

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 for informational purposes only and is not an offer to sell or the solicitation of an offer to buy securities in the United States or in 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. Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. No public offer of securities is to be made by the Company in the United States.



LANDSEA GREEN PROPERTIES CO., LTD.

朗詩綠色地產有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 106)

**SUBSCRIPTION OF
US\$100,000,000 9.50% SENIOR NOTES DUE 2018
AND SPECIFIC PERFORMANCE OBLIGATION
ON THE CONTROLLING SHAREHOLDER OF THE COMPANY
UNDER RULE 13.18**

Reference is made to the earlier announcement of the Company today in respect of the Senior Notes Issue.

The Board is pleased to announce that on 24 April 2015, the Company as issuer, Haitong International Securities Company Limited as the Subscriber (and also the sole bookrunner and lead manager of the Senior Notes Issue), the Subsidiary Guarantors as guarantors and Landsea Group entered into the Subscription Agreement in relation to the issue to the Subscriber of 9.50% Senior Notes due 2018 with an aggregate principal amount of US\$100,000,000. According to the Subscription Agreement, the Subscriber agreed with the Company with respect to the issue by the Company and the subscription by the Subscriber, of the Senior Notes, subject to the satisfaction of the terms and conditions of the Subscription Agreement.

The Board further announces that:

1. the Company, Landsea Group and the Trustee will enter into the Keepwell Deed for the benefit of the Senior Notes. According to the Keepwell Deed, Landsea Group will undertake that, among others, it shall (a) directly or indirectly own and hold at least 50% of the outstanding shares of and control the Company; (b) cause the Company to have the required consolidated net worth at all times; (c) cause the Company to have

sufficient liquidity; (d) cause the Company to ensure that the repayment of principal or payment of interest in respect of any shareholders' loan provided to the Company by Landsea Group should not be made when and if there is any overdue payment on the interest, principal or any other obligation under or in respect of the Senior Notes; and (e) cause the Company to remain solvent and a going concern at all times under the laws of their respective jurisdiction of incorporation or applicable accounting standards; and

2. the Company, Landsea Group and the Trustee will enter into the Deed of Equity Interest Purchase Undertaking, pursuant to which Landsea Group shall agree to purchase certain equity interests upon the receipt of a written notice provided by the Trustee following the occurrence of an event of default.

The estimated net proceeds of the Senior Notes Issue, after deducting the estimated expenses, will amount to approximately US\$94.19 million. The Company intends to use the net proceeds from Senior Notes Issue to finance mergers and acquisitions, working capital and general corporate purposes.

Closing of the Subscription Agreement and the Senior Notes Issue is subject to the fulfillment of certain conditions precedent and is expected to take place on or about 30 April 2015.

Reference is made to the earlier announcement of the Company today in respect of the Senior Notes Issue.

The Board is pleased to announce that on 24 April 2015, the Company, the Subscriber (and also the sole bookrunner and lead manager of the Senior Notes Issue), the Subsidiary Guarantors and Landsea Group entered into the Subscription Agreement in relation to the issue to the Subscriber of 9.50% Senior Notes due 2018 with an aggregate principal amount of US\$100,000,000. According to the Subscription Agreement, the Subscriber agreed with the Company with respect to the issue by the Company, the subscription by the Subscriber, of the Senior Notes subject to the satisfaction of the terms and conditions of the Subscription Agreement.

The Board further announces that:

1. the Company, Landsea Group and the Trustee will enter into the Keepwell Deed for the benefit of the Senior Notes. According to the Keepwell Deed, Landsea Group will undertake that, among others, it shall (a) directly or indirectly own and hold at least 50% of the outstanding shares of and control the Company; (b) cause the Company to have the required consolidated net worth at all times; (c) cause the Company to have sufficient liquidity; (d) cause the Company to ensure that the repayment of principal or payment of interest in respect of any shareholders' loan provided to the Company by Landsea Group should not be made when and if there is any overdue payment on the interest, principal or any other obligation under or in respect of the Senior Notes; and (e) cause the Company to remain solvent and a going concern at all times under the laws of their respective jurisdiction of incorporation or applicable accounting standards; and
2. the Company, Landsea Group and the Trustee will enter into the Deed of Equity Interest Purchase Undertaking, pursuant to which Landsea Group shall agree to purchase certain equity interests upon the receipt of a written notice provided by the Trustee following the occurrence of an event of default.

As at the date of this announcement, Landsea Group (the attributable interest of Mr. Tian in which is approximately 29.06%) through Greensheid Corporation holds 2,209,991,823 Shares, representing approximately 74.16% of the issued share capital of the Company.

If Landsea Group ceases to own more than 50% of the Shares, holders of the Senior Notes will have the right, at such holder's option, to require the Company to redeem all, but not some only, of that holder's notes at 101% of their principal amount, together with accrued interest to the date of redemption.

