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建業地產股份有限公司 *

Central China Real Estate Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0832)

**ISSUANCE OF US\$200 MILLION 7.325% SENIOR NOTES
DUE 2020**

On 22 January 2019, the Company, the Subsidiary Guarantors and the Subsidiary Guarantor Pledgors entered into the Purchase Agreement with Credit Suisse, Haitong International and Morgan Stanley in connection with the issue of the Notes of US\$200 million 7.325% senior notes due 2020.

The Notes will be offered outside the United States in reliance on Regulation S under the U.S. Securities Act. The Company intends to use the proceeds from the Proposed Notes Issue mainly for refinancing existing indebtedness.

The Company may adjust its plans in response to changing market conditions and, thus, reallocate the use of the proceeds from the Notes Issue.

Approval in-principle has been received from the SGX-ST for the listing and quotation of the Notes on the Official List of the SGX-ST. Admission of the Notes to the Official List of the SGX-ST and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. No listing of the Notes has been sought in Hong Kong.

Reference is made to the previous announcement of the Company dated 22 January 2019 in relation to the Proposed Notes Issue. The Board is pleased to announce that on 22 January 2019, the Company, the Subsidiary Guarantors and the Subsidiary Guarantor Pledgors entered into the Purchase Agreement with Credit Suisse, Haitong International and Morgan Stanley in connection with the Proposed Notes Issue in the aggregate principal amount of US\$200 million.

THE PURCHASE AGREEMENT

Date: 22 January 2019

Parties:

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors as the guarantors of the Company's obligations under the Notes;
- (c) the Subsidiary Guarantor Pledgors as the pledgors of the Collateral held by them; and

- (d) Credit Suisse, Haitong International and Morgan Stanley, as the initial purchasers (the “**Initial Purchasers**”).

Credit Suisse, Haitong International and Morgan Stanley are the joint bookrunners and joint lead managers in respect of the offer and sale of the Notes. They are also the initial purchasers of the Notes. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiry, each of Credit Suisse, Haitong International and Morgan Stanley is an independent third party and not a connected person of the Company and its connected persons (as defined under the Listing Rules).

The Notes will be offered outside the United States in reliance on Regulation S under the U.S. Securities Act. None of the Notes will be offered to the public in Hong Kong.

Principal terms of the Notes

The following is a summary of certain provisions of the Notes and the Indenture. This summary does not purport to be complete and is qualified in its entirety by reference to the provisions of the Indenture, the Notes, the guarantees provided by the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any), and the Intercreditor Agreement.

Notes offered

Subject to certain conditions to completion, the Company will issue the Notes in the aggregate principal amount of US\$200 million which will mature on 27 January 2020, unless earlier redeemed pursuant to the terms thereof.

Offering price

The offering price of the Notes will be 100% of the principal amount of the Notes.

Interest rate

The Notes will bear interest from and including 29 January 2019 at the rate of 7.325% per annum, payable in arrears on 29 July 2019 and 27 January 2020.

Settlement date

29 January 2020 or such other date that shall be agreed between the Company and Initial Purchasers.

Ranking of the Notes

The Notes are (i) general obligations of the Company; (ii) senior in right of payment to any existing and future obligations of the Company expressly subordinated in right of payment to the Notes; (iii) at least *pari passu* in right of payment with all other unsecured, unsubordinated indebtedness of the Company (subject to any priority rights of such unsubordinated indebtedness pursuant to applicable law); (iv) guaranteed by the Subsidiary Guarantors on a senior basis, subject to certain limitations under the Indenture; (v) effectively subordinated to the other secured obligations (if any) of the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors, to the extent of the value of the assets serving as security therefore (other than the Collateral); and (vi) effectively subordinated to all existing and future obligations of the subsidiaries of the Non-Guarantor Subsidiaries.

After the extension of the security interests over the Collateral by the Company and the Subsidiary Guarantor Pledgors to secure the Notes and the Subsidiary Guarantees of the Subsidiary Guarantor Pledgors and subject to certain limitations, the Notes will (i) be entitled to a first priority lien on the Collateral pledged by the Company and the Subsidiary Guarantor Pledgors (subject to any permitted lien and *pari passu* sharing); (ii) rank effectively senior in right of payment to unsecured obligations of the Company with respect to the value of the Collateral pledged by the Company securing the Notes (subject to any priority rights of such unsecured obligations pursuant to applicable law); and (iii) rank effectively senior in right of payment to unsecured obligations of the Subsidiary Guarantor Pledgors with respect to the value of the Collateral pledged by each Subsidiary Guarantor Pledgor securing the Notes (subject to priority rights of such unsecured obligations pursuant to applicable law).

