

ANNOUNCEMENT
OFFER AND CONSENT SOLICITATION



**Invitation to holders of any and all of the following series (each, a "Series")
of outstanding Bonds to offer to tender Bonds for repurchase for cash
and
to approve certain proposed amendments to the terms and conditions of the Bonds
and the related Trust Deeds**

**Gemdale International
Investment Limited**

*(Incorporated with limited liability in
Hong Kong and an indirect wholly-
owned subsidiary of Gemdale
Corporation)*

US\$350,000,000
7.125 per cent. Guaranteed
Bonds due 2017
(ISIN: XS0854399952)
issued on 16 November 2012

(the "2017 USD Bonds")

**Gemdale (Asia)
Investment Limited**

*(Incorporated with limited liability in
the Hong Kong and an indirect wholly-
owned subsidiary of Gemdale
Corporation)*

CNY1,050,000,000
6.50 per cent. Guaranteed
Bonds due 2017
(ISIN: XS1018614732)
issued on 4 March 2014

(the "2017 CNY Bonds")

**Gemdale (Asia)
Holding Limited**

*(Incorporated with limited liability in
Hong Kong and an indirect wholly-
owned subsidiary of Gemdale
Corporation)*

CNY2,000,000,000
5.625 per cent. Guaranteed
Bonds due 2018
(ISIN: XS0905629084)
issued on 21 March 2013

(the "2018 CNY Bonds")

(the 2017 USD Bonds, 2017 CNY Bonds and 2018 CNY Bonds together, the "**Bonds**")

Gemdale International Investment Limited, Gemdale (Asia) Investment Limited and Gemdale (Asia) Holding Limited (together, the "**Issuers**" and each an "**Issuer**") announces an invitation to holders of any and all of its outstanding 2017 USD Bonds, 2017 CNY Bonds and 2018 CNY Bonds to offer to tender such Bonds for repurchase for cash (each, an "**Offer**") and to approve certain proposed amendments to the terms and conditions of the Bonds and the related trust deeds constituting each Bond (each, a "**Proposal**").

The Issuers have mandated DBS Bank Ltd. as structuring adviser and DBS Bank Ltd. and Standard Chartered Bank as joint dealer managers in relation to the Offer and Proposal. The Issuers have also mandated D.F. King as Tender and Tabulation Agent.

Each Offer and Proposal is being made upon the terms and subject to the conditions set forth in the offer and consent solicitation memorandum dated 14 September 2015 (the "**Memorandum**").

Summary of each Offer and Proposal

The following is a brief summary of certain terms of each Offer and Proposal:

Issuer	Description of the Bonds	ISIN/ Common Code	Outstanding principal amount	Repurchase Price	Early Consent Fee	Ordinary Consent Fee	Amount subject to the Offer
Gemdale International Investment Limited	2017 USD Bonds	XS0854399952 / 085439995	US\$284,284,000	US\$1,035.625 per US\$1,000 in principal amount	US\$7.00 per US\$1,000 in principal amount	US\$3.50 per US\$1,000 in principal amount	Any and all
Gemdale (Asia) Investment Limited	2017 CNY Bonds	XS1018614732/ 101861473	CNY1,050,000,000	CNY9,900 per CNY10,000 in principal amount	CNY100.00 per CNY10,000 in principal amount	CNY5.00 per CNY10,000 in principal amount	Any and all
Gemdale (Asia) Holding Limited	2018 CNY Bonds	XS0905629084/ 090562908	CNY323,890,000	CNY9,700 per CNY10,000 in principal amount	None	CNY25.00 per CNY10,000 in principal amount	Any and all

By offering to tender Bonds in the Offer, Bondholders will have been deemed to have automatically instructed the Tender and Tabulation Agent to arrange for the appointment of two or more of its representatives as a proxy to vote in favour of the relevant Proposal.

Rationale of the Offer and Proposals

Gemdale Corporation (the "**Company**") is currently seeking to manage its capital structure and outstanding bonds issued by the Company or its group companies.

Consent Fee

Holders of the 2017 USD Bonds and 2017 CNY Bonds who provide valid Electronic Instructions (as defined in the Memorandum) in favour of the relevant Extraordinary Resolution (as defined in the Memorandum) on or prior to the Early Consent Deadline (as set out below) and does not revoke such Electronic Instruction on or prior to the Expiration Time (as set out below) will be eligible to receive the applicable Early Consent Fee (set out above).

