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L A I F U N G H O L D I N G S

Lai Fung Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1125)

## **OVERSEAS REGULATORY ANNOUNCEMENT**

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the attached announcement on the next page. A copy of the announcement is available on the website of the Singapore Exchange of Securities Trading Limited at [www.sgx.com](http://www.sgx.com).

On behalf of the Board  
**Lai Fung Holdings Limited**  
**Chew Fook Aun**  
*Chairman*

Hong Kong, 7 May 2013

*As at the date of this announcement, the Board comprises seven Executive Directors, namely Mr. Chew Fook Aun (Chairman), Dr. Lam Kin Ming (Deputy Chairman), Mr. Lam Kin Hong, Matthew (Executive Deputy Chairman), Mr. Lam Hau Yin, Lester (Chief Executive Officer), Madam U Po Chu, Mr. Lau Shu Yan, Julius and Mr. Cheng Shin How; two Non-executive Directors, namely Mr. Leow Juan Thong, Jason and Mr. Lucas Ignatius Loh Jen Yuh (also alternate to Mr. Leow Juan Thong, Jason); and five Independent Non-executive Directors, namely Messrs. Lam Bing Kwan, Ku Moon Lun, Law Kin Ho, Mak Wing Sum, Alvin and Shek Lai Him, Abraham.*

## ANNOUNCEMENT

Lai Fung Holdings Limited (the “**Company**”) today announced it intends to solicit (such solicitation, as may be amended or supplemented, the “**Consent Solicitation**”) consents (the “**Consents**”) from the holders of its US\$200,000,000 9.125% Senior Notes due 2014 (ISIN No. XS0295131980, Common Code No. 029513198) (the “**Notes**”) to certain amendments (the “**Proposals**”) to the indenture dated April 4, 2007 (as supplemented or amended to the date hereof, the “**Indenture**”), among the Company, the subsidiary guarantors named therein, and DB Trustees (Hong Kong) Limited, as trustee, pursuant to which such Notes were issued.

The terms and conditions of the Consent Solicitation are described in the Consent Solicitation Statement dated May 7, 2013 (as the same may be amended or supplemented, the “**Consent Solicitation Statement**”) and the related documents.

The principal purposes of the Consent Solicitation and the Proposals are (i) to provide the Company with additional flexibility to pursue business opportunities by eliminating or materially amending substantially all of the restrictive covenants contained in the Indenture, (ii) to allow the Company to substitute Subsidiary Guarantees (as defined in the Indenture) with JV Subsidiary Guarantees (as defined in the Consent Solicitation Statement) to enable the Company to pursue business opportunities permitted under the Indenture that are not otherwise available to it at attractive valuations or at all and to give it access to additional capital resources for the development of its projects and (iii) to clarify certain definitions in the Indenture.

The Consent Solicitation will expire at 5:00 p.m., London time, on May 17, 2013, unless extended or terminated by the Company. Subject to the terms and conditions as set forth in the Consent Solicitation Statement, the Company is offering to the holders of the Notes a consent fee of US\$2.50 for each US\$1,000 in principal amount of Notes in respect of which any holder validly delivers (and does not validly revoke) a Consent prior to the expiration of the Consent Solicitation (the “**Consent Fee**”). The Company’s obligation to accept Consents and pay the Consent Fee is conditioned on, among other things, there being validly delivered unrevoked consents from the holders of not less than a majority in aggregate principal amount of the outstanding Notes.

The Consent Solicitation Statement will be distributed to the holders of the Notes by Deutsche Bank AG, Hong Kong Branch, the information and tabulation agent for the Consent Solicitation (the “**Information and Tabulation Agent**”). The Company has engaged The Hongkong and Shanghai Banking Corporation Limited to act as the solicitation agent (the “**Solicitation Agent**”) for the Consent Solicitation. Questions from holders of the Notes regarding the Consent Solicitation may be directed to the Solicitation Agent for the Consent Solicitation, at Level 17, HSBC Main Building, 1 Queen’s Road Central, Hong Kong. Any questions and requests for assistance with regard to the procedures for participating in the Consent Solicitation or for copies of the Consent Solicitation Statement may be directed to the Information and Tabulation Agent at 52/F International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

## **ABOUT THE COMPANY**

The Company's core businesses include the investment and development of high-quality serviced apartments, residential, office and commercial properties in major gateway cities in China, in particular, Shanghai and Guangzhou.

## **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 risk, 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.

7 May 2013