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**MODERN LAND (CHINA) CO., LIMITED**

**當代置業（中國）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1107)**

**PROPOSED ISSUANCE OF ADDITIONAL 9.8%  
GREEN SENIOR NOTES DUE 2023 (TO BE CONSOLIDATED AND FORM A  
SINGLE SERIES WITH THE US\$250,000,000 9.8% GREEN SENIOR NOTES  
DUE 2023 ISSUED ON 11 JANUARY 2021)**

**AND**

**PROPOSED ISSUANCE OF ADDITIONAL 11.95%  
GREEN SENIOR NOTES DUE 2024 (TO BE CONSOLIDATED AND FORM  
A SINGLE SERIES WITH THE US\$150,000,000 11.95% GREEN SENIOR  
NOTES DUE 2024 ISSUED ON 4 MARCH 2020 AND THE US\$50,000,000  
11.95% GREEN SENIOR NOTES DUE 2024 ISSUED ON 8 SEPTEMBER 2020)**

Reference is made to the Announcements in respect of the Original Notes.

The Company proposes to conduct a further international offering of the US\$-denominated green senior notes on terms and conditions of the Original Notes, save for the issue date, the issue price and/or the first interest payment date, as the case may be. Deutsche Bank, Guotai Junan International, Morgan Stanley, Credit Suisse, HSBC, UBS, Haitong International, HeungKong Financial, BofA Securities and BOCOM International have been appointed as the joint global coordinators, joint bookrunners and joint lead managers for the Additional Notes Issue, and HSBC and Deutsche Bank have been appointed as the joint green structuring advisors for the Additional Notes Issue. The Additional Notes will only be offered outside the United States in accordance with Regulation S under the U.S. Securities Act.

Completion of the Additional Notes Issue is subject to, among others, market conditions and investor interest. Upon finalisation of the terms of the Additional Notes, it is expected that Deutsche Bank, Guotai Junan International, Morgan Stanley, Credit Suisse, HSBC, UBS, Haitong International, HeungKong Financial, BofA Securities, BOCOM International, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement. The Company intends to use the proceeds from the Additional Notes Issue to refinance certain existing indebtedness of the Company.

The Original 2023 Notes are listed on the Stock Exchange. The Company will procure that the Additional 2023 Notes will also be listed on the Stock Exchange upon issue. Admission of the Additional 2023 Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional 2023 Notes.

The Original 2024 Notes and the Additional 2024 Notes are listed on the Official List of the SGX-ST. The Company has received approval in-principle for the listing and quotation of the Further Additional 2024 Notes on the Official List of the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Further Additional 2024 Notes on the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Additional Notes, the Original Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. No listing of the Additional 2024 Notes has been, and will be, sought in Hong Kong.

**As no binding agreement in relation to the Additional Notes Issue has been entered into as at the date of this announcement, the Additional Notes Issue may or may not materialise. Shareholders, holders of other securities and investors of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the Additional Notes Issue will be made by the Company should the Purchase Agreement be signed.**

## **THE ADDITIONAL NOTES ISSUE**

Reference is made to the Announcements in respect of the Original Notes. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements.

The Company proposes to conduct a further international offering of the US\$-denominated green senior notes on terms and conditions of the Original Notes, save for the issue date, the issue price and/or the first interest payment date, as the case may be. Deutsche Bank, Guotai Junan International, Morgan Stanley, Credit Suisse, HSBC, UBS, Haitong International, HeungKong Financial, BofA Securities and BOCOM International have been appointed as the joint global coordinators, joint bookrunners and joint lead managers for the Additional Notes Issue, and HSBC and Deutsche Bank have been appointed as the joint green structuring advisors for the Additional Notes Issue. The Additional Notes will only be offered outside the United States in accordance with Regulation S under the U.S. Securities Act. The Additional Notes will not be offered to the public and it is not expected that any of the Additional Notes will be placed to any connected persons of the Company.

Completion of the Additional Notes Issue is subject to market conditions and investor interest. Pricing of the respective Additional Notes, including the aggregate principal amount, the offer price and the interest rate, will be determined through a book building exercise to be conducted by Deutsche Bank, Guotai Junan International, Morgan Stanley, Credit Suisse, HSBC, UBS, Haitong International, HeungKong Financial, BofA Securities and BOCOM International as joint global coordinators, joint bookrunners and the joint lead managers. Upon finalisation of the terms of the Additional Notes, it is expected that the Company, the Subsidiary Guarantors and the Initial Purchasers will enter into the Purchase Agreement.

## **INFORMATION OF THE GROUP**

The Group is a property developer focusing on the development of green, energy-saving and eco-friendly residences in the PRC. The Group commenced its property development business in Beijing in 2000, and has expanded its operations to Shanghai, Guangzhou, Suzhou, Nanjing, Changsha, Taiyuan, Wuhan, Nanchang, Jiujiang, Zhangjiakou, Foshan, Huizhou, Wuxi, Zhuzhou, Jingzhou, Huangshi, Hefei, Quanzhou, Xiantao, Dongdaihe, Tianjin, Xian, Jinzhong, Qingdao, Jiaxing, Huzhou, Fuyang, Chizhou, Fúzhou, Shangrao, Zhengzhou, Xuchang, Hengyang, Xiaogan, Tianmen, Fúzhou, Guiyang and Xingyi.

