

NOT FOR DISTRIBUTION IN THE UNITED STATES, OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS

This announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

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 have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act. Any public offering of securities to be made in the United States will be made by means of an offering document. Such offering document will contain detailed information about the Company making the offer, the Parent Guarantor, its management, as well as financial statements. The Company and the Parent Guarantor do not intend to make any public offering of securities in the United States.

YANGO JUSTICE INTERNATIONAL LIMITED

(陽光城嘉世國際有限公司)

(incorporated with limited liability under the laws of Hong Kong)

(the “Company”)



Yango Group Co., Ltd.

(陽光城集團股份有限公司)

(incorporated in the People’s Republic of China with limited liability and listed on the Shenzhen Stock Exchange under stock code 000671)

(the “Parent Guarantor”)

OFFER TO PURCHASE

THE OUTSTANDING 9.50% SENIOR NOTES DUE 2021

(ISIN: XS1973241125, COMMON CODE: 197324112)

BACKGROUND

On April 3, 2019, the Company issued an aggregate principal amount of US\$250,000,000 9.50% senior notes due 2021 and further issued US\$150,000,000 additional 9.50% senior notes on May 6, 2019 and US\$60,000,000 additional 9.50% senior notes on July 8, 2019 (the “Notes”) (ISIN: XS1973241125, Common Code: 197324112). The Notes are unconditionally and irrevocably guaranteed by the Parent Guarantor and are listed on Singapore Exchange Securities Trading Limited. As at the date of this announcement, US\$460,000,000 of the Notes remains outstanding.

OFFER TO PURCHASE THE NOTES

On November 9, 2020, the Company and the Parent Guarantor commenced the Offer with respect to the outstanding Notes pursuant to and in accordance with the terms and conditions set out in the Offer to Purchase. The Offer will expire at 4:00 p.m. (London time) on November 16, 2020 (the “**Expiration Deadline**”), unless extended, re-opened, amended and/or terminated by the Company and the Parent Guarantor as provided in the Offer to Purchase.

Subject to the terms and conditions contained in the Offer to Purchase, the Company and the Parent Guarantor are offering to purchase for cash an aggregate principal amount of the Notes.

The Purchase Price payable to the Eligible Holders whose Notes are validly tendered and accepted for purchase will be equal to US\$1,016.25 for each US\$1,000 in principal amount of the Notes, excluding Accrued Interest Payment. The Company and the Parent Guarantor will also pay an Accrued Interest Payment on the Settlement Date in respect of Notes accepted for purchase pursuant to the Offer. Notes will be accepted only in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof. No tenders of the Notes will be valid if submitted after the Expiration Deadline. For

the avoidance of doubt, the Company and the Parent Guarantor may choose to purchase none of the Notes validly tendered pursuant to the Offer.

The Company and the Parent Guarantor intend to finance the Offer with their internal cash resources.

Tender Instructions will be irrevocable once delivered in accordance with the terms of the Offer except in the limited circumstances described in the Offer to Purchase.

The consummation of the Offer is also subject to the satisfaction or waiver of the conditions to the Offer as set forth in the Offer to Purchase. The Company and the Parent Guarantor reserve the right to extend, re-open, amend or terminate the Offer at their sole discretion at any time.

The Company and the Parent Guarantor will announce the results of the Offer as soon as reasonably practicable after the Expiration Deadline.

The Notes purchased by the Company and the Parent Guarantor pursuant to the Offer will be cancelled and those Notes will cease to be outstanding. The Notes which have not been validly submitted and accepted for purchase pursuant to the Offer will remain outstanding. Any Notes that remain outstanding after the Offer will continue to be the obligations of the Company and the Parent Guarantor. Holders of those outstanding Notes will continue to have all the rights associated with those Notes.

The Company and the Parent Guarantor will from time to time issue announcements in respect of the progress of the Offer as and when necessary pursuant to the Listing Rules and other relevant rules and regulations. Announcements will be made through the relevant Clearing System, the Offer Website and on the website of the Singapore Exchange Securities Trading Limited.

