

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is not for distribution, directly or indirectly, in or into the United States. 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. No securities may be offered or sold in the United States 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 and its management and financial statements. No public offer of securities is to be made by the Company in the United States.



中國奧園地產集團股份有限公司
China Aoyuan Property Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3883)

**ISSUANCE OF FURTHER USD175,000,000 6.35% SENIOR NOTES DUE 2020
(TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE
USD250,000,000 6.35% SENIOR NOTES DUE 2020 ISSUED
ON 11 JANUARY 2017)**

Reference is made to the Announcements. Unless otherwise defined, terms that are defined in the Announcements shall have the same meanings in this announcement.

The Board is pleased to announce that on 26 July 2018, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with AMTD, China Industrial Securities International, China Merchants Securities (HK), Deutsche Bank and OCBC Bank in connection with the issue of USD175,000,000 6.35% senior notes due 2020.

AMTD, China Industrial Securities International, China Merchants Securities (HK), Deutsche Bank and OCBC Bank are the joint lead managers and the joint bookrunners in respect of the offer and sale of the New Notes. They are also the initial purchasers of the New Notes.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, each of AMTD, China Industrial Securities International, China Merchants Securities (HK), Deutsche Bank and OCBC Bank is an independent third party and not a connected person of the Company.

Principal terms of the New Notes

The principal terms of the New Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 4 January 2017, other than the following:

New Notes Offered

Subject to certain conditions to completion, the Company will issue the New Notes in the aggregate principal amount of USD175,000,000, to be consolidated and form a single series with the Original Notes. The New Notes will mature on 11 January 2020, unless earlier redeemed pursuant to the terms thereof.

Offer Price

The Offer Price of the New Notes will be 98.516% of the principal amount of the New Notes plus accrued interest from (and including) 11 July 2018 to (but excluding) 2 August 2018.

The estimated net proceeds of the New Notes Issue, after deduction of the underwriting discount and other estimated expense payable in connection with this offering, will amount to approximately USD170.7 million.

Reasons for the New Notes Issue

The Company intends to use the net proceeds of the New Notes to refinance the Group's existing indebtedness and for general working capital. The Company may adjust the foregoing plan in response to changing market conditions and reallocate the use of proceeds.

Listing

The Original Notes are listed on the SGX-ST. Application has been made to the SGX-ST for listing and quotation of the New Notes on the SGX-ST. Approval for listing and quotation of the New Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, the New Notes, the Subsidiary Guarantees, the Subsidiary Guarantors or their respective subsidiaries (if any). The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein.

The New Notes and the Subsidiary Guarantees have not been and will not be registered under the U.S. Securities Act or any state securities laws and, unless so registered, may not be offered or sold within the United States. Accordingly, the New Notes are being offered and sold only outside the United States in reliance on Regulation S under the U.S. Securities Act. None of the New Notes will be offered to the public in Hong Kong and none of the New Notes will be placed with any connected persons of the Company.

DEFINITIONS

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

“AMTD”	AMTD Global Markets Limited, one of the joint lead managers and the joint bookrunners in respect of the offer and sale of the New Notes
“Announcements”	the announcements dated 4 January 2017 in respect of the issue of the Original Notes and 26 July 2018 in respect of the New Notes Issue
“Purchase Agreement”	the agreement dated 26 July 2018 entered into by and among the Company, the Subsidiary Guarantors, AMTD, China Industrial Securities International, China Merchants Securities (HK), Deutsche Bank and OCBC Bank, in relation to the New Notes Issue

By order of the Board
China Aoyuan Property Group Limited
Guo Zi Wen
Chairman

Hong Kong, 26 July 2018

As at the date of this announcement, the executive directors of the Company are Mr. Guo Zi Wen, Mr. Guo Zi Ning, Ms. Zhong Ping and Mr. Ma Jun; and the independent non-executive directors of the Company are Mr. Tsui King Fai, Mr. Cheung Kwok Keung and Mr. Hu Jiang.