Holders of the 2017 USD Bonds and 2017 CNY Bonds who provide valid Electronic Instructions in favour of the relevant Extraordinary Resolution after the Early Consent Deadline but on or prior to the Expiration Time and does not revoke such Electronic Instruction on or prior to the Expiration Time will be eligible to receive the applicable Ordinary Consent Fee (set out above).

Bondholders will only be entitled to either the Early Consent Fee or the Ordinary Consent Fee.

Holders of the 2018 CNY Bonds who provide valid Electronic Instructions in favour of the relevant Extraordinary Resolution on or prior to the Expiration Time will be eligible to receive the applicable Ordinary Consent Fee.

The relevant Consent Fee (set out above) will only be payable to Bondholders who provide a valid Electronic Instruction in favour of the Extraordinary Resolution and if the relevant Extraordinary Resolution is duly passed at the relevant Meeting.

Settlement Amount

The amount in cash to be paid on the Settlement Date (as set out below) for each Relevant Denomination (as defined in the Memorandum) of the Bonds accepted for repurchase by the relevant Issuers will be equal to the relevant Repurchase Price (set out above) for such Relevant Denomination

of Bonds plus (i) Accrued Interest (as defined in the Memorandum) and (ii) the applicable Consent Fee, which, provided that the relevant Proposal is approved by the Bondholders, will only be paid to each Eligible Holder (as defined in the Memorandum) (the "**Settlement Amount**").

The amount in cash to be paid on the Settlement Date for each Relevant Denomination of the Bonds in respect of which a vote in favour of the relevant Proposal has been provided by Bondholders participating in the Consent Solicitation only, if the relevant Proposal is approved by Bondholders, will be the relevant Consent Fee only.

Extraordinary Resolutions

Each of the Issuers is seeking the consent of Holders of the 2017 USD Bonds, the 2017 CNY Bonds and the 2018 CNY Bonds each by way of an Extraordinary Resolution to certain modifications to each of the relevant Terms and Conditions of the Bonds to provide each relevant Issuer with the option to redeem (the "**Call Option**") on giving not less than five calendar days' notice all, but not some only, of the Bonds remaining (if any) on completion of the Offer, at the redemption price equal to:

- (a) in the case of the 2017 USD Bonds, 101.00 per cent. of the principal amount of the 2017 USD Bonds plus accrued and unpaid interest (from (and including) the immediately preceding interest payment date for such Bonds to (but excluding) the settlement date of the Call Option);
- (b) in the case of the 2017 CNY Bonds, 99.00 per cent. of the principal amount of the 2017 CNY Bonds plus accrued and unpaid interest (from (and including) the immediately preceding interest payment date for such Bonds to (but excluding) the settlement date of the Call Option); and
- (c) in the case of the 2018 CNY Bonds, 97.00 per cent. of the principal amount of the 2018 CNY Bonds plus accrued and unpaid interest (from (and including) the immediately preceding interest payment date for such Bonds to (but excluding) the settlement date of the Call Option),

as more particularly set out in (i) the Extraordinary Resolution contained in the relevant Notice of Meeting (as defined in the Memorandum) and (ii) the relevant draft Supplemental Trust Deeds (as defined in the Memorandum), copies of which are on display at the registered office of the relevant Issuer and the specified website of the Tender and Tabulation Agent and also at the location where the relevant Meeting (as defined in the Memorandum) will be held 15 minutes prior to the relevant Meeting.

The form of Notices of Meeting is set out in the Annexes to the Memorandum. The relevant Meeting will be held at the offices of Linklaters, Level 10, Alexandra House, Chater Road, Central, Hong Kong on 6 October 2015.

Expected Timetable of Events

Event	Date and Time
<i>Commencement Date:</i> Announcement of Offer and Proposals and Notices of Meeting sent to the Direct Participants through the Clearing Systems (as defined in the Memorandum).	14 September 2015
<i>Early Consent Deadline:</i> Latest time and date for delivery of valid Electronic Instructions in favour of the Extraordinary Resolution to receive the Early Consent Fee in respect of the 2017 USD Bonds and the 2017 CNY Bonds	11.00 p.m. (Hong Kong time) on 23 September 2015

only.

