This announcement is for informational purposes only and is not an offer to sell or the solicitation of an offer to buy securities in the United States or in 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. Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States or to any US persons. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. 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 and management, as well as financial statements. No public offer of securities is to be made by the Company in the United States.

For immediate release on May 16, 2014 - NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES OF AMERICA.



# Country Garden prices US\$550 Million 5-year Senior Notes Offering

\* \* \*

(May 16, 2014–Hong Kong) Country Garden Holdings Company Limited ("Country Garden" or the "Group", SEHK stock code: 2007), one of the leading integrated property developers in China, is pleased to announce today the issue of its US\$550 million 7.875% senior notes due 2019 at price of 98.989% of the principal amount. (the "Issuing Notes").

In addition, the Group on 14 May 2014 entered into a private placement of US\$250 million in principal amount of 7.50% senior notes due 2019 with Uniontop Enterprises Limited (a wholly owned subsidiary of Shau Kee Financial Enterprises Limited) (the "Private Placement Notes").

The Issuing Notes and the Private Placement Notes are expected to settle, subject to the fulfillment of certain conditions precedent, on May 27, 2014 and June 5, 2014, respectively.

The Group intends to use the net proceeds from the issue of the Issuing Notes and the Private Placement Notes to refinance the 2017 Notes and other existing indebtedness and for general corporate purposes.

Goldman Sachs (Asia) L.L.C. and J.P. Morgan are the joint global coordinators of the issue of the Issuing Notes. Goldman Sachs (Asia) L.L.C., J.P. Morgan, BOC International and HSBC are the joint lead managers and joint bookrunners of the issue of the Issuing Notes. HSBC is the sole and exclusive arranger and settlement agent in respect of the Private Placement Notes.

The Issuing Notes are expected to be rated "BB+" by Fitch, "BB" by S&P and "Ba2" by

Moody's. The Private Placement Notes are expected to be rated BB by S&P.

The Issuing Notes are expected to be listed and quoted on the Singapore Exchange Securities Trading Limited.

This release is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States and the District of Columbia), or to any US persons.

In connection with the offering of the Issuing Notes, Goldman Sachs (Asia) L.L.C. and J.P. Morgan acting as stabilizing managers (or persons acting on behalf of any such stabilizing manager) may over-allot the Issuing Notes or effect transactions with a view to supporting the market price of the Issuing Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing managers (or persons acting on behalf of the stabilizing manager) will undertake stabilization action. Any stabilization action may begin on or after the date on which adequate public disclosure of the final terms of the offer of the Issuing Notes is made and, if begun, may be ended at any time. Any stabilization action or over-allotment must be conducted by the stabilizing manager (or persons(s) acting on behalf of the stabilizing manager) in accordance with all applicable laws and rules.

#### **About Country Garden**

Country Garden is one of China's leading integrated property developers. It runs a standardized business model that comprises property development, construction, decoration, property management, as well as hotel development and management. In addition, "Country Garden" has been named by the PRC State Administration for Industry and Commerce as "China's Well-Known Trademarks" in the property sector in 2006. The Group became a constituent stock of MSCI Global Standard Indices on 1 September 2007. It also became a constituent stock of Hang Seng Composite Index 200 and Hang Seng Mainland Composite Index on 10 September 2007.

## **Forward-looking Information**

This press release contains forward-looking statements. Forward-looking statements in this announcement 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, changes in the business and financial condition of the Group, and changes in the capital markets in general.

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