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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

本海外監管公告乃由港龍中國地產集團有限公司(「本公司」)根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第13.10B條而刊發。除另有界定者外，本公告所用詞彙與完成公告(定義見下文)所界定者具有相同涵義。

請參閱隨附的本公司公告(「完成公告」)，其已於新加坡證券交易有限公司的網站刊登，內容有關徵求同意及於2024年11月1日簽立補充契約。

於聯交所網站登載完成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。

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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，2024年11月1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、鄧露娜女士及王東源先生。

*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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**Ganglong China Property Group Limited**  
**港龍中國地產集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*

**Sole Deal Advisor**



**COMPLETION OF CONSENT SOLICITATION RELATING TO  
THE OUTSTANDING 9.5% SENIOR NOTES DUE 2024  
(ISIN: XS2711868435/COMMON CODE: 271186843) (THE “NOTES”)**

**SUMMARY OF THE CONSENT SOLICITATION**

Reference is made to the indenture governing the Notes dated as of November 6, 2023 (as supplemented or amended prior to the date hereof, the “**Indenture**”) by and among the Company, the Subsidiary Guarantors named therein 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 Notes (the “**Trustee**”). Capitalized terms used in this announcement that are not otherwise defined herein shall have the same meanings in the Indenture.

On October 31, 2024, Ganglong China Property Group Limited (the “**Company**”) commenced the consent solicitation (the “**Consent Solicitation**”) with respect to the proposed amendment (the

**“Proposed Amendment”**) to the Indenture on the terms and subject to the conditions set forth in a consent request letter issued by the Company to certain Holder(s) and a notice issued by the Company to all Holders of the Notes with respect to the Consent Solicitation. **No consent fee will be paid to any Holder in connection with the Consent Solicitation.**

The principal purpose of the Consent Solicitation and the Proposed Amendment is to add a redemption option in the Indenture to allow the Company to redeem all Notes with certain new notes to be issued by the Company (the **“New Notes”**) at any time prior to the expiration of Grace Period (as defined below) and after execution of a supplemental indenture giving effect to the Proposed Amendment (the **“Supplemental Indenture”**).

Under the Indenture, the Proposed Amendment requires the consent from the Holders of not less than 75% in aggregate principal amount of the Notes then outstanding. The Company received the consents from Holders in respect of approximately 89.7% of the outstanding principal of the Notes on November 1, 2024 to amend the Indenture pursuant to the Consent Solicitation. The Proposed Amendment will be binding on all Holders upon execution of the Supplemental Indenture.

## **EXECUTION OF THE SUPPLEMENTAL INDENTURE**

The Company is pleased to announce that the Supplemental Indenture has been executed on November 1, 2024 (the **“Effective Time”**) by and among the Company and the Trustee, giving effect to the Proposed Amendment. From and after the Effective Time, each present and future holder of the Notes will be bound by the Indenture as amended and supplemented by the Supplemental Indenture, whether or not such holder delivered a consent in the Consent Solicitation.

Other than the Proposed Amendment which has been effected through the execution of the Supplemental Indenture in accordance with the Indenture, the Indenture will remain in full force and effect.

Prior to the expiration of the grace period of 15 days after November 4, 2024 (the **“Grace Period”**), the Company plans to provide a redemption notice (the **“Redemption Notice”**) to the Holders, in accordance with the Indenture, as supplemented and amended by the Supplemental Indenture. The redemption price shall be paid in kind with New Notes in aggregate principal amount equal to (i) the then outstanding principal amount of the Notes plus (ii) the amount of any accrued and unpaid interest to (but excluding) the redemption date.

CMB International Capital Limited is the Sole Deal Advisor in connection with this transaction.

**Ganglong China Property Group Limited**

November 1, 2024