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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）

**有關於2021年到期的12.85厘優先票據之同意徵求
（國際證券識別編碼：XS1986632716，通用代碼：198663271）**

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。

請參閱隨附標題為「有關於2021年到期的12.85厘優先票據之同意徵求（國際證券識別編碼：XS1986632716，通用代碼：198663271）」的關於同意徵求（「同意徵求」）的公告（「新交所公告」），其於2021年10月11日在新加坡證券交易所的網站發佈。

於聯交所網站刊載新交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，2021年10月11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、陳志偉先生及曾強先生；及獨立非執行董事崔健先生、許俊浩先生、高志凱先生及劉加平先生。

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. No public offer of securities is to be made by the Company in the United States.

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.



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)

**Consent Solicitation in respect of
12.85% Senior Notes Due 2021
(ISIN: XS1986632716, COMMON CODE: 198663271)**

Modern Land (China) Co., Limited (當代置業(中國)有限公司) (the “**Company**”) (Stock Code: 1107) announced a solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposed Amendments**”) to the Indenture, dated as of April 25, 2019 (as supplemented or amended to the date hereof, the “**Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 12.85% Senior Notes Due 2021 (ISIN No.: XS1986632716, Common Code: 198663271) (the “**Notes**”). As of the date of this announcement, the Company has an aggregate principal amount of US\$250,002,000 of the Notes outstanding and the Notes will mature on October 25, 2021 (the “**Maturity Date**”). Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Indenture.

The principal purpose of the Consent Solicitation and the Proposed Amendments is to obtain the Requisite Consents to amend the Indenture to extend the maturity of the Notes and improve our liquidity and cash flow management and to avoid any potential payment default under the Notes. The Proposed Amendments include:

- (i) extending the Maturity Date from October 25, 2021 to January 25, 2022;
- (ii) including an optional redemption to redeem the Notes, in whole or in part, at 100% of their principal amount plus accrued and unpaid interest thereon, at any time on and after October 25, 2021 (without the need to pay any make whole premium) and shorten the period for notice of redemption from not less than 30 days’ nor more than 60 days’ notice to not less than 7 days’ nor more than 30 days’ notice; and

- (iii) reducing the principal amount of the Notes outstanding by redeeming US\$87,500,700 (35% of the outstanding principal amount as of the date hereof) in principal amount of the outstanding Notes on October 25, 2021.

The Consent Solicitation will expire at 5:00 p.m., Central European Time, on October 20, 2021, unless extended or terminated by the Company. The Company is soliciting consents from holders of the Notes who are non-U.S. persons located outside the United States or certain fiduciaries holding accounts for the benefit of non-U.S. persons outside the United States (the “**Eligible Holders**”) to effect the Proposed Amendments. A consent fee of US\$1.00 for each US\$1,000 in principal amount of the Notes will be paid to all holders (including non-consenting holders and holders who are not Eligible Holders), upon a successful consummation of the Consent Solicitation. The Company’s obligation to accept consents and pay the consent fee is conditioned on, among other things, there being validly delivered consents from the Eligible Holders of not less than 90% in aggregate principal amount of the outstanding Notes (the “**Requisite Consents**”) and supplemental indenture with respect to the Notes giving effect of the Proposed Amendments being duly executed and delivered to the trustee.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposed Amendments, Eligible Holders should refer to the Consent Solicitation Statement dated October 11, 2021 (the “**Consent Solicitation Statement**”). The Consent Solicitation Statement will be available on the consent website: <https://sites.dfkingltd.com/modernland>. D.F. King Ltd. acts as the information and tabulation agent for the Consent Solicitation (the “**Information and Tabulation Agent**”). The Company has engaged Guotai Junan Securities (Hong Kong) Limited to act as the sole solicitation agent for the Consent Solicitation (the “**Solicitation Agent**”). Questions from Eligible Holders regarding the Consent Solicitation or requests for additional copies of the Consent Solicitation Statement should be directed to the Information and Tabulation Agent at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Central Hong Kong or 65 Gresham Street, London EC2V 7NQ, United Kingdom (tel: +852 3953 7208 (Hong Kong) or +44 20 7920 9700 (London), e-mail: modernland@dfkingltd.com) or the Solicitation Agent via telephone: +852 2509 5342 (Hong Kong), E-mail: dcm.reunion@gtjas.com.hk.

This announcement is not a solicitation of consent with respect to the Notes. The Consent Solicitation is being made solely by the Consent Solicitation Statement, which sets forth a detailed description of the terms of the Consent Solicitation.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such restrictions.

ABOUT THE COMPANY

The Company is a property developer focused on the development of green, energy-saving and eco-friendly residences in the PRC. The Company is listed on the Stock Exchange of Hong Kong (Stock Code: 1107). The Company highly regards corporate social responsibility, and is committed to delivering comfortable and eco-friendly residential properties to the market. For more information, please visit <http://www.modernland.hk>.

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the scheduled expiration date and payment of the consent fee, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. 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 debt markets in general; and the

occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.

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

October 11, 2021

As of 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. Zeng Qiang; and independent non-executive Directors: Mr. Cui Jian, Mr. Hui Chun Ho, Eric, Mr. Gao Zhikai and Mr. Liu Jiaping.