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港龍中國地產
GANGLONG CHINA PROPERTY

Ganglong China Property Group Limited

港龍中國地產集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：6968)

海外監管公告

本海外監管公告乃由港龍中國地產集團有限公司(「本公司」)根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第13.10B條而刊發。除另有界定者外，本公告所用詞彙與完成公告(定義見下文)所界定者具有相同涵義。

請參閱隨附的本公司公告(「完成公告」)，其已於新加坡證券交易所有限公司(「新交所」)的網站刊登，內容有關徵求同意及於2023年11月2日簽立補充契約。

於聯交所網站登載完成公告僅為遵守上市規則第13.10B條旨在向香港投資者發佈相同資訊，並無任何其他目的。

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承董事會命
港龍中國地產集團有限公司
主席兼執行董事
呂明

香港，2023年11月2日

於本公告日期，本公司的執行董事為呂明先生(主席)、呂進亮先生及呂志聰先生。本公司的非執行董事為呂永茂先生及呂永南先生。本公司的獨立非執行董事為陳栢鴻先生、郭少牧先生及鄧露娜女士。

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or with any securities regulatory authority of any state of the United States or other jurisdiction. The securities are being offered and sold outside the United States in reliance on Regulation S under the Securities Act and may not be offered or sold within the United States absent registration or an exemption from registration under the Securities Act. No public offering of the securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any part of the offering in the United States.



港龍中國地產
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港龍中國地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Sole Deal Advisor



**(1) COMPLETION OF CONSENT SOLICITATION RELATING TO
THE OUTSTANDING 13.5% SENIOR NOTES DUE 2023
(ISIN: XS2545232832/COMMON CODE: 254523283) (THE “NOTES”)
AND
(2) REDEMPTION OF THE NOTES**

SUMMARY OF THE CONSENT SOLICITATION

On October 25, 2023, Ganglong China Property Group Limited (the “**Company**”), on the terms and subject to the conditions set forth in the consent solicitation statement dated October 25, 2023 (the “**Consent Solicitation Statement**”), commenced the consent solicitation (the “**Consent Solicitation**”) from holders of record who are outside the United States and not a U.S. person (the “**Eligible Holders**” and each, an “**Eligible Holder**”) of the Notes with respect to the proposed amendments (the “**Proposed Amendments**”) to the indenture governing the Notes dated as of November 9, 2022 (as supplemented or amended to the date hereof, the “**Indenture**”) by and among the Company, the Subsidiary Guarantors named therein and China Construction Bank (Asia) Corporation Limited (中國建設銀行(亞洲)股份有限公司), as trustee for the Notes (the “**Trustee**”).

The principal purpose of this Consent Solicitation and the Proposed Amendments is to add a redemption option in the Indenture to allow the Company to redeem all Notes with 9.5% Senior Notes due 2024 (ISIN: XS2711868435; Common Code: 271186843) (the “**New Notes**”) at any time after the supplemental indenture giving effect to the Proposed Amendments (the “**Supplemental Indenture**”) has become operative, in accordance with the terms and subject to the conditions set forth in the Consent Solicitation Statement.

The Company received the consents from Eligible Holders in respect of 100% of the outstanding principal of the Notes at 2:53 p.m., London time, on October 31, 2023 to amend the Indenture pursuant to the Consent Solicitation.

Capitalized terms used in this announcement that are not otherwise defined herein shall have the same meanings in the Consent Solicitation Statement.

EXECUTION OF THE SUPPLEMENTAL INDENTURE

The Company is pleased to announce that the Supplemental Indenture has been executed on November 2, 2023 (the “**Effective Time**”) by and among the Company and the Trustee, giving effect to the Proposed Amendments. From and after the Effective Time, each present and future holder of the Notes will be bound by the Indenture as amended and supplemented by the Supplemental Indenture, whether or not such holder delivered a consent in the Consent Solicitation.

The Company paid the applicable Consent Fee on November 2, 2023 to the Eligible Holders entitled to such payment in accordance with the Consent Solicitation Statement. The Supplemental Indenture has become operative upon such payment of Consent Fee.

REDEMPTION OF THE NOTES

Immediately after the Supplemental Indenture has become operative, the Company issued a notice of redemption (“**Redemption Notice**”) on November 2, 2023 to the holders of the Notes, pursuant to which all outstanding Notes will be redeemed in full on November 6, 2023 (the “**Redemption Date**”) at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to (but excluding) the Redemption Date (the “**Redemption Price**”). The Redemption Price shall be paid in kind with the New Notes in an aggregate principal amount of US\$164,411,875, which is equal to US\$145,000,000, the aggregate principal amount of the outstanding Notes, plus US\$19,411,875, the accrued and unpaid interest on such Notes from (and including) November 9, 2022 to (but excluding) the Redemption Date, to be issued by the Company on the Redemption Date.

CMB International Capital Limited is the Sole Deal Advisor in connection with this transaction.

Ganglong China Property Group Limited

November 2, 2023