

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 the registration requirements. The Company does not intend to make any public offering of securities in the United States.

CFLD (CAYMAN) INVESTMENT LTD.

(Incorporated in the Cayman Islands with limited liability)

and



CHINA FORTUNE LAND DEVELOPMENT CO., LTD

(Incorporated in the People's Republic of China with limited liability, Stock Code: 600340.SH)

US\$2,203,383,456.00 2.5 PER CENT. GUARANTEED MANDATORY CONVERTIBLE BONDS DUE 2031 (ISIN: XS2581879207, XS2581879116 AND XS2581879462) (THE “BONDS”)

This announcement is made by CFLD (Cayman) Investment Ltd. (the “**Issuer**”) and hereby announces that it has today issued a conversion notice in respect of the Bonds (the “**Conversion Notice**”) in accordance with the trust deed dated 31 January 2023 (the “**Trust Deed**”) made between the Issuer, China Fortune Land Development Co., Ltd (华夏幸福基业股份有限公司) (“**China Fortune Land**”) and The Bank of New York Mellon, London Branch as trustee, pursuant to which the Issuer has elected to convert US\$683,711,703.22 in aggregate principal amount of the Bonds, other than those held by the Holding Period Trustee, into Trust Units (the “**Conversion**”) in accordance with the terms and conditions of the Bonds. A copy of the Conversion Notice is annexed to this announcement. It is currently contemplated by the Issuer that such Conversion will occur at the Conversion Price set out in the Trust Deed on or around 27 December 2023 (the “**Conversion Date**”), however the Issuer reserves the right to make further announcements to update any necessary changes to such date if required.

The Conversion has been approved by the Board of Directors of China Fortune Land on 10 November 2023 and is a component of the Group’s debt restructuring plan (see Shanghai Stock Exchange Announcement: 2021-074) (the “**Debt Restructuring Plan**”).

Bondholders will be requested in accordance with the Conversion Notice to fill out and return the conversion form set out in Annex 1 to the Conversion Notice by no later than seven (7) days prior to the Conversion Date. In the event that a Bondholder fails to provide a duly completed conversion form with the information requested by no later than seven (7) days prior to the Conversion Date, the Issuer’s obligation to deliver Trust Units shall be unconditionally and irrevocably cancelled in their entirety and such Bondholder shall cease to have any entitlement to such Trust Unit. The Issuer may, in its sole discretion and without any obligation so to do, accept any conversion form provided after the deadline.

Subject to the terms of the Conversion Notice and the Trust Deed, on the Conversion Date, the Issuer will procure the registration of the Trust Units under the name provided in the duly completed conversion forms in the register maintained by the Onshore Trustee pursuant to the Onshore Trust Agreement. The Trust Units shall be held by the Onshore Trustee in accordance with the terms of the Onshore Trust Agreement (as defined below). Upon conversion of the Bonds on the Conversion Date, the portion of the Bonds which are converted into Trust Units will be cancelled. Capitalised terms in this announcement shall have the meanings given to

them in the Trust Deed and the Onshore Trust Agreement, between China Fortune (Gu'an) Information Consulting Service Co., Ltd. (华夏幸福(固安)信息咨询有限公司) (“**Gu'an Information Consulting**”) and CCB Trust Co., Ltd. (建信信托有限责任公司) (the “**Onshore Trust Agreement**”). The Issuer reserves the right to make further announcements to update the execution of the Onshore Trust Agreement if necessary.

A description of the principal terms of the Property Trust are set out below for information purposes:

Term	Description
Grantor	Gu'an Information Consulting (华夏幸福(固安)信息咨询有限公司).
Trustee	CCB Trust Co., Ltd. (建信信托有限责任公司).
Beneficiaries	Trust Unit holders.
Asset Manager	China Fortune Land or its designated entity.
Onshore Trustee	Yunuochang (Gu'an) Information Consulting Services Limited (誉诺昌(固安)信息咨询有限公司).
Trust Property	<ol style="list-style-type: none"> 100% of the equity interests in the capital of Yunuo Gold (Gu'an) Information Consulting Service Co., Ltd (誉诺金(固安)信息咨询有限公司) (“Yunuo Gold”), which as of the date of this announcement is presently valued at approximately RMB 1 million; and A debt of RMB 254.99 billion held by Gu'an Information Consulting against Yunuo Gold and its related property companies.
Trust Units/Share Of Trust Property/ Beneficiaries' Rights	Each 1 RMB in value of the Trust Property corresponds to 1 share of a beneficiary's rights to the Trust Property which in turn is reflected as 1 Trust Unit.
Establishment and Effectiveness of the Property Trust	The Property Trust shall be established and effective after all conditions precedent are met, which include: signing of the Onshore Trust Agreement, Equity Transfer Agreement, Debt Transfer Agreement and other transaction documents; completion of Property Trust registration procedures; effectiveness of the Debt Restructuring Plan and Debt Restructuring Agreement; signing of the entrustment agreement between the Trustee and the Asset Manager; and other conditions stipulated by applicable laws and regulations.
Expected Duration of Trust	Eight (8) years, starting from the date of the establishment of the Property Trust.
Termination of the Property Trust	The Property Trust will expire and terminate on the earlier to occur of: (i) the date falling eight (8) years after the date of the establishment of the Property Trust; (ii) the early termination of the Property Trust following the completion of the distribution of the Trust Property in accordance with the terms of the trust, in accordance with

