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## 天譽置業（控股）有限公司 SKYFAME REALTY (HOLDINGS) LIMITED

(於百慕達註冊成立之有限公司)

(股份代號：00059)

### 海外監管公佈

本海外監管公佈乃由天譽置業(控股)有限公司(「本公司」)根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第13.10B條而發出。

敬請參閱隨附標題為「Consent Request Notice to the holders of U.S.\$30,000,000 in aggregate principal amount of 10.0 per cent. Bonds due 2019 (ISIN: XS1855419161; Common Code: 185541916)」(致本金總額為30,000,000美元於二零一九年到期之10.0%計息債券(國際證券號碼：XS1855419161；共同代號：185541916)的持有人的要求同意通知)公佈(「新加坡證券交易所公佈」)，新加坡證券交易所公佈可於新加坡證券交易所有限公司之網站閱覽。

在聯交所網站刊載新加坡證券交易所公佈之目的僅為方便向香港投資者發佈相同資料以及遵守《上市規則》第13.10B條的規定，其概無任何其他目的。

新加坡證券交易所公佈並不構成在任何司法管轄區向公眾人士要約發售任何證券的招股章程、通告、通函、宣傳冊或廣告，亦並非邀請公眾人士作出認購或購買任何證券的要約，且不在邀請公眾人士作出認購或購買任何證券的要約。

新加坡證券交易所公佈不得被視為誘導認購或購買本公司任何證券，亦不擬作出上述誘導。不應根據新加坡證券交易所公佈內所載的資料作出投資決定。

承董事會命  
天譽置業(控股)有限公司  
主席  
余斌

香港，二零一九年一月二十四日

於本公佈日期，董事會包括三名執行董事：余斌先生(主席)、文小兵先生及王成華先生；兩名非執行董事：黃樂先生及劉娟女士；以及三名獨立非執行董事：蔡澍鈞先生、鄭永強先生及鍾麗芳女士。

*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 with limited liability under the laws of Bermuda)*

**Consent Request Notice to the holders of**  
**U.S.\$30,000,000 in aggregate principal amount of 10.0 per cent. Bonds due 2019**  
**(ISIN: XS1855419161; Common Code: 185541916)**

**ANNOUNCEMENT**

Hong Kong – 24 January 2019 – Skyfame Realty (Holdings) Limited (天譽置業(控股)有限公司) (the “**Company**”) (HKEX: 00059) today announced a consent request notice (the “**Consent Request**”) to certain proposed modifications (the “**Proposed Modifications**”) to the Trust Deed, dated as of 30 August 2018 (as supplemented or amended to the date hereof, the “**Trust Deed**”), by and between the Company and Citicorp International Limited, as trustee, governing its 10.0 per cent. Bonds Due 2019 (Common Code 185541916, ISIN No. XS1855419161) (the “**Bonds**”) and to a waiver of certain potential breaches and potential defaults under the Trust Deed in connection with entering into a facility agreement by the Company in December 2018 (the “**Proposed Waivers**”). Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Trust Deed.

The principal purpose of the Consent Request, the Proposed Modifications and the Proposed Waivers is to obtain the consent of Bondholders who hold not less than 90 per cent. in principal amount of the Bonds outstanding (the “**Requisite Consents**”) to amend the Trust Deed to give the Company additional flexibility in pursuing new business opportunities and new sources of capital and to waiver of certain potential breaches and potential defaults under the Trust Deed in connection with entering into a facility agreement by the Company in December 2018, in accordance with the terms and subject to the conditions set forth therein.

The Consent Request will expire at 4:00 p.m., London Time, on 15 February 2019, unless extended or terminated by the Company. The Company’s obligation to accept consents is conditioned on, among other things, there being validly delivered unrevoked consents from the holders of not less than 90 per cent. in aggregate principal amount of the outstanding Bonds, a written resolution with respect to the Proposed Modifications and Proposed Waiver being signed and supplemental Trust Deed with respect to the Bonds giving effect to the Proposed Modifications being duly executed and delivered to the trustee.

For a detailed statement of the terms and conditions of the Consent Request, the Proposed Modifications and the Proposed Waivers, holders of the Bonds should refer to the Consent Request Notice dated 24 January 2019 (the “**Consent Request Notice**”). The Consent Request Notice will be available on the consent website: <https://sites.dfkingltd.com/skyfame>. D.F. King Ltd. acts as the

information and tabulation agent for the Consent Request (the “**Information and Tabulation Agent**”). Questions from holders of Bonds regarding the Consent Request or requests for additional copies of the Consent Request Notice should be directed to the Information and Tabulation Agent at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Central Hong Kong or 125 Wood Street, London EC2V 7AN, United Kingdom (tel: +852 3953 7231 (Hong Kong) or +44 20 7920 9700 (London), e-mail: skyfame@dfkingltd.com).

This announcement is not a solicitation of consent with respect to the Bonds. The Consent Request is being made solely by the Consent Request Notice, which sets forth a detailed description of the terms of the Consent Request.

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

## **ABOUT THE COMPANY**

The Company is a real estate developer based in Guangzhou, Guangdong Province, China. The Company is listed on the Stock Exchange of Hong Kong (Hong Kong Stock Code: 00059). The Company focuses on high-end commercial and residential properties in China and specializes in the development of properties for young communities. For more information, please visit <http://www.tianyudc.com/>.

## **FORWARD-LOOKING INFORMATION**

Forward-looking statements in this announcement, including those statements relating to the Consent Request, such as the scheduled expiration date, 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 the Bonds; 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 Request that would trigger a condition permitting termination or amendment of the Consent Request.

On behalf of the Board  
**Skyfame Realty (Holdings) Limited**  
(天譽置業(控股)有限公司)  
**YU Pan**  
*Chairman*

Hong Kong, 24 January 2019