



### **Principal Terms of the April 2018 Notes**

Issuer:	Easy Tactic Limited
Guarantors:	R&F HK and certain other non-PRC subsidiaries of GZRF Properties
Keepwell Provider:	GZRF Properties
Aggregate principal amount and maturity date:	US\$600,000,000 due 2021
Coupon rate:	7% per annum, payable semi-annually
Optional Redemption:	At any time and from time to time on or after 25 April 2020, the Issuer may in whole or in part redeem the April 2018 Notes
Listing:	Application has been made for the listing and quotation of the April 2018 Notes on the SGX-ST

### **THE NOVEMBER 2017 SUBSCRIPTION**

Date:	17 November 2017
Subscription amount:	US\$200,000,000, in aggregate

### **Principal Terms of the November 2017 Notes**

Issuer:	Easy Tactic Limited
Guarantors:	R&F HK and certain other non-PRC subsidiaries of GZRF Properties
Keepwell Provider:	GZRF Properties
Aggregate principal amount and maturity date:	US\$500,000,000 due 2023
Coupon rate:	5.875% per annum, payable semi-annually
Optional Redemption:	At any time and from time to time on or after 17 November 2020, the Issuer may in whole or in part redeem the November 2017 Notes
Listing:	Listed on the SGX-ST

## **STATUS OF THE GZRF NOTES**

Each of the GZRF Notes are (1) the direct, unsubordinated, unconditional and secured obligations of the Issuer; (2) pari passu and without preference or priority among themselves; (3) guaranteed by the GZRF Subsidiary Guarantors on a senior basis; (4) effectively subordinated to the other secured obligations of GZRF Properties, R&F HK, the other GZRF Subsidiary Guarantors and any future subsidiaries of GZRF Properties which will provide limited-recourse guarantee, to the extent of the value of the assets serving as security therefor; (5) entitled to a lien on certain collateral; and (6) are ranked effectively senior in right of payment with respect to the value of the collateral pledged by the Issuer, R&F HK and the other GZRF Subsidiary Guarantors securing the relevant notes (subject to any priority rights of such unsecured obligations pursuant to applicable law).

## **INFORMATION OF THE ISSUER AND THE KEEPWELL PROVIDER**

GZRF Group is principally engaged in the development and sale of properties, property investment, hotel operations and other property development related services in the PRC.

The Issuer is an investment holding company incorporated in the British Virgin Islands and is an indirect wholly-owned subsidiary of GZRF Properties. R&F HK is an investment holding company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of GZRF Properties.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, each of the Issuer, GZRF Properties and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons.

## **INFORMATION ON THE GROUP**

The Company is an investment holding company. The Group is principally engaged in the manufacture and sale of laminates, printed circuit boards, chemicals and magnetic products, and property development and investment.

## **REASONS FOR BENEFITS OF THE SUBSCRIPTIONS**

The Board considers that the Subscriptions provide a suitable opportunity for the Group to diversify the investment portfolio and generate stable income for the Group. The Issuer has historically issued other financial instruments for which the Group had subscribed in the past. The Directors (including the independent non-executive Directors) consider that the Subscriptions are on normal commercial terms which are fair and reasonable and are in the best interests of the Company and its shareholders as a whole.

The Group funded the November 2017 Subscription, and intends to fund the April 2018 Subscription, from its internal resources.

## **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios of the April 2018 Subscription when aggregated with the November 2017 Subscription exceeds 5% but is less than 25%, the April 2018 Subscription constitutes a discloseable transaction of the Company which is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

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

“April 2018 Notes”	US\$ denominated 7% senior notes to be issued by the Issuer
“April 2018 Subscription”	the subscription of the April 2018 Notes by the Company’s subsidiaries in the amount of US\$120,000,000, in aggregate
“Board”	the board of Directors
“Company”	Kingboard Chemical Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 148)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“GZRF Properties” or “Keepwell Provider”	廣州富力地產股份有限公司 (Guangzhou R&F Properties Co., Ltd.), a joint stock company incorporated in the PRC with limited liability, the H-shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2777)
“GZRF Group”	GZRF Properties and its subsidiaries
“GZRF Notes”	collectively, the November 2017 Notes and the April 2018 Notes

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“November 2017 Notes”	US\$ denominated 5.875% senior notes issued by the Issuer
“November 2017 Subscription”	the subscription of the November 2017 Notes by the Company and its subsidiary in the amount of US\$200,000,000, in aggregate
“PRC”	the People’s Republic of China and for the purpose of this announcement, excludes Hong Kong and Macau Special Administrative Region and Taiwan
“R&F HK”	R&F Properties (HK) Company Limited, a wholly-owned subsidiary of GZRF Properties
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriptions”	collectively, the November 2017 Subscription and the April 2018 Subscription

By Order of the Board  
**Kingboard Chemical Holdings Limited**  
**Lo Ka Leong**  
 Chairman

Hong Kong, 25 April 2018

*A. [Name], B. [Name], C. [Name], D. [Name], E. [Name], F. [Name], G. [Name], H. [Name], I. [Name], J. [Name], K. [Name], L. [Name], M. [Name], N. [Name], O. [Name], P. [Name], Q. [Name], R. [Name], S. [Name], T. [Name], U. [Name], V. [Name], W. [Name], X. [Name], Y. [Name], Z. [Name]*