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天譽置業(控股)有限公司
SKYFAME REALTY (HOLDINGS) LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 00059)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued by Skyfame Realty (Holdings) Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Please refer to the attached announcement titled “Execution of Supplemental Indentures in respect of (I) 13.0% Senior Notes due 2022 (ISIN: XS2022224047; Common Code: 202222404), and (II) 13.0% Senior Notes due 2021 (ISIN: XS2181861654; Common Code: 218186165)” (the “**SGX Announcement**”), which is available on the website of the Singapore Exchange Securities Trading Limited.

The posting of the SGX Announcement on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

The SGX Announcement does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities.

The SGX Announcement must not be regarded as an inducement to subscribe for or purchase any securities of the Company, and no such inducement is intended. No investment decision should be based on the information contained in the SGX Announcement.

By Order of the Board
Skyfame Realty (Holdings) Limited
YU Pan
Chairman

Hong Kong, 27 January 2021

As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely Mr. YU Pan (Chairman), Mr. WEN Xiaobing, Mr. WANG Chenghua and Mr. JIN Zhifeng; one non-executive director, namely Mr. WONG Lok; and three independent non-executive directors, namely Mr. CHOY Shu Kwan, Mr. CHENG Wing Keung, Raymond and Ms. CHUNG Lai Fong.

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.



SKYFAME REALTY (HOLDINGS) LIMITED

天譽置業(控股)有限公司

(Incorporated in Bermuda with limited liability)

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AND

SKYFAME INTERNATIONAL HOLDINGS LIMITED

天譽國際控股有限公司

(Incorporated in British Virgin Islands with limited liability)

EXECUTION OF SUPPLEMENTAL INDENTURES IN RESPECT OF

(I) 13.0% SENIOR NOTES DUE 2022

(ISIN: XS2022224047; Common Code: 202222404), AND

(II) 13.0% SENIOR NOTES DUE 2021

(ISIN: XS2181861654; Common Code: 218186165)

Reference is made to the announcements of Skyfame Realty (Holdings) Limited (“**Skyfame Realty**” or the “**Company**”) and Skyfame International Holdings Limited (“**Skyfame International**”) on January 14 and January 23, 2021 (collectively, the “**Announcements**”) in relation to (i) the receipt of requisite consents necessary for certain proposed amendments (the “**2022 Notes Proposals**”) to the indenture, dated as of July 8, 2019 (as supplemented or amended to the date hereof, the “**2022 Indenture**”), by and among, Skyfame Realty as issuer, Skyfame International as subsidiary guarantor, and Citicorp International Limited as trustee, governing its 13.0% Senior Notes Due 2022 (ISIN XS2022224047, Common Code 202222404) (the “**2022 Notes**”), pursuant to a consent solicitation statement dated January 14, 2021 (the “**2022 Notes Consent Solicitation Statement**”); and (ii) the receipt of requisite consents necessary for certain proposed amendments (the “**2021 Notes Proposals**” and, together with the 2022 Notes Proposals, the “**Proposals**”) to the indenture, dated as of July 21, 2020 (as supplemented or amended to the date hereof, the “**2021 Indenture**” and, together with the 2022 Indenture, the “**Indentures**”), by and among, Skyfame International as issuer, Skyfame Realty as parent guarantor and Citicorp International Limited, as trustee,

governing its 13.0% Senior Notes Due 2021 (ISIN XS2181861654, Common Code 218186165) (the “**2021 Notes**” and, together with the 2022 Notes, the “**Notes**” and, each a “**Series**”), pursuant to a consent solicitation statement dated January 14, 2021 (the “**2021 Notes Consent Solicitation Statement**” and, together with the 2022 Notes Consent Solicitation Statement, the “**Consent Solicitation Statements**”).

Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcements.

The Company is pleased to announce the execution of each of the supplemental indentures (the “**Supplemental Indentures**”) to each of the Indentures, dated January 27, 2021 (the “**Effective Time**”), by and among Skyfame Realty and Skyfame International and, in each case, the relevant trustee, giving effect to the Proposals in compliance with the conditions contained in each of the Indentures. Execution of the Supplemental Indentures allows the Company to pursue new business opportunities and new sources of capital that may not otherwise be available to us, better suits our business needs and brings the terms of the Notes more in line with the terms of senior notes recently issued by Skyfame International and comparable issuers in the market. The Company will send copies of the relevant Supplemental Indentures to holders of any Series of the Notes upon request.

For a detailed statement of the Proposals, holders of the Notes should refer to the Consent Solicitation Statements and related documents.

From and after the Effective Time, each present and future holder of each Series of the Notes will be bound by the terms of each of the relevant Indentures as amended and supplemented by each of the relevant Supplement Indentures, whether or not such Holder delivered a consent.

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

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitations 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 any Series of the Notes; changes in the business and financial condition of the Company and its subsidiaries; and changes in the debt markets in general.

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

By Order of the Board
Skyfame Realty (Holdings) Limited
YU Pan
Chairman

Hong Kong, January 27, 2021

As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely Mr. YU Pan (Chairman), Mr. WEN Xiaobing, Mr. WANG Chenghua and Mr. JIN Zhifeng; one non-executive director, namely Mr. WONG Lok; and three independent non-executive directors, namely Mr. CHOY Shu Kwan, Mr. CHENG Wing Keung, Raymond and Ms. CHUNG Lai Fong.