SETTLEMENT DATE

The Settlement Date for the Offer is currently expected to be November 19, 2020, subject to the right of the Company and the Parent Guarantor to extend, re-open, amend and/or terminate the Offer at any time (subject to applicable law and as provided in the Offer to Purchase).

The Purchase Price and the Accrued Interest Payment will only become payable upon acceptance by the Company and the Parent Guarantor of the Notes validly tendered in the Offer. The Purchase Price and the Accrued Interest Payment will be paid on the Settlement Date to each Eligible Holder in respect of Notes accepted for purchase.

PURPOSE OF THE OFFER

The Offer is being made as part of the Company and the Parent Guarantor's joint efforts to proactively manage the Company's balance sheet liabilities and optimize its debt structure.

OTHER INFORMATION

For a detailed statement of the terms and conditions of the Offer, Eligible Holders should refer to the Offer to Purchase which will be available on the Offer Website. In connection with the Offer, the Company and the Parent Guarantor have mandated Standard Chartered Bank, Haitong International Securities Company Limited and Guotai Junan Securities (Hong Kong) Limited (as the Dealer Managers) and D.F. King Ltd. as the Information and Tender Agent.

D.F. King may be contacted in London at +44 20 7920 9700 and in Hong Kong at +852 3953 7208 or via email at yang@dfkingltd.com.

Further terms and conditions of the Offer are set forth in the Offer to Purchase. The Offer to Purchase can be found on the Offer Website: <https://sites.dfkingltd.com/yango>. Any requests for additional copies of the Offer to Purchase or instruction enquiries may be directed to the Information and Tender Agent at the above contact points.

INFORMATION ABOUT THE COMPANY AND THE PARENT GUARANTOR

The Company is the Parent Guarantor's wholly-owned subsidiary and the Parent Guarantor's offshore financing platform. It carries on and has carried on no business other than entering into arrangements for (i) the issue of offshore indebtedness and the lending of the net proceeds thereof to the Parent Guarantor or to subsidiaries of the Parent Guarantor; and (ii) derivative transactions for the purpose of hedging foreign exchange risks.

The Parent Guarantor is one of the leading large-scale real property developers in China. It provides a rich product line which covers middle and high-end apartments and villas in terms of residential properties and commercial offices, commercial complexes and star hotels in terms of commercial properties. The Parent Guarantor has expanded its operation to and also possesses a large land bank with premium locations in Greater Fujian Area, Yangtze River Delta Region, Pearl River Delta Region, Taiyuan, Chongqing and Xi'an and other selected strategic cities in China.

IMPORTANT NOTICE – THE OFFER IS AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (WITHIN THE MEANING OF REGULATION S) AND ARE OUTSIDE THE UNITED STATES; U.S. PERSONS (AS DEFINED IN REGULATION S), PERSONS ACTING FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER THE NOTES IN THE OFFER.

GENERAL

The Offer is not being made within, and the Offer to Purchase is not for distribution in, the United States or to, or for the account or benefit of, any U.S. person (as defined under Regulation S). The Offer to Purchase is not an offer of securities for sale in the United States or to, or for the account or benefit of, any U.S. person (as defined under Regulation S) or any other jurisdiction where it is unlawful to offer such securities and any guarantees with respect thereto, for sale.

The Offer to Purchase and this announcement do not constitute, and may not be used in connection with, an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company and the Parent Guarantor will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No securities of the Company, the Parent Guarantor or any of their respective subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Offer to Purchase comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement and/or the Offer to Purchase, including, among others, those statements relating to the Offer are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes, changes in the business and financial condition of the Company, the Parent Guarantor and any of their respective subsidiaries, changes in the property industry and changes in the capital markets in general.

Shareholders, holders of the Notes and potential investors in any securities of the Company and the Parent Guarantor should note that completion of the Offer is subject to the terms and as set forth in the Offer to Purchase and summarized in this announcement. No assurance can be given that any of the Offer will be completed and the Company and the Parent Guarantor reserve the right, at their sole and absolute discretion, to extend, re-open, amend and/or terminate the Offer, and amend, modify or waive any of the terms and conditions of the Offer at any time (subject to applicable law and as provided in the Offer to Purchase).

