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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）

**未償付2019年到期的6.875厘優先票據
（ISIN：XS1494003624，通用編碼：149400362）的交換要約**

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2019年4月9日及2019年4月11日就交換要約及同步新資金發行而刊發的公告（「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。

請參閱隨附關於交換要約的公告「現有優先票據的交換要約結果」（「該新加坡證券交易所公告」），其於2019年4月17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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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，2019年4月17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、陳志偉先生及陳安華先生；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 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, 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)

**RESULTS OF EXCHANGE OFFER
FOR THE EXISTING SENIOR NOTES**

Reference is made to the announcements of the Company dated 9 April 2019 and 11 April 2019, which set out, among other things, the key terms of the Exchange Offer (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms in this announcement will have the same meanings as those defined in the Announcements.

RESULTS OF THE EXCHANGE OFFER

The Exchange Offer expired at 4:00 p.m., London time, on 16 April 2019. The Company hereby informs Eligible Holders that, as at the Exchange Expiration Deadline, US\$96,203,000 in aggregate principal amount of the Existing Notes, representing approximately 19.24% of the total aggregate principal amount of the outstanding Existing Notes, had been validly tendered for exchange pursuant to the Exchange Offer.

The Maximum Acceptance Amount has not been exceeded. Subject to the terms and conditions of the Exchange Offer, the Company will accept such tendered Existing Notes for exchange in full.

With respect to the Existing Notes tendered for exchange and validly accepted, subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer, the Company expects to issue US\$96,203,000 in aggregate principal amount of the New Notes pursuant to the Exchange Offer.

The Company will make a further announcement in respect of the final pricing details of the New Notes and the Concurrent New Money Issuance (if any) in due course.

This Announcement must be read in conjunction with the Exchange Offer Memorandum.

All documents relating to the Exchange Offer, together with any updates, are made available to holders of the Existing Notes on the Exchange Website: <https://sites.dfkingltd.com/modernland>.

Documentation requests or instruction inquiries may be directed to D.F. King as Information and Exchange Agent in London at +44 20 7920 9700 and in Hong Kong at +852 3953 7230 or via email at modernland@dfkingltd.com.

GENERAL

The New Notes have not been registered under the U.S. Securities Act, or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This announcement is not an offer to purchase or a solicitation of an offer to sell securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

Forward-looking statements in this announcement, including, among others, those statements relating to the Exchange Offer and the Concurrent New Money Issuance 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 Existing Notes and/or the New 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.

Shareholders, holders of the Existing Notes and potential investors in any securities of the Company should note that completion of the Exchange Offer and the Concurrent New Money Issuance remains subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance as set forth in the Exchange Offer Memorandum and summarized in the Announcements. No assurance can be given that the Exchange Offer and the Concurrent New Money Issuance will be completed and the Company reserves the right to amend, withdraw or terminate the Exchange Offer and the Concurrent New Money Issuance with or without conditions.

The Company may, at its sole discretion, amend or waive certain of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance. As the Exchange Offer and the Concurrent New Money Issuance may or may not proceed or complete, shareholders, holders of the Existing Notes and potential investors in any securities of the Company should exercise caution when dealing in the shares of the Company or the Existing Notes.

IMPORTANT NOTICE — THE EXCHANGE 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 UNDER 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 THE EXISTING NOTES IN THE EXCHANGE OFFER.

By order of the Board of
Modern Land (China) Co., Limited
Zhang Peng
President and Executive Director

Hong Kong, 17 April 2019

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