Security to be granted

The Company has agreed to extend, or cause each initial Subsidiary Guarantor Pledgors to extend, as the case may be, the Collateral to the holders of the Notes in order to secure the obligations of the Company under the Notes and the Indenture and of such initial Subsidiary Guarantor Pledgor under its Subsidiary Guarantee.

The Collateral will be shared on a *pari passu* basis by the holders of the Notes and the holders of other secured indebtedness including the January 2013 Notes, the 2015 Notes, the 2016 Notes, the March 2018 Notes, the May 2018 Notes, the April 2018 Notes and the lenders under the 2017 Facility. Accordingly, in the event of a default on the Notes or the other secured indebtedness and a foreclosure on the Collateral, any foreclosure proceeds would be shared by the holders of secured indebtedness in proportion to the outstanding amounts of each class of secured indebtedness.

Intercreditor Agreement

The Trustee will on the date when the Notes are issued accede to an Intercreditor Agreement. Upon the Trustee becoming a party to the Intercreditor Agreement, it will provide that the security interests created over the Collateral will be shared on a *pari passu* basis among (i) the holders of the Notes; (ii) the holders of the January 2013 Notes; (iii) the holders of the 2015 Notes; (iv) the holders of the 2016 Notes; (v) the holders of the March 2018 Notes; (vi) the holders of the May 2018 Notes; (vii) the holders of the April 2018 Notes; (viii) the lenders under the 2017 Facility; and (ix) the holder of the *pari passu* secured indebtedness, if any, incurred after the date hereof.

Events of default

The events of default under the Notes include, among others:

- (i) default in the payment of principal;
- (ii) default in the payment of interest;
- (iii) default in the performance or breach of the provisions of certain covenants, the failure by the Company to make or consummate an offer to purchase, or the failure by the Company to create, or cause its Restricted Subsidiaries to create, a first priority lien on the collateral (subject to any permitted lien) in accordance with the provisions described in the Indenture;
- (iv) the Company or any Restricted Subsidiary defaults in the performance of or breaches any other covenant or agreement in the Indenture or under the Notes (other than a default specified in clause (i), (ii) or (iii) above) and such default or breach continues for a period of 30 consecutive days after written notice by the Trustee or the holders of 25% or more in aggregate principal amount of the Notes;

- (v) there occurs with respect to any indebtedness of the Company or any Restricted Subsidiary having an outstanding principal amount of US\$7.5 million or more in the aggregate for all such indebtedness, (a) an event of default that has caused the holder thereof to declare such indebtedness to be due and payable prior to its stated maturity and/or (b) the failure to make a principal payment when due;
- (vi) one or more final judgments or orders exceeding US\$7.5 million for the payment of money are rendered against the Company or any of its Restricted Subsidiaries and are not paid or discharged;
- (vii) involuntary bankruptcy or insolvency proceedings against the Company or any Restricted Subsidiary with respect to it or its debts;
- (viii) voluntary bankruptcy or insolvency proceedings commenced by the Company or any Restricted Subsidiary or consent to such similar action or effect any general assignment for the benefit of creditors;
- (ix) any Subsidiary Guarantor or JV Subsidiary Guarantor denies or disaffirms in writing its obligations under its Subsidiary Guarantee, or JV Subsidiary Guarantee, or, except as permitted by the Indenture, any Subsidiary Guarantee or JV Subsidiary Guarantee is determined to be unenforceable or invalid or for any reason ceasing to be in full force and effect;
- (x) any default by the Company or any Subsidiary Guarantor Pledgor in the performance of any of its obligations under the security provided in relation to the Notes, which adversely affects the enforceability, validity, perfection or priority of the applicable lien on the Collateral or which adversely affects the condition or value of such Collateral, taken as a whole, in any material respect; or
- (xi) the Company or any Subsidiary Guarantor Pledgor denies or disaffirms in writing its obligations under the security provided in relation to the Notes or, other than in accordance with the Indenture and the relevant security documents provided under the Notes, any such relevant security document ceases to be or is not in full force and effect or the trustee ceases to have a first priority lien on the Collateral (subject to any permitted liens).

