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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 ISSUE OF US\$ SENIOR NOTES

The Company proposes to conduct an international offering of US\$ Senior Notes.

The Company is pleased to announce that it proposes to issue the US\$ Senior Notes to institutional investors. The Company has appointed Goldman Sachs and J.P. Morgan as the joint global coordinators, and together with BNP PARIBAS and HSBC, as the joint lead managers and joint bookrunners in respect of the Proposed Notes Issue.

Completion of the Proposed Notes Issue is subject to market conditions and investor interest. If the US\$ Senior Notes are issued, the Company intends to use the net proceeds of the Proposed Notes Issue mainly for refinancing existing offshore indebtedness.

The US\$ Senior Notes have not been and will not be registered under the U.S. Securities Act. The US\$ Senior Notes will only be offered outside of the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act. None of the US\$ Senior Notes will be offered to the public in Hong Kong.

No PRIIPs key information document (KID) has been prepared as the US\$ Senior Notes are not available to retail investors in the EEA.

Application will be made to the SGX-ST for the listing and quotation of the US\$ Senior Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this announcement. Approval in-principle for the listing and quotation of the US\$ Senior Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, any other subsidiary or associated company of the Company, the US\$ Senior Notes or the Subsidiary Guarantees.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes 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 in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to conduct an international offering of the US\$ Senior Notes.

The Company is pleased to announce that it proposes to issue the US\$ Senior Notes to institutional investors. The Company has appointed Goldman Sachs and J.P. Morgan as the joint global coordinators, and together with BNP PARIBAS and HSBC, as the joint lead managers and joint bookrunners in respect of the Proposed Notes Issue.

Terms of the Proposed Notes Issue, including the aggregate principal amount, the offer price and interest rate, will be determined through a book-building exercise. Upon finalisation of the terms of the US\$ Senior Notes, Goldman Sachs and J.P. Morgan as the joint global coordinators, and together with BNP PARIBAS and HSBC, as the joint lead managers and joint bookrunners, and the Company will enter into a Purchase Agreement and other ancillary documents.

The US\$ Senior Notes will not be offered to the public in Hong Kong.

The US\$ Senior Notes have not been and will not be registered under the U.S. Securities Act. The US\$ Senior Notes will only be offered outside of the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act.

No PRIIPs key information document (KID) has been prepared as the US\$ Senior Notes are not available to retail investors in the EEA.

Proposed use of proceeds

Completion of the Proposed Notes Issue is subject to market conditions and investor interest. If the US\$ Senior Notes are issued, the Company intends to use the net proceeds from the Proposed Notes Issue mainly for refinancing existing offshore indebtedness.

Listing

Application will be made to the SGX-ST for the listing and quotation of the US\$ Senior Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this announcement. Approval in-principle for the listing and quotation of the US\$ Senior Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, any other subsidiary or associated company of the Company, the US\$ Senior Notes or the Subsidiary Guarantees.

ABOUT COUNTRY GARDEN

The Group is PRC's leading largest residential property developer focusing on urbanization. The Group runs a centralized and standardized business model that comprises property development, construction, decoration, property investment, as well as hotel development and management. Country Garden offers a broad range of products to cater for diverse market demands. Its various products include residential projects such as townhouses, condos, as well as car-parks and retail shops. The Group also develops and manages hotels within some of its projects to enhance the potential for property value appreciation. The Group operates independent hotels as well.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes 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 in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

DEFINITIONS

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

“BNP PARIBAS”	BNP Paribas
“Board”	the board of Directors
“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)
“Directors”	the directors of the Company
“EEA”	European Economic Area
“Goldman Sachs”	Goldman Sachs (Asia) L.L.C.
“Group” or “Country Garden”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“J.P. Morgan”	J.P. Morgan Securities plc
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement
“PRIIPs”	Packaged retail and insurance-based investment products (2002/92/EC)

“Proposed Notes Issue”	the proposed issue of the US\$ Senior Notes by the Company
“Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company, BNP PARIBAS, Goldman Sachs, HSBC and J.P. Morgan in relation to the Proposed Notes Issue
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	guarantees to be provided by the Subsidiary Guarantors
“Subsidiary Guarantors”	certain existing subsidiaries of the Group providing guarantees for the US\$ Senior Notes
“US\$”	United States dollar, the lawful currency of the United States of America
“US\$ Senior Notes”	the US\$ denominated senior notes to be issued by the Company
“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, 19 September 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. 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 and Mr. YEUNG Kwok On.