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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. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.



REDCO PROPERTIES GROUP LIMITED

力高地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1622)

**REPURCHASE OF THE AUGUST 2020 NOTES
(ISIN: XS2204388644) AND ISSUE OF THE ADDITIONAL
AUGUST 2023 NEW NOTES (ISIN: XS2459381369)**

Reference is made to the announcements of the Company dated March 14, 2022, March 18, 2022, March 23, 2022, March 31, 2022 and April 11, 2022 (collectively, the “**Announcements**”) in relation to the Offer to Purchase. Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcements.

Description of the Transaction

On August 4, 2022, the Company, the Subsidiary Guarantors and certain holder of August 2020 Notes (the “**Investor**”) entered into a notes buyback agreement (the “**Notes Buyback Agreement**”), pursuant to which, upon the terms and conditions set forth in the Note Buyback Agreement, the Investor has agreed to sell to the Company the August 2020 Notes, in an aggregate principal amount of US\$31,000,000 to the Company in consideration of an aggregate principal amount of US\$31,000,000 of the August 2023 New Notes to be issued by the Company to the Investor (the “**Additional August 2023 New Notes**”, to be consolidated and form a single series with the US\$267,256,792 principal amount of the Company’s August 2023 New Notes issued on April 8, 2022 (the “**Original August 2023 New Notes**”)) and payment of certain cash consideration. Such repurchase of the August 2020 Notes, issue of Additional August 2023 New Notes by the Company and any transaction related thereto or contemplated thereunder, is defined as the “**Transaction**”.

From April 11, 2022 to the date of this announcement, the Company has made a purchase (“**Subsequent Repurchase**”) of the August 2020 Notes in aggregate principal amount of US\$2,000,000. Taking into account the Transaction and the Subsequent Repurchase, at the consummation of the Transaction, the outstanding aggregate principal amount of the August 2020 Notes will be US\$9,901,000.

Purpose of the Transaction

The Company is conducting the Transaction to improve its debt maturity profile, strengthen its balance sheet and improve cash flow management.

The Expected Timeline of the Transaction

The Company expects the Additional August 2023 New Notes to be issued on August 8, 2022 and listed on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on August 10, 2022.

For the Eligible Holders of the outstanding August 2020 Notes who have not yet tendered their notes to participate in the Offer to Purchase, and as a gesture of goodwill, the Company is pleased to encourage them to contact it.

Application has been made to the SGX-ST for the listing and quotation of the Additional August New 2023 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 herein. Approval in-principle from, admission to the Official List of, and the listing and quotation of the August 2023 New Notes on, the SGX-ST are not to be taken as an indication of the merits of the offering of Additional August 2023 New Notes, the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors or any of their respective subsidiaries or associated companies, the August 2023 New Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees.

FORWARD LOOKING STATEMENTS

Forward-looking statements in this announcement, including those statements relating to the Transaction, are based on current expectations, assumptions, estimates and projections about the Company and its industry. These statements are not guarantees of future performance and that the Company’s actual results of operations, financial condition and liquidity, and the development of the industry in which the Company operates may differ materially from those made in, or suggested by, the forward-looking statements in this announcement. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Important factors that could cause those differences include, but are not limited to, changes in the competitive environment and regulatory environment of the industry in the PRC relevant to the business of the Company, changes in the business and financial condition of the Company and its subsidiaries and changes in the general economic trend in the PRC.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE EXISTING NOTES OF THE COMPANY.

SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES OF THE COMPANY AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE TRANSACTION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE TRANSACTION AS SET FORTH IN THE NOTES BUYBACK AGREEMENT. NO ASSURANCE CAN BE GIVEN THAT THE TRANSACTION WILL BE COMPLETED.

AS THE TRANSACTION MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES OF THE COMPANY AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE EXISTING NOTES OF THE COMPANY.

By Order of the Board
Redco Properties Group Limited
Chairman
Wong Yeuk Hung

Hong Kong August 5, 2022

As at the date of this announcement, the executive Directors of the Company are Mr. Wong Yeuk Hung JP, Mr. Huang Ruoqing and Mr. Tang Chengyong, and the independent non-executive Directors of the Company are Mr. Chau On Ta Yuen SBS, BBS, Dr Tam Kam Kau, GBS, SBS, JP and Mr. Yip Tai Him.