As the Offer may or may not proceed, shareholders, holders of the Notes and potential investors in any securities of the Company and the Parent Guarantor should exercise caution when dealing in the securities of the Company and the Parent Guarantor or the Notes.

If any Eligible Holder is in any doubt as to the contents of this Offer to Purchase or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Eligible Holders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Notes for cash. None of the Company, the Parent Guarantor, the Dealer Managers, the Information and Tender Agent, the Trustee, the Paying Agent, Transfer Agent and Registrar of the Notes nor any of their respective directors, officers, employees, representatives, agents, affiliates or advisors makes any recommendation as to whether the Eligible Holders should tender Notes for purchase pursuant to the Offer.

DEFINITIONS

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

“Accrued Interest”	Interest accrued and unpaid on the principal amount of Notes from and including the last interest payment date of October 3, 2020 up to, but excluding, the Settlement Date.
“Accrued Interest Payment”	An amount in cash (rounded to the nearest US\$0.01, with half a cent rounded upwards) equal to the Accrued Interest on Notes accepted for purchase by the Company and the Parent Guarantor.
“Company”	YANGO JUSTICE INTERNATIONAL LIMITED (陽光城嘉世國際有限公司), a company incorporated with limited liability in Hong Kong.
“Eligible Holders”	Holders of the Notes who are not U.S. Persons, are located or resident outside the United States and are not Sanctions Restricted Persons (as defined in the Offer to Purchase).
“Expiration Deadline”	4:00 p.m., London time, on November 16, 2020 (subject to the right of the Company and the Parent Guarantor, in their sole discretion, to extend, reopen, amend and/or terminate the Offer).
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China.
“Information and Tender Agent”	D.F. King Ltd.
“Dealer Managers”	Standard Chartered Bank, Haitong International Securities Company Limited and Guotai Junan Securities (Hong Kong) Limited.
“Listing Rules”	The Rules Governing the Listing of Securities on the Singapore Exchange Securities Trading Limited.
“Offer”	The offer to purchase for cash by the Company and the Parent Guarantor of the Company’s outstanding 9.50% Senior Notes due 2021 (on all terms and subject to the conditions set out in the Offer to Purchase).
“Offer to Purchase”	The offer to purchase dated November 9, 2020 made available to the holders of the Notes in relation to the Offer (as it may be supplemented or amended from time to time).
“Offer Website”	https://sites.dfkingltd.com/yango , the website set up by the Information and Tender Agent for the purposes of hosting the documents relating to the Offer.
“Parent Guarantor”	Yango Group Co., Ltd. (陽光城集團股份有限公司), a company incorporated in the PRC with limited liability and listed on the Shenzhen Stock Exchange under stock code 000671.
“PRC”	The People’s Republic of China (for the purposes of this announcement, excluding Hong Kong, Macau

	Special Administrative Region of the People's Republic of China and Taiwan).
“Regulation S”	Regulation S under the U.S. Securities Act.
“Settlement Date”	The date of settlement which is expected to occur on or about November 19, 2020 (subject to the right of the Company and the Parent Guarantor to extend, re-open, amend and/or terminate the Offer at any time).
“U.S. Securities Act”	The United States Securities Act of 1933, as amended.
“United States” or “U.S.”	The United States of America.
“US\$”	United States dollars, the lawful currency of the United States.
“%”	Per cent.

Hong Kong, November 9, 2020

As at the date of this announcement, the directors of YANGO JUSTICE INTERNATIONAL LIMITED (陽光城嘉世國際有限公司) are Ms. Chen Ni and Mr. Wang Jun and the directors of Yango Group Co., Ltd. (陽光城集團股份有限公司) are Mr. Lin Tengjiao, Mr. Zhu Rongbin, Ms. He Mei, Mr. Lin Yihui, Mr. Liao Jianfeng, Mr. Zhong Changyu, Mr. Wu Xiangdong, Mr. Lu Xiaoma, Mr. Liu Jingdong and Mr. Guo Yongqing.