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DFL
DAFALAND

DaFa Properties Group Limited
大发地产集团有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6111)

**CONSENT SOLICITATION RELATING
TO THE OUTSTANDING 12.375% SENIOR NOTES DUE 2022
(the “2022 Notes”) (ISIN: XS2182881388; Common Code: 218288138;
Stock code: 40328) AND THE OUTSTANDING 13.5%
SENIOR NOTES DUE 2023 (the “2023 Notes”) (ISIN: XS2400512146; Common
Code: 240051214; Stock code: 40894) –
RESULTS OF THE CONSENT SOLICITATION**

Reference is made to the announcement of the Company dated 7 January 2022 and 12 January 2022 (the “**Announcements**”) in relation to the Consent Solicitation to certain Proposed Amendment, as described therein, to:

- the indenture, dated as of July 30, 2020 (as supplemented or amended to the date hereof, the “**2022 Indenture**”), by and among the Company, the Subsidiary Guarantors (as defined therein) and China Construction Bank Asia Limited (中國建設銀行(亞洲)股份有限公司), as trustee, governing its 12.375% Senior Notes Due 2022 (the “**2022 Notes**”) (ISIN: XS2182881388; Common Code: 218288138);
- the indenture, dated as of October 28, 2021 (as supplemented or amended to the date hereof, the “**2023 Indenture**”), by and among the Company, the Subsidiary Guarantors (as defined therein) and China Construction Bank Asia Limited (中國建設銀行(亞洲)股份有限公司), as trustee, governing its 13.5% Senior Notes due 2023 (the “**2023 Notes**”) (ISIN: XS2400512146; Common Code: 240051214).

Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcements.

Results of the Consent Solicitation

As indicated in the Consent Solicitation Statement dated 7 January 2022, the Consent Solicitation expired at 4:00 P.M., London Time, on 13 January 2022.

The Company is pleased to announce that it has received Requisite Consents necessary to effect the Proposed Amendment. As the Requisite Consents have been received, the Company and the Subsidiary Guarantors intend to execute a Supplemental Indenture with respect to each of the Indentures with the Trustee on 17 January 2022 to give effect to the Proposed Amendment. The Proposed Amendment will amend the events of default provision in the Indentures to carve out any default or event of default in respect of each Series of Notes as a result of a default or event of default occurring under the January 2022 Notes.

SHAREHOLDERS, NOTES HOLDERS AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION AS SET FORTH IN THE CONSENT SOLICITATION STATEMENT AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION. AS THE CONSENT SOLICITATION MAY OR MAY NOT PROCEED, SHAREHOLDERS, NOTES HOLDERS AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE 2022 NOTES OR 2023 NOTES.

The Consent Solicitation is not being made to Holders in any jurisdiction where the making or acceptance of the Consent Solicitation would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Consent Solicitation would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Consent Solicitation will not be made to any Notes Holders residing in such jurisdiction.

By order of the Board
Dafa Properties Group Limited
Ge Yiyang
Chairman

Hong Kong, 14 January 2022

As at the date of this announcement, the Board comprises Mr. Ge Yiyang, Mr. Liao Lujiang, Mr. Chi Jingyong and Mr. Yang Yongwu as the executive Directors, and Mr. Gu Jiong, Mr. Sun Bing and Mr. Fok Ho Yin Thomas as the independent non-executive Directors.