

*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.*

*This announcement is not for distribution, directly or indirectly, in or into the United States. This announcement and the information contained herein does not constitute or form part of an offer to sell securities in the United States. Securities may not be offered or sold in the United States unless registered pursuant to the U.S. Securities Act of 1933 (the “**Securities Act**”), or pursuant to an applicable exemption from such registration requirement. Any public offering of securities to be made in the United States will be made by means of a prospectus that will contain detailed information about our company and management, as well as financial statements. The securities referred to herein have not been and will not be registered under the Securities Act and no public offering of securities will be made in the United States. No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted.*



**China South City Holdings Limited**  
**華南城控股有限公司**  
*(incorporated in Hong Kong with limited liability)*  
**(Stock code: 1668)**

## **PROPOSED ISSUANCE OF SENIOR NOTES**

The Company proposes to conduct an international offering of the Proposed Notes Issue.

The pricing of the Notes, including the aggregate principal amount, the offer price and the interest rate, will be determined through a book building exercise to be conducted by UBS, Guotai Junan International and HSBC as the joint global coordinators, the joint bookrunners and the joint lead managers and AMTD, Bank of America Merrill Lynch, China Merchants Securities (HK), DBS Bank Ltd., GF Securities and Haitong International as the joint bookrunners and the joint lead managers of the Notes issue. Upon the finalization of the terms of the Notes, UBS, Guotai Junan International, HSBC, AMTD, Bank of America Merrill Lynch, China Merchants Securities (HK), DBS Bank Ltd., GF Securities, Haitong International and the Company, among others, will enter into the Purchase Agreement.

The net proceeds of the Proposed Notes Issue will be used by the Company primarily to refinance existing indebtedness in relation to the construction and development of our projects and for general corporate purposes. The Company may adjust the foregoing plans in response to changing market conditions, change in government policies or other factors, and thus, the Company may reallocate the use of the proceeds for different uses.

Approval in-principle has been received for the listing and quotation of the Notes on the Official List of the SGX-ST. Admission of the Notes to the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. No listing of the Notes has been or will be sought in Hong Kong.

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.**

## INTRODUCTION

The Company proposes to conduct an international offering of the Proposed Notes Issue.

The pricing of the Notes, including the aggregate principal amount, the offer price and the interest rate, will be determined through a book building exercise to be conducted by UBS, Guotai Junan International and HSBC as the joint global coordinators, the joint bookrunners and the joint lead managers and AMTD, Bank of America Merrill Lynch, China Merchants Securities (HK), DBS Bank Ltd., GF Securities and Haitong International as the joint bookrunners and the joint lead managers of the Notes issue. Upon the finalization of the terms of the Notes, UBS, Guotai Junan International, HSBC, AMTD, Bank of America Merrill Lynch, China Merchants Securities (HK), DBS Bank Ltd., GF Securities, Haitong International and the Company, among others, will enter into the Purchase Agreement and other ancillary documents, pursuant to which, UBS, Guotai Junan International, HSBC, AMTD, Bank of America Merrill Lynch, China Merchants Securities (HK), DBS Bank Ltd., GF Securities and Haitong International will be the initial purchasers of the Notes. The materialization and completion of the Proposed Notes Issue are subject to market conditions and investors' interest. The Notes are proposed to be guaranteed by the Subsidiary Guarantors.

The Proposed Notes Issue has not been and will not be registered under the Securities Act or any state securities law of the U.S. and may not be offered or sold within the United States unless so registered or pursuant to an applicable exemption from registration and may only be offered or sold outside the United States in reliance on Regulation S under the Securities Act. None of the Notes will be offered to the public in Hong Kong.

## **REASONS FOR THE PROPOSED NOTES ISSUE AND THE PROPOSED USE OF PROCEEDS**

The Group is a leading developer and operator of large-scale, integrated logistics and trade centers in the PRC, based on GFA, industry coverage and range of ancillary services and facilities offered. Leveraging the Group's experience and brand reputation, the Group currently has eight projects in different stages of development located in regional economic hubs in Shenzhen, Nanning, Nanchang, Xi'an, Harbin, Zhengzhou, Hefei and Chongqing, PRC.

The net proceeds of the Proposed Notes Issue will be used by the Company primarily to refinance existing indebtedness in relation to the construction and development of our projects and for general corporate purposes. The Company may adjust the foregoing plans in response to changing market conditions, change in government policies or other factors, and thus, the Company may reallocate the use of the proceeds for different uses.

## **LISTING**

Approval in-principle has been received for the listing and quotation of the Notes on the Official List of the SGX-ST. Admission of the Notes to the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. No listing of the Notes has been or will be sought in Hong Kong.

## **GENERAL**

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.**

## DEFINITIONS

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

“AMTD”	AMTD Global Markets Limited
“Bank of America Merrill Lynch”	Merrill Lynch (Asia Pacific) Limited
“China Merchants Securities (HK)”	China Merchants Securities (HK) Co., Limited
“Company”	China South City Holdings Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1668)
“DBS Bank Ltd.”	DBS Bank Ltd.
“GF Securities”	GF Securities (Hong Kong) Brokerage Limited
“GFA”	Gross floor area, which comprises the total floor area contained within the external walls of a building
“Group”	the Company and its subsidiaries
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited
“Haitong International”	Haitong International Securities Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Notes”	the senior notes proposed to be issued by the Company
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Notes Issue”	the proposed issuance of the Notes by the Company

“Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company, UBS, Guotai Junan International, HSBC, AMTD, Bank of America Merrill Lynch, China Merchants Securities (HK), DBS Bank Ltd., GF Securities and Haitong International in relation to the Proposed Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantors”	the subsidiaries of the Company which provide a guarantee for the payment of the Notes provided that those Subsidiary Guarantors will not include any subsidiaries of the Company established under the laws of the PRC
“UBS”	UBS AG Hong Kong Branch
“United States”	the United States of America

For and on behalf of the Board  
**China South City Holdings Limited**  
**CHENG Chung Hing**  
*Chairman & Executive Director*

Hong Kong, 18 January 2018

*As at the date of this announcement, the executive directors of the Company are Mr. Cheng Chung Hing, Mr. Fung Sing Hong Stephen, Mr. Song Chuan and Ms. Cheng Ka Man Carman; the non-executive directors of the Company are Dr. Ma Kai Cheung, SBS, BBS, 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, SBS, JP, Mr. Li Wai Keung, Mr. Hui Chiu Chung, JP and Mr. Yung Wing Ki Samuel, SBS, MH, JP.*