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港龍中國地產
GANGLONG CHINA PROPERTY

Ganglong China Property Group Limited

港龍中國地產集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：6968)

海外監管公告

茲提述本公司日期為2023年11月2日有關徵求同意及贖回票據的公告(「該公告」)。除另有界定者外，本公告所用詞彙與該公告所界定者具有相同涵義。

本海外監管公告乃根據上市規則第13.10B條於聯交所刊發。

請參閱隨附的公告(「新發行公告」)，其於新交所網站刊登，內容有關在完成徵求同意後贖回票據及於2023年11月6日發行2024年到期的164,411,875美元9.5%優先票據(ISIN編碼：XS2711868435/通用編碼：271186843)(「新票據」)。預計新票據將於新交所上市。

於聯交所網站登載新發行公告僅為遵守上市規則第13.10B條旨在向香港投資者發佈相同資訊，並無任何其他目的。

新發行公告不構成於任何司法權區向公眾提呈發售任何證券的招股章程、通告、通函、宣傳冊或廣告，亦非就提呈認購或購買任何證券向公眾作出的邀請，且非旨在邀請公眾提出認購或購買任何證券的要約。

新發行公告不得被視為認購或購買本公司任何證券的勸誘，且不擬構成有關勸誘。概不得根據新發行公告所載的資料作出投資決定。

承董事會命
港龍中國地產集團有限公司
主席兼執行董事
呂明

香港，2023年11月6日

於本公告日期，本公司的執行董事為呂明先生(主席)、呂進亮先生及呂志聰先生。本公司的非執行董事為呂永茂先生及呂永南先生。本公司的獨立非執行董事為陳栢鴻先生、郭少牧先生及鄧露娜女士。

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or with any securities regulatory authority of any state of the United States or other jurisdiction. The securities are being offered and sold outside the United States in reliance on Regulation S under the Securities Act and may not be offered or sold within the United States absent registration or an exemption from registration under the Securities Act. No public offering of the securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any part of the offering in the United States.



港龍中國地產
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港龍中國地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Sole Deal Advisor



**(1) REDEMPTION OF
THE OUTSTANDING 13.5% SENIOR NOTES DUE 2023
(ISIN: XS2545232832/COMMON CODE: 254523283) (THE “NOTES”)
AND
(2) ISSUE OF
US\$164,411,875 9.5% SENIOR NOTES DUE 2024
(ISIN: XS2711868435/COMMON CODE: 271186843) (THE “NEW
NOTES”)**

Reference is made to the announcement of the Company dated November 2, 2023 (the “**Announcement**”) in relation to the Consent Solicitation. Capitalized terms used herein and not defined shall have the same meanings ascribed to them in the Announcement.

After issuance of the Redemption Notice, the indenture governing the New Notes (the “**New Notes Indenture**”) has been entered into by and among the Company, the Subsidiary Guarantors and China Construction Bank (Asia) Corporation Limited (中國建設銀行(亞洲)股份有限公司), as trustee for the New Notes, and the New Notes in the aggregate principal amount of US\$164,411,875

have been issued under the New Notes Indenture on November 6, 2023. The New Notes, as the Redemption Price, have been delivered to the holders of the Notes, and accordingly, the Notes have been fully redeemed.

Ganglong China Property Group Limited

November 6, 2023