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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 mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933. No securities may be offered or sold in the United States or for the account or benefit of U.S. persons 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. The Company does not intend to make any public offering of securities 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)

(Stock Code: 0832)

**THE EXCHANGE OFFER AND CONSENT SOLICITATION
AND THE CONCURRENT CONSENT SOLICITATION –
RECEIPT OF THE REQUISITE CONSENTS IN RELATION
TO THE FOLLOWING SECURITIES**

Description of Debt Securities	Outstanding Principal Amount	ISIN/Common Code	Consent Fee (per US\$1,000 principal amount)
7.25% Senior Notes due July 2024 (the “ January 2020 Notes ”)	US\$200,000,000	XS2102302200/210230220	US\$2.50
7.25% Senior Notes due August 2024 (the “ August 2020 Notes ”)	US\$291,230,000	XS2215180550/221518055	US\$2.50
7.75% Senior Notes due 2024 (the “ November 2020 Notes ”)	US\$297,549,000	XS2262030369/226203036	US\$2.50
7.5% Senior Notes due 2025 (the “ January 2021 Notes ”)	US\$260,000,000	XS2282587414/228258741	US\$2.50

Reference is made to the announcements of the Company dated April 3, 2023 and April 13, 2023 (the “**Announcements**”) in relation to the Exchange Offer and Consent Solicitation and the Concurrent Consent Solicitation. Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcements.

The Company is pleased to announce that it has received the Requisite Consents necessary to effect the Proposed Amendment with respect to each and every series of the Consent Notes. The Company believes that these consent instructions have indicated the continuing support from such holders of the Consent Notes to the Concurrent Consent Solicitation, which if consummated, would help the Company in managing its offshore financial obligations.

The Company encourages the Eligible Holders who have not validly tendered the Exchange Notes to tender their Exchange Notes prior to the Exchange Expiration Deadline.

The Company would like to express its sincere gratitude to holders who have tendered their Exchange Notes in the Exchange Offer and Consent Solicitation and/or delivered Consents in the Concurrent Consent Solicitation.

Further Details

The Company has appointed Morrow Sodali Limited as the Information, Exchange and Tabulation Agent with respect to the Exchange Offer and Consent Solicitation, and as the Information and Tabulation Agent with respect to the Concurrent Consent Solicitation (each as stipulated in the Exchange Offer and Consent Solicitation Memorandum, the Consent Solicitation Statement and their respective related documents). The Exchange Offer and Consent Solicitation Memorandum, this announcement and all documents related to the Exchange Offer and Consent Solicitation can be found on the Exchange Website: <https://projects.morrowsodali.com/ccreexchange>. The Consent Solicitation Statement, this announcement and all documents related to the Consent Solicitation can be found on the Consent Website: <https://projects.morrowsodali.com/ccreconsent>.

Requests for copies of the Exchange Offer and Consent Solicitation Memorandum and the Consent Solicitation Statement and their related documents may be directed to Morrow Sodali Limited at the address and telephone number as set forth below. The contact information of Morrow Sodali Limited is set out as follows:

Morrow Sodali Limited

In London

103 Wigmore Street
W1U 1QS
London
United Kingdom

Tel: +44 20 4513 6933

Email: ccre@investor.morrowsodali.com

Exchange Website: <https://projects.morrowsodali.com/ccreexchange>

Consent Website: <https://projects.morrowsodali.com/ccreconsent>

In Hong Kong

The Hive
33-35 Hillier Street
Sheung Wan
Hong Kong

Tel: +852 2319 4130

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE EXCHANGE NOTES OR THE CONSENT NOTES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE EXCHANGE OFFER AND CONSENT SOLICITATION MEMORANDUM AND THE CONSENT SOLICITATION STATEMENT.

SHAREHOLDERS, ELIGIBLE HOLDERS OF THE EXCHANGE NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE EXCHANGE OFFER AND CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AND THE CONSENT SOLICITATION AS SET FORTH IN THE EXCHANGE OFFER AND CONSENT SOLICITATION MEMORANDUM AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE EXCHANGE OFFER AND CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE EXCHANGE OFFER AND CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.

SHAREHOLDERS, HOLDERS OF THE CONSENT NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION AS SET FORTH IN THE CONSENT SOLICITATION STATEMENT AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AND CONSENT SOLICITATION AND THE CONSENT SOLICITATION. AS THE EXCHANGE OFFER AND CONSENT SOLICITATION AND THE CONSENT SOLICITATION MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE EXCHANGE NOTES, HOLDERS OF THE CONSENT NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY, THE EXCHANGE NOTES OR THE CONSENT NOTES.

The Exchange Offer and Consent Solicitation and the Concurrent Consent Solicitation are not being made to (nor will the tender of the Exchange Notes and the Delivery of Consents be accepted from or on behalf of) Holders in any jurisdiction where the making or acceptance of the Exchange Offer and Consent Solicitation or the Concurrent Consent Solicitation would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Exchange Offer and Consent Solicitation or the Concurrent Consent Solicitation or the delivery of Consents would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Exchange Offer and Consent Solicitation and the Concurrent Consent Solicitation will not be made to (nor will tenders or Consents be accepted from or on behalf of) any Holder residing in such jurisdiction.

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

Hong Kong, April 18, 2023

As of the date of this announcement, the Board comprises seven Directors, of which Mr. Wu Po Sum is executive Director, Ms. Wu Wallis (alias Li Hua), Mr. Deng Gaoqiang and Mr. Shi Song are non-executive Directors, Mr. Cheung Shek Lun, Mr. Xin Luo Lin and Dr. Sun Yuyang are independent non-executive Directors.

* *For identification purposes only*