## **REASONS FOR THE ADDITIONAL NOTES ISSUE**

The Company intends to use the proceeds from the Additional Notes Issue to refinance certain existing indebtedness of the Company.

## LISTING

The Original 2023 Notes are listed on the Stock Exchange. The Company will procure that the Additional 2023 Notes will also be listed on the Stock Exchange upon issue. Admission of the Additional 2023 Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional 2023 Notes.

The Original 2024 Notes and the Additional 2024 Notes are listed on the Official List of the SGX-ST. The Company has received approval in-principle for the listing and quotation of the Further Additional 2024 Notes on the Official List of the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Further Additional 2024 Notes on the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Additional Notes, the Original Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. No listing of the Additional 2024 Notes has been, and will be, sought in Hong Kong.

**As no binding agreement in relation to the Additional Notes Issue has been entered into as at the date of this announcement, the Additional Notes Issue may or may not materialise. Shareholders, holders of other securities and investors of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the Additional Notes Issue will be made by the Company should the Purchase Agreement be signed.**

## DEFINITIONS

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

“Additional 2023 Notes”	the guaranteed US\$-denominated green senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement (to be consolidated and form a single series with the Original 2023 Notes)
“Additional 2024 Notes”	the 11.95% green senior notes due 2024 in the aggregate principal amount of US\$50,000,000 issued by the Company on 8 September 2020
“Additional Notes”	the Additional 2023 Notes and the Further Additional 2024 Notes
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Company
“Announcements”	the announcements dated 5 January 2021 and 6 January 2021 in respect of the issue of the Original 2023 Notes, the announcement dated 27 February 2020 in respect of the issue of the Original 2024 Notes and the announcements dated 31 August 2020, 1 September 2020 and 9 September 2020 in respect of the issue of the Additional 2024 Notes

“Board”	the board of Directors
“BOCOM International”	BOCOM International Securities Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Additional Notes Issue
“BofA Securities”	Merrill Lynch (Asia Pacific) Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Additional Notes Issue
“Company”	Modern Land (China) Co., Limited (當代置業(中國)有限公司), a company incorporated under the laws of the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 1107)
“Credit Suisse”	Credit Suisse (Hong Kong) Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Additional Notes Issue
“connected person”	has the meaning ascribed to it in the Listing Rules
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch, one of the joint global coordinators, joint bookrunners, joint lead managers and the joint green structuring advisors in respect of the Additional Notes Issue
“Director(s)”	the director(s) of the Company
“Further Additional 2024 Notes”	the guaranteed US\$-denominated green senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement (to be consolidated and form a single series with the Original 2024 Notes and the Additional 2024 Notes)
“Group”	the Company and its subsidiaries
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Additional Notes Issue
“Haitong International”	Haitong International Securities Company Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Additional Notes Issue
“HeungKong Financial”	HeungKong Securities Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Additional Notes Issue
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“HSBC”	The Hongkong and Shanghai Banking Corporation Limited, one of the joint global coordinators, joint bookrunners, joint lead managers and the joint green structuring advisors in respect of the Additional Notes Issue
“Initial Purchasers”	Deutsche Bank, Guotai Junan International, Morgan Stanley, Credit Suisse, HSBC, UBS, Haitong International, HeungKong Financial, BofA Securities and BOCOM International
“JV Subsidiary Guarantees”	limited-recourse guarantees to be provided by the JV Subsidiary Guarantors for the Additional Notes
“JV Subsidiary Guarantors”	certain subsidiaries of the Company which on the issue date of the Additional Notes will provide a JV Subsidiary Guarantee for the Additional Notes
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Morgan Stanley”	Morgan Stanley & Co. International plc, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Additional Notes Issue
“Original 2023 Notes”	the 9.8% green senior notes due 2023 in the aggregate principal amount of US\$250,000,000 issued by the Company on 11 January 2021
“Original 2024 Notes”	the 11.95% green senior notes due 2024 in the aggregate principal amount of US\$150,000,000 issued by the Company on 4 March 2020
“Original Notes”	the Original 2023 Notes, the Original 2024 Notes and the Additional 2024 Notes
“PRC”	the People’s Republic of China
“Purchase Agreement”	the agreement proposed to be entered into among the Company, the Subsidiary Guarantors and the Initial Purchasers in respect of the Additional Notes Issue
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	the guarantees to be provided by the Subsidiary Guarantors for the Additional Notes
“Subsidiary Guarantors”	certain subsidiaries of the Company which on the issue date of the Additional Notes will guarantee the Company’s obligations under the Additional Notes

“UBS”	UBS AG Hong Kong Branch (UBS AG is incorporated in Switzerland with limited liability), one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Additional Notes Issue
“U.S.” or “United States”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

By Order of the Board  
**Modern Land (China) Co., Limited**  
**Zhang Peng**  
*President and Executive Director*

Hong Kong, 25 January 2021

*As at the date of this announcement, the Board comprises ten Directors, namely executive Directors: Mr. Zhang Lei, Mr. Zhang Peng and Mr. Chen Yin; non-executive Directors: Mr. Fan Qingguo, Mr. Chen Zhiwei and Mr. Zeng Qiang; and independent non-executive Directors: Mr. Qin Youguo, Mr. Cui Jian, Mr. Hui Chun Ho, Eric and Mr. Gao Zhikai.*