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**GUANGDONG – HONG KONG GREATER BAY AREA
HOLDINGS LIMITED**

粵 港 灣 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1396)

**CONSENT SOLICITATION RELATING TO
7.0% SENIOR NOTES DUE 2026
(ISIN: XS2609459123; COMMON CODE: 260945912)**

On April 28 and September 6, 2023, the Company issued US\$413,578,609 and US\$25,958,911 aggregate principal amount of the Notes, respectively, which were consolidated and formed a single class. The Notes are listed on the SGX-ST. As of the date of this announcement, US\$439,537,520 in aggregate principal amount of the Notes is outstanding.

The Company is hereby soliciting consents from the Eligible Holders to certain Proposed Amendments to the Indenture in order to extend the maturity date and amend the interest rate and interest payment arrangement in the manner more fully described in the Consent Solicitation Statement sent to the Eligible Holders at the Launch Date, which is summarized under the section headed “The Consent Solicitation – Summary of the Major Proposed Amendments” in this announcement.

Capitalized terms used herein and not otherwise defined shall have the same meanings as those defined in the Consent Solicitation Statement, which is available, subject to eligibility confirmation and registration, on the Consent Website: <https://deals.is.kroll.com/youngo>.

IMPORTANT NOTICE – THE CONSENT SOLICITATION 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 OR RESIDENT IN THE UNITED STATES ARE NOT PERMITTED TO PARTICIPATE IN THE CONSENT SOLICITATION.

THE CONSENT SOLICITATION

Introduction

The principal purpose of the Consent Solicitation and the Proposed Amendments is to amend (i) the maturity date and related provisions; (ii) the interest rate, interest payment dates, and payment-in-kind interest provisions; and (iii) payment of principal instalments and related provisions in the Indenture, in accordance with the terms and subject to the conditions set forth in the Consent Solicitation Statement. The Proposed Amendments with respect to the Notes constitutes a single proposal and a consenting Holder must consent to the Proposed Amendments of the Notes as an entirety and may not consent selectively with respect to certain of the Proposed Amendments with respect to the Notes.

Subject to the terms and conditions of this Consent Solicitation, the Company will make a principal repayment of US\$1 in cash per US\$1,000 principal amount of the Notes (the “**Upfront Principal Payment**”) to all holders of record as of the Record Date of the Notes. After making the Upfront Principal Payment, the Company will cause the Notes in the principal amount equal to the Upfront Principal Payment to be cancelled. It is expected that the Upfront Principal Payment will be made as soon as practicable after the Expiration Deadline and the conditions described under “The Consent Solicitation – Conditions to this Consent Solicitation” (the “**Conditions**”) are met (the “**Payment Date**”). The Company will not be obligated to make any Upfront Principal Payment if the Conditions described under “The Consent Solicitation – Conditions to this Consent Solicitation” are not met (or are not waived by the Company).

If the Requisite Consents with respect to the Notes are obtained, all Holders, including non-consenting Holders, for the Notes will be bound by the terms of the Indenture as amended by the Supplemental Indenture upon execution thereof and receive the Upfront Principal Payment, giving effect to the Proposed Amendments with respect to the Notes.

Background and Purpose of the Consent Solicitation

Since the second half of 2021, the entire Chinese real estate industry has been facing severe difficulties and challenges, coupled with the repeated outbreaks of COVID-19. The Company has also been under enormous operating, financing and cash flow pressure. Against the backdrop of the adverse market conditions, the Company actively implemented various measures to improve its liquidity, including through accelerating sales and cash collection, reducing noncore and unessential operations and expenses and reducing the remuneration and benefits of the senior management team. In addition, with the support of the Holders, the Company completed an exchange offer under which the Notes were issued in April 2023, but the operating environment affecting the Chinese real estate industry has not improved since then. In the past six months, despite all efforts made by the Company to boost sales, the sales performance has remained dismal, even during the traditional peak sales season known as the “Golden September and Silver October.” The Company recorded a significant net loss of approximately RMB740.0 million for the six months ended June 30, 2023. The Company’s asset disposals and collection of other receivables were also difficult and slow in light of the adverse market condition. As a result, the Company may not be able to pay the interest of the Notes due on October 28, 2023.

The Company anticipates that the market condition in the Chinese real estate industry will remain under pressure for the coming years, and therefore, in the absence of a sharp recovery in the market and a resurgence of various financing options, the Company remains cautious about its liquidity in the near term. To ensure the delivery of properties and its operation as well as long-term development, the Company is conducting the Consent Solicitation in relation to the Notes, as described in the Consent Solicitation Statement, to allow more breathing room for its business operation until the Company improves its liquidity position and generates sufficient cash flow to meet its financial commitments.

