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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)**

**(1) PROPOSED NEW ISSUE OF US\$ SENIOR NOTES**

**AND**

**(2) PROPOSED ISSUE OF ADDITIONAL US\$ SENIOR NOTES  
(TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH  
THE US\$550 MILLION 8.000% SENIOR NOTES DUE 2024)**

# **PROPOSED NOTES ISSUE**

## **Proposed New Notes Issue**

The Company proposes to conduct an international offering of the New Notes. The Company has appointed UBS and Goldman Sachs as the joint global coordinators, and together with HSBC and J.P. Morgan, as the joint lead managers and joint bookrunners in respect of the Proposed New Notes Issue.

## **Proposed Additional Notes Issue**

Reference is made to the announcement of the Company dated 20 September 2018 in relation to the issue of the Original Notes by the Company.

The Company proposes to conduct a further international offering of the Additional Notes on the terms and conditions of the Original Notes, save for issue date and the offer price. The Additional Notes will be consolidated and form a single series with the Original Notes.

The Company has appointed UBS and Goldman Sachs as the joint global coordinators, and together with HSBC and J.P. Morgan, as the joint lead managers and joint bookrunners in respect of the Proposed Additional Notes Issue.

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

## **Reasons for the Proposed Notes Issues**

The Company intends to use the net proceeds of the Proposed Notes Issues mainly for refinancing existing offshore indebtedness.

Application will be made to the SGX-ST for the listing and quotation of the 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 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 Notes or the Subsidiary Guarantees.

As no binding agreement in relation to the Proposed Notes Issues has been entered into, the Proposed Notes Issues 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 Issues will be made by the Company should the New Notes Purchase Agreement or the Additional Notes Purchase Agreement be signed.

# **THE PROPOSED NOTES ISSUE**

## **Proposed New Notes Issue**

The Company proposes to conduct an international offering of the New Notes. The Company has appointed UBS and Goldman Sachs as the joint global coordinators, and together with HSBC and J.P. Morgan, as the joint lead managers and joint bookrunners in respect of the Proposed New Notes Issue.

Terms of the Proposed New 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 New Notes, UBS and Goldman Sachs as the joint global coordinators, and together with HSBC and J.P. Morgan, as the joint lead managers and joint bookrunners, and the Company will enter into a New Notes Purchase Agreement and other ancillary documents.

The New Notes will not be offered to the public in Hong Kong.

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

## **Proposed Additional Notes Issue**

Reference is made to the announcement of the Company dated 20 September 2018 in relation to the issue of the Original Notes by the Company.

The Company proposes to conduct a further international offering of the Additional Notes on the terms and conditions of the Original Notes, save for issue date and the offer price. The Additional Notes will be consolidated and form a single series with the Original Notes.

The Company has appointed UBS and Goldman Sachs as the joint global coordinators, and together with HSBC and J.P. Morgan, as the joint lead managers and joint bookrunners in respect of the Proposed Additional Notes Issue.

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

The Additional Notes will not be offered to the public in Hong Kong.

The Additional Notes have not been and will not be registered under the U.S. Securities Act. The Additional 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 Notes are not available to retail investors in the EEA.

### **Reasons for the Proposed Notes Issues**

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

### **Listing**

Application will be made to the SGX-ST for the listing and quotation of the 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 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 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 Issues has been entered into, the Proposed Notes Issues 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 Issues will be made by the Company should the New Notes Purchase Agreement or the Additional Notes Purchase Agreement be signed.

## DEFINITIONS

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

“Additional Notes”	the US\$ denominated senior notes to be issued by the Company (to be consolidated and form a single series with the Original Notes)
“Additional Notes Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company, UBS, Goldman Sachs, HSBC and J.P. Morgan in relation to the Proposed Additional Notes Issue
“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
“New Notes”	the US\$ denominated senior notes to be issued by the Company
“New Notes Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company, UBS, Goldman Sachs, HSBC and J.P. Morgan in relation to the Proposed New Notes Issue
“Notes”	the Additional Notes and the New Notes

“Original Notes”	the US\$550 million 8.000% senior notes due 2024 issued by the Company on 27 September 2018
“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 Additional Notes Issue”	an international offering of the Additional Notes by the Company
“Proposed New Notes Issue”	an international offering of the New Notes by the Company
“Proposed Notes Issues”	the Proposed New Notes Issue and the Proposed Additional 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 New Notes and the Additional Notes
“UBS”	UBS AG Hong Kong Branch
“US\$”	United States dollar, the lawful currency of the United States of America
“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, 17 January 2019

*As of the date of this announcement, the executive directors of the Company are Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Co-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.*