

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or 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. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. 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 making the offer, management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.



Helenbergh China Holdings Limited

海倫堡中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

EXCHANGE OFFER FOR THE EXISTING NOTES (ISIN: XS2045761140; Common Code: 204576114)

RESULTS OF EXCHANGE OFFER FOR THE EXISTING NOTES

Reference is made to the announcement of the Company dated September 20, 2021, which set out key terms of the Exchange Offer.

The Exchange Offer expired at 4:00 p.m., London time, on September 30, 2021. The Company hereby informs Eligible Holders that, as at the Exchange Expiration Deadline, US\$168,000,000 of the Existing Notes, representing approximately 30.55% of the total aggregate principal amount of the outstanding Existing Notes, has been validly tendered for exchange and accepted pursuant to the Exchange Offer. With respect to the Existing Notes tendered for exchange, subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer, the Company expects to issue US\$168,000,000 of the New Green Notes pursuant to the Exchange Offer.

The Company will make a further announcement in respect of the final pricing details of the New Green Notes and the Concurrent New Money Issuance (if any) with respect to the New Green Notes Offering in due course.

FURTHER DETAILS

For a detailed statement of the terms and conditions of the Exchange Offer, Eligible Holders should refer to the Exchange Offer Memorandum. Morrow Sodali Ltd. has been appointed as the Information, Exchange Agent for the Exchange Offer. To contact Morrow Sodali Ltd. in London, +44 20 4513 6933 and in Hong Kong, +852 2319 4130 or via email at Helenbergh@investor.morrowsodali.com.

The Exchange Offer Memorandum and all announcements in connection with the Exchange Offer will be available in electronic format to Eligible Holders via the Exchange Website: <https://bonds.morrowsodali.com/helenbergh>. Any requests for additional copies of the Exchange Offer Memorandum should be directed to Morrow Sodali Ltd. at the above contact points.

GENERAL

The New Green Notes have not been registered under the U.S. Securities Act, or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This announcement is not an offer to purchase or a solicitation of an offer to sell securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful.

Forward-looking statements in this announcement, including, among others, those statements relating to the Exchange Offer and the Concurrent New Money Issuance are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Existing Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the property development industry, and changes in the capital markets in general.

Shareholders, holders of the Existing Notes and potential investors should note that completion of the Exchange Offer and the Concurrent New Money Issuance remains subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance as set forth in the Exchange Offer Memorandum and summarized in the Announcements. No assurance can be given that the Exchange Offer and the Concurrent New Money Issuance will be completed and the Company reserves the right to amend, withdraw or terminate the Exchange Offer and the Concurrent New Money Issuance with or without conditions.

The Company may, at its sole discretion, amend or waive certain of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance. As the Exchange Offer and the Concurrent New Money Issuance may or may not proceed or complete, shareholders, holders of the Existing Notes and potential investors should exercise caution when dealing in the shares of the Company or the Existing Notes.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. This announcement is provided to you because you are a non-U.S. person outside the United States in accordance with Regulation S.

IMPORTANT NOTICE — THE EXCHANGE OFFER IS AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (WITHIN THE MEANING OF REGULATION S) AND ARE OUTSIDE THE UNITED STATES. U.S. PERSONS (AS DEFINED UNDER REGULATION S), PERSONS ACTING FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER THE EXISTING NOTES IN THE EXCHANGE OFFER.

By Order of the Board
Helenbergh China Holdings Limited
HUANG Chiheng
Executive Director

October 4, 2021

As of the date of this announcement, the executive Directors are Mr. HUANG Chiheng, Mr. WANG Meng and Mr. YE Jun and the non-executive Directors are Ms. YANG Luning and Mr. SHEK Lai Him Abraham.