If an event of default (other than an event of default specified in (vii) or (viii) above) occurs and is continuing under the Indenture, the Trustee or the holders of at least 25% in aggregate principal amount of the Notes then outstanding, by written notice to the Company (and to the Trustee if such notice is given by the holders of the Notes), may, and the Trustee at the request of such holders of the Notes shall, declare the principal of, premium, if any, and accrued and unpaid interest on the Notes to be immediately due and payable. Upon a declaration of acceleration, such principal of, premium, if any, and accrued and unpaid interest shall be immediately due and payable.

If an event of default specified in (vii) or (viii) above occurs with respect to the Company or any Restricted Subsidiary, the principal of, premium, if any, and accrued and unpaid interest on the Notes then outstanding shall automatically become and be immediately due and payable without any declaration or other act on the part of the Trustee or any holder of the Notes.

Covenants

The Notes, the Indenture governing the Notes and the Subsidiary Guarantees will limit the Company's ability and the ability of its Restricted Subsidiaries to, among other things:

- (a) incur or guarantee additional indebtedness and issue disqualified or preferred stock;
- (b) declare dividends on its capital stock or purchase or redeem capital stock;
- (c) make investments or other specified restricted payments;
- (d) issue and sell capital stock of Restricted Subsidiaries;
- (e) guarantee indebtedness of Restricted Subsidiaries;
- (f) sell assets;
- (g) create liens;
- (h) enter into sale and leaseback transactions;

- (i) leverage in any business other than permitted business;
- (j) enter into agreements that restrict the Restricted Subsidiaries' ability to pay dividends, transfer assets or make intercompany loans;
- (k) enter into transactions with shareholders or affiliates; and
- (l) effect a consolidation or merger.

Optional Redemption

At any time on or after 29 July 2019, the Company may at its option redeem the Notes, in whole or in part, at a redemption price equal to 100% of principal amount plus accrued and unpaid interest, if any, to (but not including) the redemption date.

At any time and from time to time prior to 29 July 2019, the Company may redeem up to 35% of the aggregate principal amount of the Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 107.325% of the principal amount of the Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date.

At any time prior to 29 July 2019, the Company may at its option redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Notes plus the applicable premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

Proposed use of proceeds

The Company intends to use the proceeds from the Proposed Notes Issue to main for refinancing existing indebtedness.

The Company may adjust its plans in response to its business needs and changing market conditions and, thus, reallocate the use of the proceeds from the Notes Issue.

Listing

Approval in-principle has been received from the SGX-ST for the listing and quotation of the Notes on the Official List of the SGX-ST. Admission of the Notes to the Official List of the SGX-ST and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. No listing of the Notes has been sought in Hong Kong.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“2015 Notes”	the 8.75% senior notes due 2021 with an aggregate principal amount of US\$300,000,000, issued by the Company on 23 April 2015;
“2016 Notes”	the 6.75% senior notes due 2021 with an aggregate amount of US\$200,000,000, issued by the Company on 8 November 2016;
“2017 Facility”	the US\$150,000,000 facility granted to the Company pursuant to a facility agreement dated 28 March 2017, entered into between, among others, the Company and a number of lenders, including Bank of China (Hong Kong) Limited, Industrial Bank Co., Ltd. Hong Kong Branch, Nanyang Commercial Bank, Industrial and Commercial Bank of China (Asia) Limited and Shanghai Pudong Development Bank Co., Ltd;

“April 2018 Notes”	the 6.875% senior notes due 2020 with an aggregate principal amount of US\$386,000,000 issued by the Company on 23 April 2018 and 5 June 2018;
“Board”	the board of Directors;
“Collateral”	all collateral securing, or purported to be securing, directly or indirectly, the Notes, any Subsidiary Guarantee or any JV Subsidiary Guarantee pursuant to the security documents, and shall initially consist of the capital stock of the initial Subsidiary Guarantors;
“Common Stock”	with respect to any person, any and all shares, interests or other participations in, and other equivalents (however designated and whether voting or non-voting) of such Person’s common stock or ordinary shares, whether or not outstanding at the date of the Indenture, and includes, without limitation, all series and classes of such common stock or ordinary shares;
“Company”	Central China Real Estate Limited (建業地產股份有限公司*), an exempted company incorporated under the laws of the Cayman Islands with limited liability, whose Shares are listed on the main board of The Stock Exchange of Hong Kong Limited;
“Credit Suisse”	Credit Suisse (Hong Kong) Limited, one of the joint bookrunners and joint lead managers in respect of the Proposed Notes Issue;
“Director(s)”	the director(s) of the Company;