The purpose of this Consent Solicitation is to extend the maturity date and amend the principal payment schedule, the interest rate, interest payment dates and other interest payment provisions in the Indenture. For a description of the Proposed Amendments, see “Summary of the Major Proposed Amendments.” If the Consent Solicitation is not successfully consummated, the Company’s efforts to mitigate the effects of the adverse market conditions and to meet its financial commitments may be limited by the restrictions under these provisions, and the Company may consider alternative debt restructuring exercise. Further, if the Consent Solicitation is not consummated on or prior to October 28, 2023, the Company may not be able to pay the interest due on such date. For a more detailed discussion, please see “Risk Factors – Our financial performance and business operations have been and may continue to be affected by adverse market conditions, and the Company may not be able to generate sufficient cash to fully address our financial commitments” in the Consent Solicitation Statement.

Summary of the Major Proposed Amendments

Below is a summary of some major terms in the Proposed Amendments, which is not complete and is qualified in its entirety by reference to the full text and more detailed information contained in the Consent Solicitation Statement. The Eligible Holders are urged to read the Consent Solicitation Statement in full, as it contains important information which the Eligible Holders should read carefully before making any decision with respect to the Consent Solicitation. Major terms of the Proposed Amendments include:

- amending the maturity date and related provisions;
- amending the interest rate, interest payment dates, and payment-in-kind interest provisions; and
- amending payment of principal instalments and related provisions.

The Proposed Amendment to Amend the Maturity Date and Related Provisions

The Company is seeking to extend the maturity of the Notes from April 28, 2026 to April 28, 2029 to alleviate the liquidity pressure and allow more breathing room for its business operation until the Company improves its liquidity position.

The Proposed Amendment to Amend the Interest Rate, Interest Payment Dates and Payment-in-kind Interest Provisions

In order to preserve its cash resources for business operations in the near term, the Company is seeking to (i) reduce the interest rate from 7.0% per annum to 4.5% per annum; (ii) amend the interest payment dates from April 28 and October 28 each year to April 28 each year; (iii) accrue interest on the Notes from (and including) April 28, 2024 instead of April 28, 2023; (iv) pay the interest accrued from (and including) April 28, 2024 to (but excluding) April 28, 2025 in PIK Interest only; and (v) pay the interest accrued from (and including) April 28, 2025 to the maturity date in cash.

The Proposed Amendment to Amend Payment of Principal Instalments and Related Provisions

In line with the Proposed Amendment to extend the maturity of the Notes, the Company is also seeking to remove the scheduled mandatory redemption obligations and pay all the principal amount of the Notes, unless redeemed or repurchased and cancelled earlier, on the maturity date.

Eligible Holders may refer to the Consent Solicitation Statement for more details on the Proposed Amendments. Regardless of whether the Proposed Amendments becomes effective, the Notes will remain outstanding in accordance with all other terms of the Notes and the Indenture.

Expected Timetable

The following summarizes the anticipated timetable for the Consent Solicitation.

Date	Calendar date and/or time	Description
Record Date	October 10, 2023	Only the Eligible Holders of record as of the Record Date are eligible to consent to the Proposed Amendments. See “Important Information.”
Launch Date	October 11, 2023	The Consent Solicitation is announced. The Consent Solicitation Statement is delivered to the Clearing Systems for communication to Direct Participants and published on the Consent Website.
Expiration Deadline	4:00 p.m., London Time, October 20, 2023, unless extended by the Company and notified to the Trustee or terminated.	Consents must be validly delivered on or prior to the Expiration Deadline.
Announcement of Results	As soon as reasonably practicable after the Expiration Deadline.	Announcement of whether the Company has received the Requisite Consents necessary for the Proposed Amendments to the Indenture by the issue of a press release and/or a notice sent via the Euroclear or Clearstream and/or announcement on the websites of the SGX-ST and the Consent Website.

Date	Calendar date and/or time	Description
Consent Date	The date when the Information and Tabulation Agent receives Requisite Consents who then certifies to the Trustee and the Company that the Requisite Consents have been received as of 4:00 p.m., London Time, on such date.	Immediately after the Consent Date, the Company, the Subsidiary Guarantors and the Trustee may proceed to execute the Supplemental Indenture with respect to the Proposed Amendments.
Effective Time	The time that the Company, the Subsidiary Guarantors and the Trustee execute the Supplemental Indenture with respect to the Proposed Amendments which is after Consent Date but may be prior to, concurrent with or after the Expiration Deadline.	The Supplemental Indenture will be effective upon execution, but will not become operative unless and until the Company causes to be delivered to the Holders the necessary funds to pay the Upfront Principal Payment.
Payment of the Upfront Principal Payment	As soon as reasonably practicable after the Expiration Deadline and the Conditions under “The Consent Solicitation – Conditions to this Consent Solicitation” are met (or waived by the Company), which is expected to be on or about October 25, 2023.	Subject to satisfaction of the conditions for payment of the Upfront Principal Payment, the Company will make the Upfront Principal Payment to all holders of record as of the Record Date of the Notes. After making the Upfront Principal Payment, the Company will cause the Notes in the principal amount equal to the Upfront Principal Payment to be cancelled.

