

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.



POWERLONG

宝龙

POWERLONG REAL ESTATE HOLDINGS LIMITED

寶龍地產控股有限公司

(incorporated with limited liability under the laws of the Cayman Islands)

(Stock Code: 1238)

**UPDATE TO THE EXCHANGE OFFER,
THE CONSENT SOLICITATION
AND
THE CONCURRENT CONSENT SOLICITATION**

Reference is made to the announcement of the Company dated June 21, 2023 in relation to the commencement of the Exchange Offer, the Consent Solicitation and the Concurrent Consent Solicitation (the “**Announcement**”). Unless otherwise defined, capitalised terms in this announcement will have the same meaning as those defined in the Announcement as the context requires.

The Company would like to express their sincere gratitude to holders who have so far participated in the Exchange Offer, the Consent Solicitation and the Concurrent Consent Solicitation. The Company is pleased to announce that as of the time of this announcement, a large amount of tender of the Exchange Notes from the Eligible Holders and consenting votes of the Consent Notes and Concurrent Consent Notes from the Holders of each series of the notes under the Consent Solicitation and Concurrent Consent Solicitation have been received.

The Company urges Eligible Holders of the Exchange Notes who have not yet tendered their Exchange Notes and the Holders of the Consent Notes and the Concurrent Consent Notes who have not yet provided their Consent or Concurrent Consent to do so as soon as possible before the expiration deadline of the Exchange Offer, the Consent Solicitation and the Concurrent Consent Solicitation, which is 4:00 p.m., London time (11:00 p.m., Hong Kong time), on July 4, 2023. If the Exchange Offer, the Consent Solicitation and the Concurrent Consent Solicitation are successfully consummated, the Company would be able to focus its resources back into improving its operations to regain market position in order to generate value for its stakeholders.

GENERAL

The New Notes have not been registered under the U.S. Securities Act, or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This announcement is not an offer to purchase or a solicitation of an offer to sell securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful.

The Consent Solicitation, the Concurrent Consent Solicitation and the Exchange Offer are not being made to (nor will the tender of the Exchange Notes and the delivery of Consents or Concurrent Consents be accepted from or on behalf of) Holders of the Consent Notes or the Concurrent Consent Notes or Eligible Holders of Exchange Notes in any jurisdiction where the making or acceptance of the Consent Solicitation, the Concurrent Consent Solicitation or the Exchange Offer would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Consent Solicitation, the Concurrent Consent Solicitation or the Exchange Offer or the delivery of Consents or the Concurrent Consents would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Consent Solicitation, the Concurrent Consent Solicitation and the Exchange Offer will not be made to (nor will tenders or Consents or the Concurrent Consents be accepted from or on behalf of) any Holders of the Consent Notes or the Concurrent Consent Notes or Eligible Holders of Exchange Notes residing in such jurisdiction.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL THE CONSENT NOTES, THE CONCURRENT CONSENT NOTES, THE EXCHANGE NOTES OR THE NEW NOTES.

SHAREHOLDERS, HOLDERS OF THE CONSENT NOTES OR THE CONCURRENT CONSENT NOTES, ELIGIBLE HOLDERS OF THE EXCHANGE NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE CONSENT SOLICITATION, THE CONCURRENT CONSENT SOLICITATION AND THE EXCHANGE OFFER IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION AS SET FORTH IN THE CONSENT SOLICITATION STATEMENT, THE CONCURRENT CONSENT SOLICITATION AS SET FORTH IN THE CONCURRENT CONSENT SOLICITATION STATEMENT AND THE EXCHANGE OFFER AS SET FORTH IN THE EXCHANGE OFFER MEMORANDUM, AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE CONSENT SOLICITATION, THE CONCURRENT CONSENT SOLICITATION OR THE EXCHANGE OFFER WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE CONSENT SOLICITATION, THE CONCURRENT CONSENT SOLICITATION OR THE EXCHANGE OFFER WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION, THE CONCURRENT CONSENT SOLICITATION AND THE EXCHANGE OFFER. AS THE CONSENT SOLICITATION, THE CONCURRENT CONSENT SOLICITATION AND THE EXCHANGE OFFER MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE CONSENT NOTES, HOLDERS OF THE CONCURRENT CONSENT NOTES, ELIGIBLE HOLDERS OF THE EXCHANGE NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY, THE EXCHANGE NOTES, THE CONSENT NOTES OR THE CONCURRENT CONSENT NOTES.

FORWARD-LOOKING STATEMENTS

Forward-looking statements in this announcement 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.

IMPORTANT NOTICE – THE EXCHANGE 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 UNDER 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 EXCHANGE NOTES IN THE EXCHANGE OFFER.

By order of the Board
Powerlong Real Estate Holdings Limited
HOI Kin Hong
Chairman

Hong Kong, July 3, 2023

As of the date of this announcement, the executive directors of the Company are Mr. Hoi Kin Hong, Mr. Hoi Wa Fong, Mr. Xiao Qing Ping, Ms. Shih Sze Ni Cecilia and Mr. Zhang Hong Feng; the non-executive director of the Company is Ms. Hoi Wa Fan; and the independent non-executive directors of the Company are Dr. Ngai Wai Fung, Dr. Mei Jian Ping and Dr. Ding Zu Yu.