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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)

**EXECUTION OF SUPPLEMENTAL INDENTURES IN RESPECT OF
THE 12.375% SENIOR NOTES DUE 2022 (the “2022 Notes”)
(ISIN: XS2182881388; Common Code: 218288138; Stock code: 40328)
AND THE 13.5%
SENIOR NOTES DUE 2023 (the “2023 Notes”)
(ISIN: XS2400512146; Common Code: 240051214; Stock code: 40894)**

Reference is made to the announcements of the Company dated 7 January 2022, 12 January 2022 and 14 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.

Execution of Supplemental Indentures

The Company is pleased to announce the execution of each of the Supplemental Indentures to each of the Indentures, dated 17 January 2022 (the “**Effective Time**”), by and among the Company, the Subsidiary Guarantors and the respective Trustee, giving effect to the Proposed Amendment in compliance with the conditions contained in each of the Indentures. Execution of the Supplemental Indentures enables the Company to 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. For a detailed statement of the Proposed Amendment, Notes Holders should refer to the Consent Solicitation Statement and related documents.

The Company will make arrangement to pay any Consent Fee due as soon as practicable in accordance with the terms set forth in the Consent Solicitation Statement.

Each of the Supplement Indentures will not become operative until the Company has paid the Consent Fee to the Holders of each Series of the Notes who have validly delivered the consents pursuant to the Consent Solicitation Statement. From and after the Effective Time, each present and future holder of each Series of the Notes will be bound by the terms of each of the relevant Indentures as amended and supplemented by each of the relevant Supplement Indentures, whether or not such holder delivered a consent.

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, 17 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.