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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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6968)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued by Ganglong China Property Group Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Completion Announcement (as defined below).

Please refer to the attached announcement (the “**Completion Announcement**”) of the Company which has been published on the website of the Singapore Exchange Securities Trading Limited, in relation to the Consent Solicitation and the execution of the Supplemental Indenture on 1 November 2024.

The posting of the Completion Announcement on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

The Completion Announcement does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities.

The Completion Announcement must not be regarded as an inducement to subscribe for or purchase any securities of the Company, and no such inducement is intended. No investment decision should be based on the information contained in the Completion Announcement.

By order of the Board
Ganglong China Property Group Limited
Lui Ming
Chairman and executive director

Hong Kong, 1 November 2024

As of the date of this announcement, the executive directors of the Company are Mr. Lui Ming (Chairman), Mr. Lui Jin Ling, and Mr. Lui Chi Chung Jimmy. The non-executive directors of the Company are Mr. Lui Wing Mau and Mr. Lui Wing Nam. The independent non-executive directors of the Company are Mr. Chan Pak Hung, Ms. Tang Lo Nar and Mr. Wong Tung Yuen.

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.



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Sole Deal Advisor



**COMPLETION OF CONSENT SOLICITATION RELATING TO
THE OUTSTANDING 9.5% SENIOR NOTES DUE 2024
(ISIN: XS2711868435/COMMON CODE: 271186843) (THE “NOTES”)**

SUMMARY OF THE CONSENT SOLICITATION

Reference is made to the indenture governing the Notes dated as of November 6, 2023 (as supplemented or amended prior 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**”). Capitalized terms used in this announcement that are not otherwise defined herein shall have the same meanings in the Indenture.

On October 31, 2024, Ganglong China Property Group Limited (the “**Company**”) commenced the consent solicitation (the “**Consent Solicitation**”) with respect to the proposed amendment (the

“Proposed Amendment”) to the Indenture on the terms and subject to the conditions set forth in a consent request letter issued by the Company to certain Holder(s) and a notice issued by the Company to all Holders of the Notes with respect to the Consent Solicitation. **No consent fee will be paid to any Holder in connection with the Consent Solicitation.**

The principal purpose of the Consent Solicitation and the Proposed Amendment is to add a redemption option in the Indenture to allow the Company to redeem all Notes with certain new notes to be issued by the Company (the **“New Notes”**) at any time prior to the expiration of Grace Period (as defined below) and after execution of a supplemental indenture giving effect to the Proposed Amendment (the **“Supplemental Indenture”**).

Under the Indenture, the Proposed Amendment requires the consent from the Holders of not less than 75% in aggregate principal amount of the Notes then outstanding. The Company received the consents from Holders in respect of approximately 89.7% of the outstanding principal of the Notes on November 1, 2024 to amend the Indenture pursuant to the Consent Solicitation. The Proposed Amendment will be binding on all Holders upon execution of the Supplemental Indenture.

EXECUTION OF THE SUPPLEMENTAL INDENTURE

The Company is pleased to announce that the Supplemental Indenture has been executed on November 1, 2024 (the **“Effective Time”**) by and among the Company and the Trustee, giving effect to the Proposed Amendment. 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.

Other than the Proposed Amendment which has been effected through the execution of the Supplemental Indenture in accordance with the Indenture, the Indenture will remain in full force and effect.

Prior to the expiration of the grace period of 15 days after November 4, 2024 (the **“Grace Period”**), the Company plans to provide a redemption notice (the **“Redemption Notice”**) to the Holders, in accordance with the Indenture, as supplemented and amended by the Supplemental Indenture. The redemption price shall be paid in kind with New Notes in aggregate principal amount equal to (i) the then outstanding principal amount of the Notes plus (ii) the amount of any accrued and unpaid interest to (but excluding) the redemption date.

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

Ganglong China Property Group Limited

November 1, 2024