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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)**

**ISSUE OF ADDITIONAL US\$200,000,000 2.7%  
SENIOR NOTES DUE 2026**

## **THE ADDITIONAL NOTES ISSUE**

Reference is made to the announcement of the Company dated 6 January 2021 in respect of the Original Notes.

On 13 July 2021, the Company, the Subsidiary Guarantors and the Subsidiary Guarantor Pledgors entered into the Additional Notes Purchase Agreement with the Initial Purchaser in connection with the Additional Notes Issue.

The Company intends to use the net proceeds of the Additional Notes Issue mainly for refinancing of existing medium to long term offshore indebtedness, which will become due within one year.

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

Application has been made by the Company to the SGX-ST for the listing and quotation of the Additional 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 Additional 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 Additional Notes or the Subsidiary Guarantees.

Reference is made to the announcement of the Company dated 6 January 2021 in respect of the Original Notes.

The Board is pleased to announce that on 13 July 2021, the Company, the Subsidiary Guarantors and the Subsidiary Guarantor Pledgors entered into the Additional Notes Purchase Agreement with the Initial Purchaser in connection with the Additional Notes Issue.

Details of the Additional Notes Purchase Agreement and the Additional Notes Issue are set forth below.

## **ADDITIONAL NOTES PURCHASE AGREEMENT**

### **Date**

13 July 2021

## **Parties to the Additional Notes Purchase Agreement**

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors who will guarantee the Company's obligations under the Additional Notes;
- (c) the Subsidiary Guarantor Pledgors who will pledge the capital stock of other Subsidiary Guarantors held by them to secure the obligations under their respective Subsidiary Guarantees; and
- (d) the Initial Purchaser.

UBS is the sole global coordinator, sole lead manager and sole bookrunner in respect of the offer and sale of the Additional Notes. UBS is also the Initial Purchaser of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, UBS is a third party independent of the Company and its connected persons.

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

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

## **Principal terms of the Additional Notes**

### ***Additional Notes Offered***

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$200,000,000 which will mature on 12 July 2026, unless earlier redeemed pursuant to the terms thereof.

### ***Offering Price***

The offering price of the Additional Notes will be 98.440% of the principal amount of the Additional Notes plus accrued interest from (and including) 12 July 2021 to (but excluding) 20 July 2021.

### ***Interest and Interest Payment Date***

The Additional Notes will bear interest from and including 12 July 2021 at the rate of 2.7% per annum, payable semi-annually in arrears on 12 January and 12 July of each year, commencing on 12 January 2022.

## **PROPOSED USE OF PROCEEDS OF THE ADDITIONAL NOTES ISSUE**

The Company intends to use the net proceeds of the Additional Notes Issue mainly for refinancing of existing medium to long term offshore indebtedness, which will become due within one year.

## **LISTING**

Application has been made by the Company to the SGX-ST for the listing and quotation of the Additional 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 Additional 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 Additional Notes or the Subsidiary Guarantees.

## **ABOUT COUNTRY GARDEN**

The Company is one of the PRC's largest residential property developers that capitalizes on urbanization. With centralized management and standardization, the Group runs the businesses of property development, construction, interior decoration, property investment, and the development and management of hotels. The Group offers a broad range of products to cater for diverse demands, namely residential projects such as townhouses, condominiums, car parks and retail shop spaces. The Group also develops and manages hotels at some of its property projects with the aim of enhancing the properties' marketability. The Group's other businesses are robotics and modern agriculture.

## **DEFINITIONS**

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

“Additional Notes”	the additional 2.7% senior notes due 2026 in the aggregate principal amount of US\$200,000,000 to be issued by the Company (to be consolidated and form a single series with the Original Notes)
“Additional Notes Issue”	the issue of Additional Notes by the Company
“Additional Notes Purchase Agreement”	the agreement dated 13 July 2021 entered into between, among others, the Company and the Initial Purchaser, in relation to the 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)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“EEA”	European Economic Area
“Group” or “Country Garden”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Initial Purchaser”	UBS
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original Notes”	the US\$500,000,000 2.7% senior notes due 2026 issued by the Company on 12 January 2021
“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)
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantee(s)”	guarantee(s) to be provided by the Subsidiary Guarantors
“Subsidiary Guarantor(s)”	certain existing subsidiaries of the Group providing guarantees for the Additional Notes
“Subsidiary Guarantor Pledgors”	each a Subsidiary Guarantor that will pledge the capital stock of other Subsidiary Guarantors held by it to secure the obligations of such Subsidiary Guarantor under its Subsidiary Guarantee
“UBS”	UBS AG Hong Kong Branch (UBS AG is incorporated in Switzerland with limited liability)

“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

“%” per cent.

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

Foshan, Guangdong Province, the PRC, 13 July 2021

*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 Ziying, Mr. YANG Zhicheng, Mr. SONG Jun 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. TO Yau Kwok.*