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MODERN LAND (CHINA) CO., LIMITED

當代置業（中國）有限公司

（於開曼群島註冊成立的有限公司）

（股份代號：1107）

完成要約

（國際證券識別編碼：XS1926064541，通用代碼：192606454）

海外監管公告

本海外監管公告乃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。

茲提述當代置業（中國）有限公司（「本公司」）日期為2020年3月12日及2020年3月20日就本公司以現金購買其若干未償還的15.5%優先票據的要約而刊發的公告（「該等公告」）。除另有界定外，本公告所用詞彙均與該等公告所界定者具有相同涵義。

請參閱隨附關於要約的公告「要約完成（國際證券識別編碼：XS1926064541，通用代碼：192606454）」（「該新加坡證券交易所公告」），其於2020年3月26日在新加坡證券交易所有限公司的網站發佈。

於聯交所網站刊載該新加坡證券交易所公告僅為方便向香港投資者進行同等的資訊傳達，並遵守上市規則第13.10B條的規定，不作任何其他目的。

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該新加坡證券交易所公告不應被視為誘導認購或購買本公司任何證券，亦無意作出該等誘導。投資決策不應以該新加坡證券交易所公告所載的信息為基準。

承董事會命
當代置業(中國)有限公司
總裁兼執行董事
張鵬

香港，2020年3月26日

於本公告日期，董事會由十名董事組成，包括執行董事張雷先生、張鵬先生及陳音先生；非執行董事范慶國先生、陳志偉先生及田炯先生；及獨立非執行董事秦佑國先生、崔健先生、許俊浩先生及鍾彬先生。

NOT FOR DISTRIBUTION IN THE UNITED STATES, OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS

This announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

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 the 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, its management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.



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)

COMPLETION OF THE OFFER

(ISIN: XS1926064541, COMMON CODE: 192606454)

Reference is made to the announcements of the Company dated March 12, 2020 and March 20, 2020 in relation to the commencement and results of the Offer, respectively (collectively the “**Announcements**”). Capitalized terms used in this announcement shall have the same meanings as defined in the Announcements unless the context requires otherwise.

The Offer was completed on March 25, 2020. Subject to the terms and conditions contained in the Offer to Purchase, the amount payable per principal amount of the Notes validly tendered at or prior to the Expiration Deadline was US\$1,030 for each US\$1,000 in principal amount of the Notes. The final aggregate principal amount of the Notes accepted for purchase was US\$99,999,000 (the “**Accepted Notes**”), representing approximately 40.09% of the total aggregate principal amount of the outstanding Notes. The Notes repurchased pursuant to the Offer have been cancelled.

The aggregate amount paid by the Company to holders of the Accepted Notes for repurchase of the Accepted Notes is approximately US\$106,572,545.33 (which includes the accrued and unpaid interest in respect of the Accepted Notes from and including the last interest payment date of January 2, 2020 up to, but excluding March 25, 2020).

As at the date of this announcement, after completion of the Offer and cancellation of the Accepted Notes, the aggregate principal amount of the Notes which remains outstanding is US\$149,461,000.

IMPORTANT NOTICE – THE OFFER IS AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (WITHIN THE MEANING OF REGULATION S) AND ARE OUTSIDE THE UNITED STATES; U.S. PERSONS (AS DEFINED IN REGULATION S), PERSONS ACTING FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER NOTES IN THE OFFER.

GENERAL

The Offer is not being made within, and the Offer to Purchase is not for distribution in the United States or to, or for the account or benefit of, any U.S. person (as defined under Regulation S). The Offer to Purchase is not an offer of securities for sale in the United States or to, or for the account or benefit of, any U.S. person (as defined under Regulation S) or any other jurisdiction where it is unlawful to offer such securities and any guarantees with respect thereto, for sale.

The Offer to Purchase and this announcement do not constitute, and may not be used in connection with, an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No securities of the Company or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Offer to Purchase comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement and/or the Offer to Purchase, including, among others, those statements relating to the Offer are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the property industry and changes in the capital markets in general.

By Order of the Board
MODERN LAND (CHINA) CO., LIMITED
Zhang Peng
President and Executive Director

Hong Kong, March 26, 2020

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. Tian Jiong; and independent non-executive Directors: Mr. Qin Youguo, Mr. Cui Jian, Mr. Hui Chun Ho, Eric and Mr. Zhong Bin.