

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.

GEMSTONES INTERNATIONAL LIMITED

(碧玺国际有限公司)

(Incorporated in British Virgin Islands with Limited Liability)

Consent Solicitation in respect of

8.5% Senior Notes Due 2020

Unconditionally and Irrevocably Guaranteed by



LVGEM

綠景(中國)地產投資有限公司

LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(HKSE Stock Code: 95)

ANNOUNCEMENT

Hong Kong – November 7, 2018 – LVGEM (China) Real Estate Investment Company Limited (綠景(中國)地產投資有限公司) (the “**Company**”) (HKEX: 00095) today announced a solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposed Amendments**”) to the Indenture, dated as of August 15, 2017 (as supplemented or amended to the date hereof, the “**Indenture**”), by and between Gemstones International Limited (碧玺国际有限公司) (a wholly owned subsidiary of the Company, the “**Issuer**”), the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 8.5% Senior Notes Due 2020 (Common Code 164355667, ISIN No. XS1643556670) (the “**Notes**”). Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Indenture.

The principal purpose of the Consent Solicitation and the Proposed Amendments is to obtain the Requisite Consents to amend the Indenture to give the Company additional flexibility to incur debt in pursuing new business opportunities and new sources of capital in accordance with the terms and subject to the conditions set forth therein.

The record date for the Consent Solicitation is 5:00 p.m., Central European Time, on November 6, 2018. The Consent Solicitation will expire at 5:00 p.m., Central European Time, on November 21, 2018, unless extended or terminated by the Company. The Company is offering to the holders of record of the Notes as of the record date (the “**Holders**”) a consent fee of US\$2.5 for each US\$1,000 in principal amount of the Notes in respect of which such holder has validly delivered (and has not validly revoked) a consent prior to the expiration of the Consent Solicitation. The Company’s obligation to accept consents and pay the consent fee is conditioned on, among other things, there being validly delivered unrevoked consents from the holders of not less than a majority in aggregate principal amount of the outstanding Notes and supplemental indenture with respect to the Notes giving effect of the Proposed Amendments being duly executed and delivered to the trustee.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposed Amendments, holders of the Notes should refer to the Consent Solicitation Statement dated November 7, 2018 (the “**Consent Solicitation Statement**”). The Consent Solicitation Statement will be available on the consent website: <https://sites.dfkingltd.com/lvgem>. D.F. King Ltd. acts as the information and tabulation agent for the Consent Solicitation (the “**Information and Tabulation Agent**”). The Company has engaged Nomura International plc to act as the sole solicitation agent for the Consent Solicitation (the “**Solicitation Agent**”). Questions from holders of Notes regarding the Consent Solicitation or requests for additional copies of the Consent Solicitation Statement should be directed to the Information and Tabulation Agent at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Central Hong Kong or 125 Wood Street, London EC2V 7AN, United Kingdom (tel: +852 3953 7231 (Hong Kong) or +44 20 7920 9700 (London), e-mail: lvgem@dfkingltd.com) or the Solicitation Agent via telephone: +852 2536 7056 (Hong Kong) or +44 (0) 20 7103 6597 (London), E-mail: liability.management@nomura.com.

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.

ABOUT THE COMPANY

The Company is a leading, specialized property developer and commercial property operator based in Shenzhen, PRC. The Company is listed on the Stock Exchange of Hong Kong (Hong Kong Stock Code: 00095). The Company aims to be the most respected urban value creator by providing quality products and services and creating social, economic and cultural values for cities. For more information, please visit <http://www.lvgem-china.com/>.

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.

On behalf of the Board
**LVGEM (China) Real Estate Investment Company
Limited**

(綠景(中國)地產投資有限公司)

Huang Jingshu
Chairman

Hong Kong, November 7, 2018