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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 (the “**SGX-ST**”), in relation to the Consent Solicitation and the execution of the Supplemental Indenture on 2 November 2023.

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, 2 November 2023

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, Mr. Guo Shaomu, and Ms. Tang Lo Nar.

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



**(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