

*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 will not be registered under the Securities Act, and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. 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 and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*

**Guangzhou Fineland Real Estate Development Co., Ltd.**  
**广州市方圆房地产发展有限公司**

*(incorporated in People's Republic of China with limited liability)*

**RESULTS OF EXCHANGE OFFER FOR THE EXISTING NOTES**

Reference is made to the announcements of the Company dated January 8, 2021 and January 12, 2021 (the “**Announcements**”), which set out the key terms of the Exchange Offer. Unless otherwise defined, capitalized terms in this announcement will have the same meaning as those defined in the Announcements.

The Exchange Offer expired at 4:00 p.m., London time, on January 19, 2021. The Company hereby informs Eligible Holders that, as at the Exchange Expiration Deadline, US\$236,250,000 of the Existing Notes, representing approximately 78.75% of the total aggregate principal amount of the outstanding Existing Notes, has been validly tendered for exchange and accepted pursuant to the Exchange Offer.

With respect to the Existing Notes tendered for exchange, subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer, the Company expects to issue US\$236,250,000 of the New Notes pursuant to the Exchange Offer.

The Company will make a further announcement in respect of the final pricing details of the New Notes and the Concurrent New Money Issuance (if any) with respect to the New Notes Offering in due course.

**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.

**Holders of the Existing Notes and potential investors should note that completion of the Exchange Offer remains subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer as set forth in the Exchange Offer Memorandum and summarized in**

**the Announcements. No assurance can be given that the Exchange Offer will be completed and the Company reserves the right to amend, withdraw or terminate the Exchange Offer with or without conditions.**

**The Company may, at its sole discretion, amend or waive certain of the conditions precedent to the Exchange Offer. As the Exchange Offer may or may not proceed, holders of the Existing Notes and potential investors should exercise caution when dealing in the Existing Notes.**

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

**The Exchange Offer Memorandum and all other documents related to the Exchange Offer are available on the Exchange Website: <https://sites.dfkingltd.com/fineland>**

**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 EXISTING NOTES IN THE EXCHANGE OFFER.**

By Order of the Board  
**Guangzhou Fineland Real Estate Development Co., Ltd.**

Hong Kong, January 20, 2021