

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act. No securities may be offered or sold in the United States absent registration except pursuant to an exemption from, or a transaction not subject to, the registration requirements. 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 issuer or the selling security holder. Such prospectus will contain detailed information about the company involved and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*

*The communication of this announcement and any other documents or materials relating to the issue of the Senior Notes offered hereby is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom's Financial Services and Markets Act 2000, as amended (the "FSMA"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order")), or who fall within Article 49(2)(a) to (d) of the Financial Promotion Order, or who are any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, the Senior Notes offered hereby are only available to, and any investment or investment activity to which this announcement relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on this announcement or any of its contents.*



**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 ADDITIONAL US\$200 MILLION 6.75%  
SENIOR NOTES DUE 2021 (TO BE CONSOLIDATED AND  
FORM A SINGLE SERIES WITH THE US\$200 MILLION  
6.75% SENIOR NOTES DUE 2021)**

Reference is made to the Announcements. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements.

On 26 September 2019, the Company, together with the Subsidiary Guarantors, entered into the Purchase Agreement with AMTD, Bank of America Merrill Lynch, BNP PARIBAS, China Everbright Bank Hong Kong Branch, DBS, Haitong International, HeungKong Financial and Morgan Stanley in connection with the Additional Notes Issue.

Bank of America Merrill Lynch, BNP PARIBAS, Haitong International and Morgan Stanley are joint global coordinators, AMTD, China Everbright Bank Hong Kong Branch, DBS and HeungKong Financial are joint bookrunners in respect of the offer and sale of the Additional Notes. They are also the initial purchasers of the Additional Notes.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of AMTD, Bank of America Merrill Lynch, BNP PARIBAS, China Everbright Bank Hong Kong Branch, DBS, Haitong International, HeungKong Financial and Morgan Stanley is an independent third party and not a connected person of the Company and its connected persons.

## **PRINCIPAL TERMS OF THE ADDITIONAL NOTES**

The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 2 November 2016, other than the followings:

### **Notes Offered**

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$200 million, to be consolidated and form a single series with the Original Notes. The Additional Notes will mature on 8 November 2021, unless earlier redeemed in accordance with the terms thereof.

### **Offering Price**

The offering price of the Additional Notes is 98.8046% of the principal amount of the Additional Notes plus accrued interest from (and including) 8 May 2019 to (but excluding) 8 October 2019.

## **PROPOSED USE OF PROCEEDS**

The Company intends to use the net proceeds from the issue of the Additional Notes to refinance the existing medium to long term indebtedness.

## **LISTING**

The Original Notes are listed on the SGX-ST. Application will be made to the SGX-ST for the listing and quotation of the Additional Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. Approval in-principle from, admission to the official list of, and the listing and quotation of the Additional Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors or any other subsidiary or associated company of the Company, the Notes or the Subsidiary Guarantees.

No PRIIPs key information document (KID) has been prepared as not available to retail in the EEA.

The Additional Notes have not been, and will not be, registered under the Securities Act. The Additional Notes will only be offered outside the United States in reliance on Regulation S under the Securities Act. None of the Additional Notes will be offered to the public in Hong Kong.

## **DEFINITIONS**

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

“Announcements”	the announcements dated 31 October 2016 and 2 November 2016 in respect of the issue of the Original Notes and 26 September 2019 in respect of the Additional Notes Issue
-----------------	--

“Purchase Agreement”

the agreement dated 26 September 2019 entered into by and among AMTD, Bank of America Merrill Lynch, BNP PARIBAS, China Everbright Bank Hong Kong Branch, DBS, Haitong International, HeungKong Financial and Morgan Stanley, the Company and the Subsidiary Guarantors in relation to the Additional Notes Issue

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

Hong Kong, 27 September 2019

*As at the date of this announcement, the Board comprises nine Directors, of which Mr. Wu Po Sum, Mr. Liu Weixing, Mr. Wang Jun and Mr. Yuan Xujun are executive Directors, Mr. Lim Ming Yan 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*