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**中國奧園集團股份有限公司**  
**China Aoyuan Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3883)**

**PROPOSED FURTHER ISSUE OF USD SENIOR NOTES**

Reference is made to the Announcements. The Company proposes to further issue additional USD senior notes. If the New Notes Issue materialises, the New Notes shall be consolidated and form a single series with the Original Notes.

The pricing of the New Notes, including the aggregate principal amount and the Offer Price, will be determined through a book building exercise to be conducted by AMTD, Bank of America Merrill Lynch, Guotai Junan International, Haitong International, J.P. Morgan, OCBC Bank, Silk Road International and UBS as the joint lead managers and the joint bookrunners of the New Notes Issue. Upon finalising the terms of the New Notes, it is expected that AMTD, Bank of America Merrill Lynch, Guotai Junan International, Haitong International, J.P. Morgan, OCBC Bank, Silk Road International and UBS and the Company, among others, will enter into the Purchase Agreement.

The Company intends to use the proceeds of the New Notes to refinance the Group's existing indebtedness. The pricing and completion of the New Notes Issue are subject to market conditions and investor interest.

The Original Notes are listed on the SGX-ST. Application has been made to the SGX-ST for the listing of and quotation for the New Notes on the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Approval for the listing and quotation of the New Notes on the Official List of 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).

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

## **THE NEW NOTES ISSUE**

### **Introduction**

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 Company proposes to further issue additional USD senior notes. If the New Notes Issue materialises, the New Notes shall be consolidated and form a single series with the Original Notes.

The pricing of the New Notes, including the aggregate principal amount and the Offer Price, will be determined through a book building exercise to be conducted by AMTD, Bank of America Merrill Lynch, Guotai Junan International, Haitong International, J.P. Morgan, OCBC Bank, Silk Road International and UBS as the joint lead managers and the joint bookrunners of the New Notes Issue. The terms and conditions of the New Notes will otherwise be consistent with the terms and conditions of the Original Notes. Upon finalising the terms of the New Notes, it is expected that AMTD, Bank of America Merrill Lynch, Guotai Junan International, Haitong International, J.P. Morgan, OCBC Bank, Silk Road International and UBS and the Company, among others, will enter into the Purchase Agreement, pursuant to which AMTD, Bank of America Merrill Lynch, Guotai Junan International, Haitong International, J.P. Morgan, OCBC Bank, Silk Road International and UBS will be the initial purchasers of the New Notes. The Company will make a further announcement on the New Notes Issue upon execution of the Purchase Agreement.

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 and may only be offered, sold or delivered outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. 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.

### **Reasons for the New Notes Issue**

The Company intends to use the proceeds of the New Notes to refinance the Group's existing indebtedness. 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 the listing of and quotation for the New Notes on the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Approval for the listing and quotation of the New Notes on the Official List of 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).

## GENERAL

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

## 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 29 August 2018 in relation to the issuance of the Original Notes
“Bank of America Merrill Lynch”	Merrill Lynch (Asia Pacific) Limited, one of the joint lead managers and the joint bookrunners in respect of the offer and sale of the New Notes
“Company”	China Aoyuan Group Limited, formerly known as China Aoyuan Property Group Limited
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited, one of the joint lead managers and the joint bookrunners in respect of the offer and sale of the New Notes
“Haitong International”	Haitong International Securities Company Limited, one of the joint lead managers and the joint bookrunners in respect of the offer and sale of the New Notes
“J.P. Morgan”	J.P. Morgan Securities (Asia Pacific) Limited, one of the joint lead managers and the joint bookrunners in respect of the offer and sale of the New Notes
“New Notes”	the additional USD senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement, which, if issued, shall be consolidated and form a single series with the Original Notes
“New Notes Issue”	the proposed issue of the New Notes by the Company
“OCBC Bank”	Oversea-Chinese Banking Corporation Limited, one of the joint lead managers and the joint bookrunners in respect of the offer and sale of the New Notes

“Offer Price”	the final price at which the New Notes will be sold
“Original Notes”	USD225,000,000 7.95% senior notes due 2021 issued by the Company
“Purchase Agreement”	the agreement proposed to be entered into by and among, inter alia, the Company, AMTD, Bank of America Merrill Lynch, Guotai Junan International, Haitong International, J.P. Morgan, OCBC Bank, Silk Road International and UBS, in relation to the New Notes Issue
“Silk Road International”	Silk Road International Capital Limited, one of the joint lead managers and the joint bookrunners in respect of the offer and sale of the New Notes
“Subsidiary Guarantees”	the guarantees provided by certain Subsidiary Guarantors in respect of the New Notes Issue
“Subsidiary Guarantors”	certain of the Company’s existing subsidiaries that will guarantee the New Notes on the issue date of the New Notes
“UBS”	UBS AG Hong Kong Branch, one of the joint lead managers and the joint bookrunners in respect of the offer and sale of the New Notes

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

Hong Kong, 3 January 2019

*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.*