

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. No public offer of securities is to be made by the Company in the United States.



建業地產股份有限公司 *
Central China Real Estate Limited

(Incorporated in the Cayman Islands with limited liability)

CONSENT SOLICITATION IN RESPECT OF

- (i) US\$200 MILLION 8.00% SENIOR NOTES DUE 2020 (ISIN: XS0879582301);**
 - (ii) US\$400 MILLION 6.50% SENIOR NOTES DUE 2018 (ISIN: XS0937236783);**
 - (iii) US\$300 MILLION 8.75% SENIOR NOTES DUE 2021 (ISIN: XS1219965297);**
 - (iv) US\$200 MILLION 6.75% SENIOR NOTES DUE 2021 (ISIN: XS1512966372);**
- AND**
- (v) US\$200 MILLION 6.00% SENIOR NOTES DUE 2018 (ISIN: XS1643339739)**

This announcement is made by Central China Real Estate Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Listing Rules.

* For identification purposes only

Reference is made to

- (i) the announcements dated 21 January 2013 and 22 January 2013 and the overseas regulatory announcement dated 29 January 2013 regarding the indenture, dated 28 January 2013 (as supplemented or amended to the date hereof, the “**January 2013 Notes Indenture**”), by and among the Company, the Subsidiary Guarantors (as defined therein) and DB Trustees (Hong Kong) Limited (the “**Trustee**”), as trustee, governing its US\$200 million 8.00% Senior Notes due 2020 (Common Code 087958230, ISIN XS0879582301) (the “**January 2013 Notes**”);
- (ii) the announcements dated 22 May 2013 and 23 May 2013 and the overseas regulatory announcement dated 5 June 2013 regarding the indenture, dated 4 June 2013 (as supplemented or amended to the date hereof, the “**June 2013 Notes Indenture**”), by and among the Company, the Subsidiary Guarantors (as defined therein) and the Trustee, governing its US\$400 million 6.50% Senior Notes due 2018 (Common Code 093723678, ISIN XS0937236783) (the “**June 2013 Notes**”);
- (iii) the announcements dated 14 April 2015 and 15 April 2015 and the overseas regulatory announcement dated 24 April 2015 regarding the indenture, dated 23 April 2015 (as supplemented or amended to the date hereof, the “**2015 Notes Indenture**”), by and among the Company, the Subsidiary Guarantors (as defined therein) and the Trustee, governing its US\$300 million 8.75% Senior Notes due 2021 (Common Code 121996529, ISIN XS1219965297) (the “**2015 Notes**”);
- (iv) the announcements dated 31 October 2016 and 1 November 2016 and the overseas regulatory announcement dated 9 November 2016 regarding the indenture, dated 8 November 2016 (as supplemented or amended to the date hereof, the “**2016 Notes Indenture**”), by and among the Company, the Subsidiary Guarantors (as defined therein) and the Trustee, governing its US\$200 million 6.75% Senior Notes due 2021 (Common Code 151296637, ISIN XS1512966372) (the “**2016 Notes**”);
- (v) the announcements dated 11 July 2017 and 12 July 2017 and the overseas regulatory announcement dated 24 July 2017 regarding the indenture, dated 18 July 2017 (as supplemented or amended to the date hereof, the “**2017 Notes Indenture**” and, together with the January 2013 Notes Indenture, the June 2013 Notes Indenture, the 2015 Notes Indenture and the 2016 Notes Indenture, collectively the “**Indentures**”), by and among the Company, the Subsidiary Guarantors (as defined therein) and the Trustee, governing its US\$200 million 6.00% Senior Notes due 2018 (Common Code 164333973, ISIN XS1643339739) (the “**2017 Notes**” and, with the January 2013 Notes, the June 2013 Notes, the 2015 Notes and the 2016 Notes, collectively the “**Notes**”, and each a “**Series**”);

The Company today announced a solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments to the Indentures by and between the Company, the Subsidiary Guarantors (as defined therein) and the Trustee governing the Notes (the “**Proposals**”).

The principal purpose of the Consent Solicitation and the Proposals is to (i) amend certain provisions in the January 2013 Notes Indenture, the June 2013 Notes Indenture and the 2015 Notes Indenture to bring them into conformity with the terms of the Company's more recently issued 2016 Notes and 2017 Notes, and (ii) introduce certain new amendments to the Indentures which would provide greater flexibility for the Company to pursue additional business opportunities and make investments in accordance with the Company's business plans.

The record date for the Consent Solicitation is 5:00 p.m., Central European Summer Time, on 4 August 2017. The Consent Solicitation will expire at 5:00 p.m., Central European Summer Time, on 18 August 2017, unless extended or terminated by the Company.

With respect to each Series of the Notes, the Company is offering to the holders of record of the Notes as of the record date (the "**Holders**") a consent fee of US\$2.0 for each US\$1,000 in principal amount of the Notes, in respect of which any Holder has validly delivered a consent on or prior to the expiration date of the Consent Solicitation as described above. The Company's obligation to accept consents and pay the consent fee is conditioned on, among other things, there being validly delivered consents from the Holders of not less than a majority in aggregate principal amount of the outstanding Notes of each Series and the supplemental indenture of each Series giving effect to the Proposals being duly executed and delivered.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposals, Holders should refer to the consent solicitation statement dated 7 August 2017 (the "**Consent Solicitation Statement**"). The Consent Solicitation Statement will be available via the following website: <https://sites.dfkingltd.com/CCRE> for the Consent Solicitation. The Company has engaged Morgan Stanley & Co. International plc to act as Solicitation Agent for the Consent Solicitation. Questions from holders of Notes regarding the Consent Solicitation should be directed to the Solicitation Agent for the Consent Solicitation, Morgan Stanley & Co. International plc, Debt Capital Markets, at International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong (telephone: +852 2239 7358). Requests for additional copies of the Consent Solicitation Statement should be directed to the Information and Tabulation Agent for the Consent Solicitation, D.F. King (telephone: +44 20 7920 9700 or +852 3953 7230; email: ccre@dfkingltd.com; website: <https://sites.dfkingltd.com/CCRE>).

This announcement is not a solicitation of consent with respect to the Notes. The Consent Solicitation is being made solely by the Consent Solicitation Statement, which sets forth a detailed description of the terms of the Consent Solicitation.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such restrictions.

As there is no assurance that the requisite consents necessary for the Proposals will be obtained or the conditions to the Consent Solicitation will be satisfied. Holders, shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the scheduled expiration date and payment of the consent fee, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. 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 and its subsidiaries; changes in the debt markets in general; and the occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 7 August 2017

As at the date of this announcement, the Board comprises nine Directors, of which Mr. Wu Po Sum, Mr. Liu Weixing and Ms. Yan Yingchun 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. Muk Kin Yau and Mr. Xin Luo Lin are independent non-executive Directors.