Further Details

For a detailed statement of the terms and conditions of the Consent Solicitation, Eligible Holders should refer to the Consent Solicitation Statement.

The Company has appointed Kroll Issuer Services Limited as the Information and Tabulation Agent with respect to the Consent Solicitation (as stipulated in the Consent Solicitation Statement and its related documents). The Consent Solicitation Statement, this announcement and all documents related to the Consent Solicitation can be found on the Consent Website: <https://deals.is.kroll.com/youngo>. The contact information of Kroll Issuer Services Limited is set out as follows:

Kroll Issuer Services Limited

In London:

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom
Tel: +44 20 7704 0880

In Hong Kong:

3/F Three Pacific Place
1 Queen's Road East
Admiralty
Hong Kong
Tel: +852 2281 0114

Email: youngo@is.kroll.com

Attention: Mu-yen Lo/Kevin Wong

Consent Website: <https://deals.is.kroll.com/youngo>

General

THE CONSENT SOLICITATION 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 OR RESIDENT IN THE UNITED STATES ARE NOT PERMITTED TO PARTICIPATE IN THE CONSENT SOLICITATION.

This announcement is not a solicitation of consent with respect to the Notes. The Consent Solicitation is being made solely pursuant to the Consent Solicitation Statement and related documents dated October 11, 2023, which set forth in detail the terms of the Consent Solicitation. Eligible Holders should not contact the Company with respect to the Consent Solicitation and should not rely solely on this announcement. All statements contained herein are qualified by the Consent Solicitation Statement.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession of this announcement comes are required to inform themselves about, and to observe, any such restrictions.

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, are based on current expectations, assumptions, estimates and projections about the Company and its industry. These statements are not guarantees of future performance and that the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which the Company operates may

differ materially from those made in, or suggested by, the forward-looking statements in this announcement. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Important factors that could cause those differences include, but are not limited to, changes in the competitive environment and regulatory environment of the industry in the PRC relevant to the business of the Group, changes in the business and financial condition of the Group and changes in the general economic trend in the PRC.

DEFINITIONS

Unless the context otherwise requires, terms used in this announcement shall have the following respective meanings or shall have the meanings given to them in the Consent Solicitation Statement as applicable:

“Board”	the board of Directors of the Company
“Company”	Guangdong – Hong Kong Greater Bay Area Holdings Limited (粵港灣控股有限公司)
“Consent Solicitation”	solicitation from the Company and the Company seeking Consents to all of the Proposed Amendments to the Indenture as a single proposal
“Consent Solicitation Statement”	the consent solicitation statement dated October 11, 2023 in relation to the Consent Solicitation
“Director(s)”	the director(s) of the Company
“Eligible Holders”	Holders who are non-U.S. persons located or resident outside the United States (as those terms are defined in Regulation S)
“Group”	the Company and its subsidiaries
“Holder”	the holder of the Notes
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Indenture”	the indenture dated April 28, 2023 by and among the Company, the Subsidiary Guarantors and China Construction Bank (Asia) Corporation Limited (中國建設銀行(亞洲)股份有限公司) governing the Notes
“Launch Date”	October 11, 2023
“Notes”	the US\$ denominated Senior Notes due 2026 issued by the Company and unconditionally and irrevocably guaranteed by the Subsidiary Guarantors

“PRC”	the People’s Republic of China
“Regulation S”	Regulation S under the U.S. Securities Act
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shareholder”	the shareholder of the Company
“Subsidiary Guarantors”	the subsidiaries of the Company named in Schedule I to the Indenture
“U.S.” or “United States”	The United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“US\$” or “US dollar”	United States dollars, the lawful currency of the United States
“%”	per cent.

By order of the Board
Guangdong – Hong Kong Greater Bay Area Holdings Limited
LUO Jieping
Chairman and Executive Director

October 11, 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Luo Jieping, Mr. Wong Choi Hing, Mr. Cai Hongwen, Mr. He Fei and Ms. Wei Haiyan; the non-executive Director of the Company is Mr. Zeng Yunshu, and the independent non-executive Directors of the Company are Mr. Guan Huanfei, Mr. Han Qinchun and Mr. Chen Yangsheng.