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China South City Holdings Limited
華南城控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock code: 1668)

OVERSEAS REGULATORY ANNOUNCEMENT
RESULTS OF CONSENT SOLICITATION IN RELATION TO
US\$400,000,000 8.25% SENIOR NOTES DUE 2019 (ISIN: XS1008223858)

This overseas regulatory announcement is made by China South City Holdings Limited (the "**Company**") pursuant to Rule 13.10B of the Listing Rules.

Reference is made to the announcement of the Company dated 16 March 2016 (the "**Announcement**") in respect of the solicitation of consents for certain proposed amendments to the Indenture (the "**Proposals**"). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

In accordance with the Consent Solicitation Statement dated 16 March 2016, the Consent Solicitation expired at 5:00 p.m., Central European Time, on 31 March 2016 (the "**Expiration Date**"), by which the Company had received the Requisite Consents necessary to effect the Proposals.

With the Requisite Consents obtained, the Company is pleased to announce that the Company accepted the Requisite Consents and a supplemental indenture (the "**Supplemental Indenture**") was agreed and executed on 1 April 2016 (the "**Effective Time**"), by and between the Company, the Subsidiary Guarantors (as defined in the Indenture) and the Trustee (as defined in the Indenture), giving effect to the Proposals in compliance with the conditions contained in the Indenture. The execution of the Supplemental Indenture enables the Company to become more adaptive to the fast-changing competition landscape, increases the flexibility of the Company to implement business plans in the future and brings the terms of the Notes more in line with the terms of senior notes issued by comparable issuers in the market.

For detailed information on the Proposals, Holders should refer to the Consent Solicitation Statement and the related documents.

The Company has made arrangements to pay any Consent Fee (as defined in the Consent Solicitation Statement) due as soon as practicable in accordance with the terms set forth in the Consent Solicitation Statement. The Notes will be unblocked in the relevant clearing system following the Expiration Date and in any case by the time of payment of the Consent Fee on the Payment Date (as defined in the Consent Solicitation Statement).

The Supplemental Indenture will not become operative until the Company has paid the Consent Fee to the holders of the Notes who have validly delivered and not validly revoked the consents pursuant to the Consent Solicitation. From and after the Effective Time, each present and future holder of the Notes will be bound by the terms of the Indenture as amended by the Supplemental Indenture, whether or not such holder delivered any consent.

INFORMATION ABOUT THE GROUP

The Group is principally engaged in the development and operation of large-scale integrated logistics and trade centers in the PRC.

GENERAL

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession of this announcement comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement, including, among others, statements relating to the Consent Solicitation 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 Group, changes in the real estate or infrastructure industries and changes in the financial and capital markets in general.

Shareholders, Holders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
China South City Holdings Limited
CHENG Chung Hing
Co-Chairman & Executive Director

Hong Kong, 1 April 2016

As at the date of this announcement, the executive directors of the Company are Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Mr. Fung Sing Hong Stephen; the non-executive directors of the Company are Dr. Ma Kai Cheung, SBS, Mr. Sun Kai Lit Cliff, BBS, JP, Dr. Ma Wai Mo, Mr. Cheng Tai Po and Mr. Lin Ching Hua; and the independent non-executive directors of the Company are Mr. Leung Kwan Yuen Andrew, GBS, JP, Mr. Li Wai Keung, Mr. Hui Chiu Chung, JP and Mr. Yung Wing Ki Samuel, SBS, MH, JP.