms. Cheng Yuk Ching, Flora, Mr. Tam Ngai Hung, Terry, Dr. William Donald Putt and Mr. Ong Ban Poh, Michael and the independent non-executive directors of CCT Land are Mr. Chow Siu Ngor, Mr. Lau Ho Kit, Ivan and Mr. Chen Li.

As at the date of this joint announcement, the executive directors of CCT Fortis are Mr. Mak Shiu Tong, Clement, Mr. Tam Ngai Hung, Terry, Ms. Cheng Yuk Ching, Flora and Dr. William Donald Putt and the independent non-executive directors of CCT Fortis are Mr. Tam King Ching, Kenny, Mr. Chow Siu Ngor and Mr. Chen Li.