

*The Consent Solicitation is made for the securities of a non-US company. The Consent Solicitation is subject to disclosure requirements of a non-US country that are different from those of the United States.*

*It may be difficult for you to enforce your rights and any claim you may have arising under the United States federal securities laws, since the Company and all of its officers and directors are residents of a non-US country. You may not be able to sue a non-US company or its officers or directors, in a non-US court for violations of the United States securities laws. It may be difficult to compel a non-US company and its affiliates to subject themselves to a United States court's judgment.*

*You should be aware that the Company may purchase securities otherwise than under the Consent Solicitation, such as in the open market or in privately negotiated purchases.*

*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 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.*



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

*(incorporated in Hong Kong with limited liability)*

**(Stock code: 1668)**

**(the “Company”)**

**INSIDE INFORMATION**

**RESULTS OF CONSENT SOLICITATION IN RELATION TO**

**9.0% SENIOR NOTES DUE JULY 2024 (ISIN: XS1720216388, Common Code: 172021638)**  
**(THE “JULY 2024 NOTES”)**

**and**

**LAPSE OF THE CONSENT SOLICITATION IN RELATION TO**

**9.0% SENIOR NOTES DUE APRIL 2024 (ISIN: XS2085883119, Common Code: 208588311)**  
**(THE “APRIL 2024 NOTES”)**

**9.0% SENIOR NOTES DUE JUNE 2024 (ISIN: XS2120092882, Common Code: 212009288)**  
**(THE “JUNE 2024 NOTES”)**

**9.0% SENIOR NOTES DUE OCTOBER 2024 (ISIN: XS2238030162, Common Code: 223803016)**  
**(THE “OCTOBER 2024 NOTES”)**

**and**

**9.0% SENIOR NOTES DUE DECEMBER 2024 (ISIN: XS2227909640, Common Code: 222790964)**  
**(THE “DECEMBER 2024 NOTES”)**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 4 December 2023, 11 December 2023 and 18 December 2023 (the “**Announcements**”), the consent solicitation statement dated 4 December 2023 (the “**Original Consent Solicitation Statement**”) and the supplemental consent solicitation statement dated 11 December 2023 (the “**Supplemental Consent Solicitation Statement**”, and, together with the Original Consent Solicitation Statement, the “**Consent Solicitation Statement**”) in relation to the Consent Solicitation. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcements and Consent Solicitation Statement.

## **RESULTS OF CONSENT SOLICITATION IN RELATION TO THE JULY 2024 NOTES**

The Company is pleased to announce that, as at 4:00 p.m., London Time on 18 December 2023 (the “**Further Extended Expiration Date**”), the Requisite Consents for the July 2024 Notes have been obtained prior to the Further Extended Expiration Date.

The Company hereby announces that (i) it has accepted the Consents from the Holders of the July 2024 Notes and has executed the amended and restated indenture with respect to the July 2024 Notes (the “**July 2024 Amended and Restated Notes Indenture**”) as described in the Consent Solicitation Statement to bring the proposed amendments to the July 2024 Notes into effect and (ii) in connection therewith, it has decided to waive the condition that it receive valid Requisite Consents to effect the Proposed Amendments with respect to the April 2024 Notes Indenture, the June 2024 Notes Indenture, the October 2024 Notes Indenture and the December 2024 Notes Indenture. As a result, the effectiveness of the proposed amendments and waivers in relation to the July 2024 Notes is not conditional upon the consummation of the Consent Solicitation in respect of the other series of the Notes.

## Proposed Amendments

With respect to the July 2024 Notes, the proposed amendments include:

- a. extending the maturity of the July 2024 Notes to 19 August 2027;
- b. reducing the interest rate of the July 2024 Notes from 9.0% per annum to 4.5% per annum, which shall become effective on the Payment Date;
- c. modifying the interest payment dates under the July 2024 Notes to mean 19 May and 19 November of each year and providing that (i) the first payment of interest, to be made on 19 May 2024, will be of interest accrued from and including the Payment Date to but excluding 19 May 2024 and (ii) the last payment of interest, to be made on the final maturity date of the July 2024 Notes, will be of interest accrued from and including 19 May 2027 to but excluding such final maturity date;
- d. revising the amortization schedule, under which on each Amortization Payment Date (as defined in the July 2024 Amended and Restated Notes Indenture), the Company shall redeem at least the Minimum Principal Amount (as defined in the July 2024 Amended and Restated Notes Indenture) of the July 2024 Notes at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to (but not including) the relevant Amortization Payment Date, in cash pro rata to the Holders thereof on the immediately preceding Amortization Record Date (as defined in the July 2024 Amended and Restated Notes Indenture) by way of a proportional reduction in the principal amount of each July 2024 Note held by such Holders;