THE SUBSCRIPTION AGREEMENT

- Date : 24 April 2015
- Parties : (a) The Company as the issuer;
- (b) The Subscriber;
- (c) Subsidiary Guarantors as the guarantors of the Company's obligations under the Senior Notes; and
- (d) Landsea Group.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Subscriber is an Independent Third Party.

There will be no public offering of the Senior Notes to be issued under the Subscription Agreement in Hong Kong, the United States or any other jurisdiction.

Principal terms of the Senior Notes

- Issuer : the Company
- Aggregated principal amount : US\$100,000,000
- Issue price : 100% of the principal amount of the Senior Notes
- Settlement date : 30 April 2015 or such other date as shall be agreed by the Company and the Subscriber in writing
- Interest rate : 9.50% per annum, payable semi-annually in arrear on 30 April and 30 October in each year. The last interest payment is payable on maturity

Maturity : 30 April 2018

Subsidiary Guarantees : guarantees to be provided by the Subsidiary Guarantors

The Senior Notes will at all times rank *pari passu* among themselves and at all times at least rank equally with all other present and future unsubordinated obligations of the Company, save for such exceptions as may be provided by applicable legislation.

Proposed use of proceeds

The estimated net proceeds of the Senior Notes Issue, after deducting the estimated expenses, will amount to approximately US\$94.19 million. The Company intends to use the net proceeds from Senior Notes Issue to finance mergers and acquisitions, working capital and general corporate purposes.

Reasons for the proposed Senior Notes Issue

The Board considers that through raising funds by the Senior Notes Issue, the Group will be able to enhance its working capital and strengthen its capital base and financial position to support its ongoing operations and further business development. The Board further considers that the proposed Senior Notes Issue is an appropriate means of raising additional capital for the Group as the Senior Notes Issue are non-convertible into equity, and thus the proposed issue will not have dilution effect on the shareholding of the existing Shareholders.

The terms of the Subscription Agreement were negotiated on an arm's length basis, and are on normal commercial terms which are considered to be fair and reasonable.

The Board is of the opinion that the proposed Senior Notes Issue is in the interests of the Group and the Shareholders as a whole.

The Company will continue to make relevant disclosure under its subsequent interim and annual reports pursuant to Rule 13.21 of the Listing Rules as long as circumstances giving rise to the obligations under Rule 13.18 of the Listing Rules continue to exist.

INFORMATION ABOUT THE GROUP

The Group is principally engaged in property development in the PRC. The Company is the only listed platform under Landsea Group engaging in green residential property development business. The Group has been seeking suitable lands for property development.

DEFINITIONS

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

“Board” the board of Directors

“Company” Landsea Green Properties Co., Ltd., a limited liability company incorporated in Bermuda, the Shares of which are listed on the main board of the Stock Exchange (stock code: 106)

“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Deed of Equity Interest Purchase Undertaking”	the deed of equity interest purchase undertaking to be entered into between the Company, Landsea Group and the Trustee
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Keepwell Deed”	the keepwell deed to be entered into between the Company, Landsea Group and the Trustee for the benefit of the Senior Notes to be undertaken by Landsea Group
“Independent Third Party(ies)”	person(s) or company(s) who/which is/are not connected with the Company, any of the directors, chief executive or substantial shareholders (as defined under the Listing Rules) of the Company or any of its subsidiaries, or any of their respective associates
“Landsea Group”	朗詩集團股份有限公司(Landsea Group Co., Ltd.*), a company established in the PRC with limited liability, the ultimate controlling shareholder of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Tian”	Mr. Tian Ming, an executive Director and the Chairman of the Company
“PRC”	the People’s Republic of China
“Senior Notes”	US\$100,000,000 9.50% senior secured guaranteed notes due 2018 to be issued by the Company
“Senior Notes Issue”	issue of Senior Notes
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholders”	the holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Haitong International Securities Company Limited, a limited company incorporated in Hong Kong

“Subscription Agreement”	the subscription agreement in relation to Senior Notes Issue entered into between the Company, the Subscriber, the Subsidiary Guarantors and Landsea Group on 24 April 2015
“Subsidiary Guarantees”	guarantees to be provided by the Subsidiary Guarantors
“Subsidiary Guarantors”	certain subsidiaries of the Company which will guarantee the Senior Notes pursuant to the Trust Deed
“Trust Deed”	the trust deed to be entered into between the Company, Subsidiary Guarantors, Landsea Group and the Trustee to constitute the Senior Notes Issue
“Trustee”	DB Trustees (Hong Kong) Limited
“US\$”	US dollars, the lawful currency of the United States of America

By order of the Board
Landsea Green Properties Co., Ltd.
Chan Yuen Ying, Stella
Company Secretary

Hong Kong, 24 April 2015

** for identification purpose only*

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Tian Ming, Mr. Xiang Jiong, Ms. Shen Leying, Mr. Xie Yuanjian and Mr. Lu Baoxiang, one non-executive Director, namely Ms. Zhou Qin, and three independent non-executive Directors, namely Mr. Xu Xiaonian, Mr. Ding Yuan and Mr. Lee Kwan Hung.