Expiration Time:

Latest time and date for delivery of valid Electronic Instructions through the Clearing Systems. Latest time and date for obtaining a Proxy Form from the Registrar or the Principal Paying Agent and for the issuance or revocation of a voting instruction given other than by way of an Electronic Instruction.

11.00 p.m. (Hong Kong time) on
30 September 2015

Announcement of results of the Offer:

Promptly after the Expiration Time, an announcement setting out the aggregate principal amount of Bonds of each Series that have been validly tendered in the Offer will be submitted by the Issuers to the SGX-ST for publication on the website of the SGX-ST and posted on the Tender and Tabulation Agent's website.

Expected to be on or around
2 October 2015

Meetings:

Time and date of the Meeting of the Holders of the 2017 USD Bonds.

9.00 a.m. (Hong Kong time) on 6
October 2015

Time and date of the Meeting of the Holders of the 2017 CNY Bonds.

9.20 a.m. (Hong Kong time) on 6
October 2015

Time and date of the Meeting of the Holders of the 2018 CNY Bonds.

9.40 a.m. (Hong Kong time) on 6
October 2015

Results:

Notice of (a) Results of each of the Meetings and (b) the aggregate principal amount of Bonds of each Series accepted by the Issuers for repurchase pursuant to the Offer to be given to Holders by (i) submission by the Issuers to the SGX-ST for publication on the website of the SGX-ST, (ii) distribution through the relevant Clearing Systems and (iii) posting on the Tender and Tabulation Agent's website.

7 October 2015

Settlement Date:

Payment of the relevant Settlement Amount made to the relevant Bondholders through the Clearing Systems.

An announcement (pending confirmation of cancellation from the Registrar) that settlement has taken place, the total consideration paid by the relevant Issuer for the Bonds accepted for repurchase pursuant to the Offer and the aggregate principal amount of Bonds remaining outstanding following completion of the Offer will be submitted by the relevant Issuer to the SGX-ST for publication on the website of the SGX-ST, with a similar notice/announcement sent through the Clearing Systems, and posted on the Tender and Tabulation Agent's website.

Expected to be on or around
8 October 2015

General

Any of the Issuers may amend the terms of the Offer and/or the Consent Solicitation in any respect (including amending the Offer to withdraw the invitation to repurchase one or more Series of the Bonds or cancelling the Consent Solicitation in respect of one or more Series of the Bonds) and any

amendment to the Offer or the Consent Solicitation will apply to all Bonds of the relevant Series tendered for repurchase, regardless of when or in which order such Bonds were tendered for repurchase.

Each Issuer has the flexibility to accept tenders in relation to the relevant Bonds, irrespective of the successful completion of the Proposal for such Bonds or in respect of any other Series of Bonds.

Eligible holders of the Bonds wishing to participate in the Offer and Proposal may contact the Tender and Tabulation Agent, D.F. King by phone at +44 207 920 9700 (London) or +852 3953 7230 (Hong Kong), by email (gemdale@dfkingltd.com) or by visiting <http://sites.dfkingltd.com/gemdale> for further information. Questions from eligible holders of the Bonds regarding the Offer and/or the Proposal or requests for additional copies of the Memorandum should be directed to D.F. King or to any of the Joint Dealer Managers at their respective contact details contained in the Memorandum.

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or elsewhere. No securities of the Issuers or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any state of the United States or other jurisdiction and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state or local securities laws. Any public offering of securities to be made in the United States will be made by means of a prospectus, which prospectus will contain detailed information about the Issuers making the offer and its management and financial statements. No public offering of securities is being or will be made in the United States or any other jurisdiction. This announcement is provided to you because you are a person outside of the United States in accordance with Regulation S. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the rating agency.

This communication is neither an offer to purchase nor a solicitation of an offer to sell securities. This communication 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. This communication is not a tender offer or consent solicitation and must be read in conjunction with the Memorandum. The Memorandum contains important information which should be read carefully before any decision is made with respect to the Offer or Proposal. The Issuers are conducting the Offer and Proposal only by, and pursuant to the terms and conditions of, the Memorandum. Neither the Offer nor the Proposal is being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of the Issuers, their respective management, the structuring adviser, the joint dealer managers or The Hongkong and Shanghai Banking Corporation Limited as trustee of the Bonds, makes any recommendation as to whether holders should accept the Offer and/or provide consents to the Proposals in response to the Memorandum.