<b>Amortization Payment Date</b>	<b>Required principal amount (on cumulative basis)</b>
19 April 2025	US\$11,836,447 (being 5% of the aggregate principal amount of the July 2024 Notes outstanding on the Payment Date)
19 December 2025	US\$18,938,315 (being 8% of the aggregate principal amount of the July 2024 Notes outstanding on the Payment Date)
19 June 2026	US\$26,040,183 (being 11% of the aggregate principal amount of the July 2024 Notes outstanding on the Payment Date)
19 February 2027	US\$35,509,340 (being 15% of the aggregate principal amount of the July 2024 Notes outstanding on the Payment Date)

- e. implementing a mandatory early redemption schedule, under which on 31 January 2024 (the “**Mandatory Early Redemption Date**”), the Company shall redeem US\$9,469,157 in principal amount of the July 2024 Notes at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to (but not including) the Mandatory Early Redemption Date, in cash pro rata to the Holders thereof on the Mandatory Early Redemption Record Date (as defined in the July 2024 Notes Amended and Restated Indenture) by way of a proportional reduction in the principal amount of each July 2024 Note held by such Holders;
- f. adding CSC Nanchang to the list of Specified Onshore Assets (as defined in the July 2024 Notes Amended and Restated Indenture); and
- g. including a covenant in the July 2024 Notes Amended and Restated Indenture that the Company shall pay the Incentive Fee in accordance with the terms and conditions set forth in the Consent Solicitation Statement.

### **Proposed Waivers**

Each Holder of the July 2024 Notes who delivered a Consent in the Consent Solicitation is deemed to have, amongst others, waived until 19 July 2024 the November Interest Non-Payment and acknowledged and agreed that the November Interest will be paid on or before 19 July 2024.

The Company would like to express its gratitude to the Holders of all the Notes who supported the Consent Solicitation. Successful consummation of the Consent Solicitation in respect of the July 2024 Notes enables us to extend our debt maturity profile, strengthen our balance sheet and improve our cash flow management. The Company would also like to thank the Holders for their confidence in the Company.

Pursuant to the terms and conditions of the Consent Solicitation, the Company (i) has paid the Consent Fee to each Holder of the July 2024 Notes who has validly delivered (and not validly revoked) a Consent on or prior to the Further Extended Expiration Date on 19 December 2023 (the “**Payment Date**”), and (ii) will pay the Incentive Fee to each Holder of the July 2024 Notes who has validly delivered (and not validly revoked) a Consent on or prior to the Further Extended Expiration Date on 31 January 2024.

Since the Requisite Consents in respect of the July 2024 Notes were received prior to the Further Extended Expiration Date, on the Payment Date when the proposed amendments to the terms of the July 2024 Notes Indenture became effective, such proposed amendments became binding on all Holders of the July 2024 Notes, including non-consenting Holders of the July 2024 Notes. However, non-consenting Holders of the July 2024 Notes will not receive any Consent Fee or Incentive Fee.

Following the implementation of the proposed amendments in respect of the July 2024 Notes, the accrued and unpaid interest from and including 20 November 2023 to but excluding 19 December 2023 has been capitalized on 19 December 2023 such that the principal amount outstanding on the July 2024 Notes shall be increased to US\$236,728,931 from US\$235,025,000.

## **LAPSE OF THE CONSENT SOLICITATION IN RELATION TO THE APRIL 2024 NOTES, THE JUNE 2024 NOTES, THE OCTOBER 2024 NOTES AND THE DECEMBER 2024 NOTES**

With respect to each of the April 2024 Notes, the June 2024 Notes, the October 2024 Notes and the December 2024 Notes, the Requisite Consents have not been received from the Holders of each respective series. Consequently, the Consent Solicitation in relation to each of the April 2024 Notes, the June 2024 Notes, the October 2024 Notes and the December 2024 Notes has lapsed and will not proceed.