Term	Description
	prevailing law or regulation, or at the request of the relevant number of beneficiaries at a beneficiaries' meeting. The Terms of the Onshore Trust Agreement additionally provides that the Trustee may also terminate the Property Trust based on its operation, in the event of major negative events occurring to the Trustor or beneficiaries that may cause reputational risk to the Trustee, or if the purpose of the Property Trust is achieved in advance of its end date or the purpose of the Property Trust is determined unachievable by the Trustee. The Property Trust may also be terminated if the duties of the Trustee are terminated and a replacement trustee is not appointed in accordance with the provisions of the Onshore Trust Agreement.
Management of the Property Trust	The Property Trust is established as a service trust for the management of the relevant affairs outlined in the Onshore Trust Agreement. The Trustee and the Asset Manager have specific powers and duties in managing, using, and disposing of the Trust Property.
Transfer of Trust Units	During the Property Trust period, the Property Trust beneficiary rights held by a beneficiary in the form of Trust Units can be transferred according to applicable law and the relevant provisions of the Onshore Trust Agreement.

The Issuer intends to make further announcement(s) to inform investors of the Issuer of any material developments relating to the Conversion of the relevant proportion of the Bonds as and when appropriate.

Any requests for information can be directed to the Issuer's Information Agent. Details of the Information Agent and the Issuer's financial advisors in respect of the Conversion are set out below.

Information Agent:

D.F. King Ltd

[Email: cfld@dfkingltd.com](mailto:cfld@dfkingltd.com)

Attention: D.F. King Debt Team

In London:

65 Gresham Street
London EC2V 7NQ
United Kingdom
Tel: +44 20 8089 3951

In Hong Kong:

Suite 1601, 16/F, Central Tower
28 Queen's Road Central
Hong Kong
Tel: +852 5803 0899

Financial Advisor to the Issuer:

Admiralty Harbour Capital Limited

17/F, Prosperity Tower
39 Queen's Road Central
Central, Hong Kong
[Email: cfld@ahfghk.com](mailto:cfld@ahfghk.com)

Investors of the Issuer are advised not to rely solely on the information contained in this announcement and should exercise caution when dealing in the securities of the Issuer. When in doubt, investors of the Issuer are advised to seek professional advice from their own professional or financial advisers.

The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This announcement is for information purposes only and is not an offer of securities in any jurisdiction.

By order of the Board
CFLD (Cayman) Investment Ltd.
24 November, 2023

ANNEX

CONVERSION NOTICE



CONVERSION NOTICE

The Bank of New York Mellon, London Branch (the “Trustee” and “Agents”)
160 Queen Victoria Street
London EC4V 4LA
United Kingdom

November 24, 2023

Dear Sirs

U.S.\$2,203,383,456.00 2.5 per cent. Guaranteed Mandatory Convertible Bonds due 2031

This Conversion Notice is delivered to you in accordance with Clause 14 of the Trust Deed dated 31 January 2023 (the “**Trust Deed**”) and made between CFLD (Cayman) Investment Ltd., (the “**Issuer**”), China Fortune Land Development Co., Ltd (华夏幸福基业股份有限公司) (the “**Company**”) and The Bank of New York Mellon, London Branch (the “**Trustee**”). All words and expressions defined in the Trust Deed shall (save as otherwise provided herein or unless the context otherwise requires) have the same meanings herein.

We hereby irrevocably elect to convert U.S.\$ 683,711,703.22 of the Bonds into Trust Units in accordance with the terms and conditions of the Bonds on 27 December 2023 (the “**Conversion Date**”).

Please fill out and return the conversion form set out in Annex 1 to this Conversion Notice to the Issuer by no later than 7 days prior to the Conversion Date. We will procure to register the Trust Units under the name provided in the conversion form in the register of the Property Trust. Neither the Trustee nor any Agent is under any obligation to forward any conversion form it receives to the Issuer. **If you fail to send a conversion form with requested information by the prescribed time to the Issuer, the Issuer's obligations to deliver Trust Units to you shall be unconditionally and irrevocably cancelled in their entirety and you will cease to have any entitlement to such Trust Units.**

This certificate and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with English law.

[The remainder of this page is intentionally left blank.]

For and on behalf of

CFLD (Cayman) Investment Ltd.

By: 

Name: David Hogan

Title: Authorised Signatory

for and on behalf of AGS Director Limited

Annex 1 Conversion Form

CFLD (Cayman) Investment Ltd.

Fl.9, Block A, Jiacheng Plaza
No. 18, Xianguangli, North Dongsanhuan Road
Chaoyang District, Beijing

Fax: +86 10 5228 2666

Email: wanghao37@cflcdn.com

Attention: Mr. Will Wang

[DATE]

Dear Sirs

U.S.\$2,203,383,456.00 2.5 per cent. Guaranteed Mandatory Convertible Bonds due 2031

In connection with the Conversion Notice dated [•], we hereby set out the information below:

Legal name under which the Trust Units shall be registered: _____

Bank account details:

Receiving Bank:

Beneficiary:

Address of Beneficiary:

Beneficiary Account Number:

Beneficiary Bank SWIFT Code:

Beneficiary Bank Code:

Correspondent Bank:

Correspondent Bank SWIFT Code:

Our proof of holding is attached to this conversion form. [PLEASE ATTACH THE PROOF OF HOLDING]

We hereby certify that we [are/are not] a Blocked Creditor (as defined in the Trust Deed).

You may contact [NAME] at [PHONE NUMBER] to confirm these details.

For and on behalf of

[•]

By:

Name:

Title: