

*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)*

#### **ISSUANCE OF US\$340,000,000 13.6% SENIOR NOTES DUE 2023**

Reference is made to the announcements of the Company dated January 8, 2021, January 12, 2021 and January 20, 2021 (the “**Announcements**”) in relation to the Exchange Offer and the Concurrent New Money Issuance. Unless otherwise defined, capitalized terms in this announcement will have the same meaning as those defined in the Announcements.

The Board is pleased to announce that on January 20, 2021, the Company entered into the Purchase Agreement with initial purchasers named therein in connection with the issue of the New Notes under the Concurrent New Money Issuance.

#### **THE NEW NOTES**

##### ***Amount and Tenor***

Subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance, the Company will issue US\$103,750,000 of the New Notes in the Concurrent New Money Issuance and US\$236,250,000 of the New Notes pursuant to the Exchange Offer, for an aggregate principal amount of US\$340,000,000 of the New Notes, which will mature on July 27, 2023, unless earlier redeemed pursuant to the terms thereof.

##### ***Interest***

The New Notes will bear interest at a rate of 13.6% per annum, payable semi-annually in arrears on January 27 and July 27 of each year, commencing on July 27, 2021.

##### ***Optional Redemption***

The New Notes may be redeemed in the following circumstances:

- (1) At any time prior to July 27, 2023, the Company may at its option redeem the New Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the New Notes plus the applicable premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.
- (2) At any time and from time to time prior to July 27, 2023, the Company may redeem up to 35%

of the aggregate principal outstanding amount of the New Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 113.6% of the principal amount of the New Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the New Notes originally issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

The Company will give not less than 30 days' nor more than 60 days' notice of any redemption.

### ***Listing and Rating***

Application will be made to the SGX-ST for the listing and quotation of the New Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. Approval in-principle from, admission to the Official List of, and the listing and quotation of the New Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors (if any), the JV Subsidiary Guarantors (if any) or the New Notes. No listing of the New Notes has been sought in Hong Kong.

The New Notes are expected to be rated "B3" by Moody's and "Bg+" by CCXAP.

### **GENERAL**

**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.**

### **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

|           |                                                                                                                                                        |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| "CCXAP"   | China Chengxin (Asia Pacific) Credit Ratings Company Limited                                                                                           |
| "Company" | Guangzhou Fineland Real Estate Development Co., Ltd. (广州市方圆房地产发展有限公司), a company incorporated in the People's Republic of China with limited liability |

|                            |                                                                                                                                                                                                               |
|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “JV Subsidiary Guarantors” | certain subsidiaries of the Company, other than the Subsidiary Guarantors, that may provide guarantees for the New Notes in the future                                                                        |
| “Moody’s”                  | Moody’s Investor Service                                                                                                                                                                                      |
| “New Notes”                | US\$-denominated senior notes due 2023 in the aggregate principal amount of US\$340 million to be issued by the Company                                                                                       |
| “Purchase Agreement”       | the agreement dated January 20, 2021 entered into by and among the initial purchasers named therein and the Company in respect of the offer and sale of the New Notes under the Concurrent New Money Issuance |
| “Subsidiary Guarantors”    | certain subsidiaries of the Company that may provide guarantees for the New Notes in the future                                                                                                               |

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

Hong Kong, January 20, 2021