“Group”	the Company and its subsidiaries;
“Haitong International”	Haitong International Securities Company Limited, one of the joint bookrunners and joint lead managers in respect of the Proposed Notes Issue;
“HK\$” or “HKD”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Indenture”	the indenture to govern the Notes;
“Intercreditor Agreement”	the agreement dated 20 October 2010, as amended and supplemented to the date hereof, entered into between and among the Company, the Subsidiary Guarantor Pledgors, the trustee for the January 2013 Notes, the trustee for the 2015 Notes, the trustee for the 2016 notes, the trustee for the March 2018 Notes, the trustee for the May 2018 Notes, the trustee for the April 2018 Notes; the trustee for the 2017 Facility and the global security agent, to be acceded to by the Trustee on the Original Issue Date;
“January 2013 Notes”	the 8.00% senior notes due 2020 with an aggregate principal amount of US\$200,000,000 issued by the Company on 28 January 2013;
“JV Subsidiary Guarantees”	limited recourse guarantees given by the JV Subsidiary Guarantors on the Notes;

“JV Subsidiary Guarantors”	subsidiaries of the Company which in the future provides a JV Subsidiary Guarantee;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“March 2018 Notes”	the 6.50% senior notes due 2021 with an aggregate principal amount of US\$300,000,000 issued by the Company on 5 March 2018;
“May 2018 Notes”	the 6.25% senior notes due 2020 with an aggregate principal amount of S\$150,000,000 issued by the Company on 2 May 2018;
“Morgan Stanley”	Morgan Stanley & Co. International plc, one of the joint bookrunners and joint lead managers in respect of the Proposed Notes Issue;
“Non-Guarantor Subsidiaries”	Restricted Subsidiaries that do not guarantee the Notes;
“Notes”	US\$200 million 7.325% senior notes due 2020 to be issued by the Company;
“Notes Issue”	the issue of the Notes by the Company;
“Original Issue Date”	the date on which the Notes are originally issued under the Indenture;
“PRC”	the People’s Republic of China;
“Proposed Notes Issue”	the proposed issue of the Notes by the Company;

“Purchase Agreement”	the agreement entered into among the Company, the Subsidiary Guarantors, the Subsidiary Guarantor Pledgors and Credit Suisse, Haitong International and Morgan Stanley, dated 22 January 2019, in relation to the offer and sale of the Notes;
“Restricted Subsidiary(ies)”	any subsidiary of the Company other than an Unrestricted Subsidiary;
“S\$”	Singapore dollar, the lawful currency of Singapore;
“SGX-ST”	Singapore Exchange Securities Trading Limited;
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the share capital of the Company;
“Subsidiary Guarantee(s)”	guarantee(s) to be provided by the Subsidiary Guarantor(s);
“Subsidiary Guarantor Pledgors”	certain non-PRC subsidiaries of the Company that provide pledges over the shares of the Subsidiary Guarantors held by the non-PRC subsidiaries;
“Subsidiary Guarantors”	certain non-PRC subsidiaries of the Company which guarantee the Notes;
“Trustee”	DB Trustees (Hong Kong) Limited;
“Unrestricted Subsidiary”	any subsidiary of the Company that at the time of determination shall be designated as an Unrestricted Subsidiary by the Board in the manner provided in the Indenture, and any subsidiary of an Unrestricted Subsidiary;
“US”	the United States of America;
“US\$”	United States dollar, the lawful currency of the United States of America;

“U.S. Securities Act” the United States Securities Act of 1933, as amended;

“%” per cent.

By order of the Board
Central China Real Estate Limited
Wu Po Sum
Chairman

Hong Kong, 23 January 2019

As at the date of this announcement, the Board comprises nine Directors, of which Mr. Wu Po Sum, Mr. Liu Weixing and Mr. Wang Jun are executive Directors, Mr. Lucas Ignatius Loh Jen Yuh, Mr. Puah Tze Shyang and Ms. Wu Wallis (alias Li Hua) are non-executive Directors, Mr. Cheung Shek Lun, Mr. Xin Luo Lin and Dr. Sun Yuyang are independent non-executive Directors.

* *For identification purposes only*