The Company values its relationship with all of the Holders and remains committed to maintaining open communication with the Holders. The Company has been actively engaging with the Holders to discuss debt management strategies, including but not limited to consent solicitation, schemes and exchange offers, as part of its ongoing efforts to manage its liquidity. In line with this commitment and the Company's principles of fairness and transparency, the Company intends to ensure equitable treatment across all five series of Notes. Should any further enhancements or more favorable terms be offered in the future to the Holders of the April 2024 Notes, the June 2024 Notes, the October 2024 Notes and/or the December 2024 Notes, the Company will offer equivalent terms to the Holders of the July 2024 Notes. This approach affirms the Company's dedication to fairness and is intended to align the interests of all Holders. As at the Further Extended Expiration Date, Holders of 69.87% of the aggregate outstanding principal amount across all five series of Notes voted in favour of the Consent Solicitation. The Company again expresses its sincere appreciation to all Holders for their participation in this Consent Solicitation.

The table below sets out the outstanding principal amount of the April 2024 Notes, the June 2024 Notes, the October 2024 Notes and the December 2024 Notes, respectively, as at the date of this announcement:

<b>Description of Notes</b>	<b>Outstanding Principal Amount</b>
the April 2024 Notes	US\$288,840,000
the June 2024 Notes	US\$287,180,000
the October 2024 Notes	US\$202,500,000
the December 2024 Notes	US\$333,000,000

The results of the Consent Solicitation are published on the websites of the Company at [www.chinasouthcity.com](http://www.chinasouthcity.com), the Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk), the Singapore Exchange Securities Trading Limited at [www.sgx.com](http://www.sgx.com) and the Information and Tabulation Agent at [www.dfkingltd.com/chinasouthcity](http://www.dfkingltd.com/chinasouthcity).

### **FURTHER DETAILS**

For further discussion of the payment of the Consent Fee and the Incentive Fee, the proposed amendments and waivers, the implications of or other detailed information about the Consent Solicitation, please refer to the Announcements and the Consent Solicitation Statement.

The Company has engaged Haitong International Securities Company Limited and China CITIC Bank International Limited as Solicitation Agents. A Holder (or a beneficial owner that is not a Holder) may also contact the Solicitation Agents or the Information and Tabulation Agent for the Consent Solicitation and all documentation relating to the Consent Solicitation and any updates will be available from the Information and Tabulation Agent (email: ChinaSouthCity@dfkingltd.com or at the following website: www.dfkingltd.com/chinasouthcity or telephone: +852 3953 7208 (Hong Kong)/+44 20 7920 9700 (London, United Kingdom)) or his/her/its broker, dealer, bank, trust company or other nominee for assistance concerning the Consent Solicitation.

## **GENERAL**

This announcement is not a solicitation of consent with respect to the Notes. The Consent Solicitation is being made solely pursuant to the Consent Solicitation Statement and related documents dated 4 December 2023 and 11 December 2023, which set forth in detail the terms of the Consent Solicitation. Holders should not contact the Company with respect to the Consent Solicitation and should not rely solely on this announcement. All statements contained herein are qualified by the Consent Solicitation Statement.

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**  
**LI Wenxiong and CHENG Chung Hing**  
*Co-Chairmen*

20 December 2023

*As at the date of this announcement, the Co-Chairmen of the Company are Mr. Li Wenxiong (Non-Executive Director) and Mr. Cheng Chung Hing (Executive Director); the Executive Directors of the Company are Ms. Geng Mei, Mr. Wan Hongtao, Mr. Qin Wenzhong and Ms. Cheng Ka Man Carman; the Non-Executive Directors of the Company are Mr. Fung Sing Hong Stephen, Ms. Shen Lifeng, Ms. Li Aihua and Ms. Deng Jin; and the Independent Non-Executive Directors of the Company are Mr. Leung Kwan Yuen Andrew, GBM, GBS, JP, Mr. Li Wai Keung, Mr. Hui Chiu Chung, JP, Ms. Zee Helen and Dr. Li Xu.*