

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information only and is not an offer to sell or the solicitation of an offer to buy securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement is not an offer of securities for sale in the United States. Neither this announcement nor any copy hereof may be taken into or distributed in the United States. The securities 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 exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any of the securities in the United States.



COUNTRY GARDEN HOLDINGS COMPANY LIMITED

碧桂園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2007)

PROPOSED PLACING OF SHARES AND PROPOSED ISSUE OF CONVERTIBLE BONDS

The Company announces that it is planning a placing of Shares and an issue of convertible bonds to institutional investors. The Proposed Placing and the Proposed Bonds Issue are concurrent, but not inter-conditional. The Company has appointed Goldman Sachs as the lead manager for the Proposed Placing and the Proposed Bonds Issue.

Completion of the Proposed Placing and the Proposed Bonds Issue is subject to market conditions and investor interest. If the Proposed Placing and the Proposed Bonds Issue are being carried out, the net proceeds will be used for the repayment of debts of the Group and/or as general working capital purposes.

As no binding agreement in relation to the Proposed Placing or the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Placing and/or the Proposed Bonds Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement will be made by the Company as and when binding agreement in respect of the Proposed Placing and the Proposed Bonds Issue is entered into.

Introduction

The Company announces that it proposes to carry out a placing of Shares and an issue of convertible bonds to institutional investors. Goldman Sachs has been appointed as the lead manager in respect of the Proposed Placing and the Proposed Bonds Issue.

Terms of the Proposed Placing and the Proposed Bonds Issue, including the size of the Proposed Placing and the Proposed Bond Issue, issue prices and other terms will be determined through a book-building exercise to be conducted. Upon finalisation of the terms of the Proposed Placing and the Proposed Bonds Issue, Goldman Sachs as the lead manager will enter into the Placing and Subscription Agreement and the Bonds Subscription Agreement for the Proposed Placing and the Proposed Bonds Issue, respectively, with the Company.

The Placing Shares and the Convertible Bonds will not be offered to the public in Hong Kong and it is not expected that any of the Placing Shares or Convertible Bonds will be placed to any connected persons of the Company.

The Placing Shares and the Convertible Bonds have not been and will not be registered under the U.S. Securities Act, and the Placing Shares will only be offered (i) within the United States in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with restrictions of, Rule 144A under the U.S. Securities Act or another exemption therefrom, and (ii) outside the United States in an offshore transaction in compliance with Regulation S under the U.S. Securities Act. The Convertible Bonds will only be offered outside of the United States in compliance with Regulation S under the U.S. Securities Act.

Proposed use of proceeds

Completion of the Proposed Placing and the Proposed Bonds Issue is subject to market conditions and investor interest. If the Proposed Placing and the Proposed Bonds Issue are being carried out, the Company intends to use the net proceeds from the Proposed Placing and the Proposed Bonds Issue for the repayment of debts of the Group and/or as general working capital purposes.

Information of the Group

The Group is one of the leading integrated property developers in the PRC, with substantially all of the Group's assets and operations based in the PRC. The Group's primary business is the development of large-scale residential community projects and the sale of various types of properties, including townhouses, apartment buildings, parking spaces and retail shops. As an integrated property developer, the Group's lines of business also include construction, installation as well as property management. Ancillary to the Group's projects, the Group also develops and manages hotels within some of the Group's projects to enhance their potential for value appreciation. The residential home projects of the Group are generally located in the suburban areas of first-tier cities, and in the newly urbanised town centres of second- and third-tier cities in the PRC. The Group has expanded its operations into Malaysia and Australia in December 2011 and October 2013, respectively, and started construction of its first project in Indonesia during the first quarter of 2017.

General

As no binding agreement in relation to the Proposed Placing or the Proposed Bonds Issue has been entered into as at the date of this announcement, the Proposed Placing and/or the Proposed Bonds Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement will be made by the Company as and when binding agreement in respect of the Proposed Placing and the Proposed Bonds Issue is entered into.

Definitions

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

“Board”	the board of Directors;
“Bonds Subscription Agreement”	the agreement to be entered into between a wholly owned subsidiary of the Company (an issuer), the Company and Goldman Sachs in relation to the Proposed Bonds Issue;
“Company”	Country Garden Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 2007);
“connected person”	has the meaning ascribed to it under the Listing Rules;
“Convertible Bonds”	convertible bonds to be issued by the Company;
“Directors”	the directors of the Company;
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.;
“Group”	the Company and its subsidiaries;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Placing and Subscription Agreement”	the agreement to be entered into between the Company and Goldman Sachs in relation to the Proposed Placing;
“Placing Shares”	the Shares to be placed by Goldman Sachs pursuant to the Proposed Placing;

“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement;
“Proposed Bonds Issue”	the proposed issue of the Convertible Bonds by a wholly owned subsidiary of the Company;
“Proposed Placing”	the proposed placing of the Placing Shares;
“Shares”	ordinary shares of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“U.S. Securities Act”	the United States Securities Act of 1933, as amended.

By order of the Board
Country Garden Holdings Company Limited
MO Bin
President and Executive Director

Foshan, Guangdong Province, the PRC, 16 January 2018

As of the date of this announcement, the executive directors of the Company are Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Vice Chairman), Mr. MO Bin (President), Ms. YANG Ziyang, Mr. YANG Zhicheng, Mr. XIE Shutai, Mr. SONG Jun, Mr. LIANG Guokun and Mr. SU Baiyuan. The non-executive director of the Company is Mr. CHEN Chong. The independent non-executive directors of the Company are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Mr. HUANG Hongyan, Mr. MEI Wenjue and Mr. YEUNG Kwok On.