

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.



海伦堡

HELENBERGH

Helenbergh China Holdings Limited

海倫堡中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

RESULTS OF EXCHANGE OFFER IN RELATION TO THE FOLLOWING SECURITIES

Description of Debt Securities	Outstanding Amount	ISIN/Common Code	Minimum Acceptance Amount	Exchange Consideration per US\$1,000 of applicable Existing Notes tendered for exchange
11.0% senior notes due March 24, 2023 (the “Existing Notes”)	US\$350,000,000	XS2297841962/ 229784196	US\$315,000,000	US\$1,000 in aggregate principal amount of the New Notes, US\$2.5 as Incentive Cash Consideration and Capitalized Interest.

Reference is made to the announcement of the Company dated October 25, 2022 (the “Announcement”). Capitalized terms used but not otherwise defined in this announcement shall have the same meanings ascribed to them in the Announcement.

RESULTS OF THE EXCHANGE OFFER

The Exchange Offer expired at 5:00 p.m., Hong Kong time, on November 2, 2022. The Company hereby informs Eligible Holders that, as at the Exchange Expiration Deadline, US\$295,400,000, representing approximately 84.4% of the aggregate principal amount of the Existing Notes has been validly tendered for exchange and accepted pursuant to the Exchange Offer. As of the date hereof, the Company has waived the Minimum Acceptance Amount condition under the Exchange Offer.

Subject to the fulfillment or waiver of the conditions to the Exchange Offer, the Company will issue the New Notes pursuant to the Exchange Offer on the Settlement Date, being on or about November 7, 2022. The New Notes will bear interest at 8.0% per annum, payable in arrear on November 7, 2023, May 7, 2024 and November 7, 2024. The New Notes will mature on November 7, 2024, unless earlier redeemed pursuant to the terms thereof.

Subject to the fulfilment or waiver of the conditions to the Exchange Offer, Eligible Holders of the Existing Notes validly accepted and exchanged in the Exchange Offer will receive the applicable Exchange Consideration on the Settlement Date.

All documents and materials related to the Exchange Offer are made available, subject to eligibility, on the Exchange Website: <https://projects.morrowsodali.com/helenberghexchange>.

FURTHER DETAILS

The Company has appointed Haitong International Securities Company Limited as the Dealer Manager, and Morrow Sodali Limited as the Information and Exchange Agent with respect to the Exchange Offer. The Exchange Offer Memorandum and relevant announcements related to the Exchange Offer can be found on the Exchange Website: <https://projects.morrowsodali.com/helenberghexchange>.

Requests for copies of the Exchange Offer Memorandum and their related documents may be directed to Morrow Sodali Limited at the address and telephone number as set forth below. The contact information of Haitong International Securities Company Limited and Morrow Sodali Limited is set out as follows:

Haitong International Securities Company Limited

28/F, One IFC
1 Harbour View Street
Central, Hong Kong
Fax no: +852 2973 6741
Attention: Debt Capital Markets

Morrow Sodali Limited

In London:

103 Wigmore Street
W1U 1QS
United Kingdom
Telephone: + 44 20 4513 6933

In Hong Kong:

The Hive
33-35 Hillier Street, Sheung Wan
Hong Kong
Telephone: +852 2319 4130

Email: helenbergh@investor.morrowsodali.com

Exchange Website: <https://projects.morrowsodali.com/helenberghexchange>

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SELL SECURITIES IN THE UNITED STATES OR ELSEWHERE.

NO SECURITIES OF THE COMPANY OR ANY OF ITS SUBSIDIARIES ARE BEING, OR WILL BE, REGISTERED UNDER THE U.S. SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, AND NO SUCH SECURITIES MAY BE OFFERED OR SOLD IN THE UNITED STATES OR TO OR FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND ANY APPLICABLE STATE OR LOCAL SECURITIES LAWS. NO PUBLIC OFFERING OF SECURITIES IS BEING OR WILL BE MADE IN THE UNITED STATES OR ANY OTHER JURISDICTION. THIS ANNOUNCEMENT IS PROVIDED TO YOU BECAUSE YOU ARE A NON-U.S. PERSON OUTSIDE THE UNITED STATES IN ACCORDANCE WITH REGULATION S. NOTHING IN THIS COMMUNICATION SHALL CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SALE WOULD BE UNLAWFUL.

SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES, AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE EXCHANGE OFFER IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AS SET FORTH IN THE EXCHANGE OFFER MEMORANDUM AND IN THIS ANNOUNCEMENT.

NO ASSURANCE CAN BE GIVEN THAT THE EXCHANGE OFFER WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT, AT ITS SOLE AND ABSOLUTE DISCRETION, TO EXTEND,

WITHDRAW OR TERMINATE THE EXCHANGE OFFER IF ANY OF THE CONDITIONS ARE NOT SATISFIED OR WAIVED BY THE COMPANY BY THE SETTLEMENT DATE AND AMEND, MODIFY OR WAIVE ANY OF THE TERMS AND CONDITIONS OF THE EXCHANGE OFFER. AS THE EXCHANGE OFFER MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES, AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE EXISTING NOTES.

The Exchange Offer is not being made to (nor will the tender of the Existing Notes be accepted from or on behalf of) Eligible Holders in any jurisdiction where the making or acceptance of the Exchange Offer would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Exchange Offer would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Exchange Offer will not be made to (nor will tenders be accepted from or on behalf of) any Eligible Holder residing in such jurisdiction.

FORWARD LOOKING STATEMENTS

Forward-looking statements in this announcement, including, among others, those statements relating to the Exchange Offer, 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 Company, changes in the business and financial condition of the Company and its subsidiaries and changes in the general economic trend in the PRC.

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

November 3, 2022

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