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禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

RESULTS OF EXCHANGE OFFER

Reference is made to the announcement of Yuzhou Group Holdings Company Limited (the “**Company**”) dated 3 February 2022 (the “**Announcement**”) in relation to the Exchange Offer commenced on 31 January 2022. Capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

The Company is pleased to announce that it has obtained support from the overwhelming majority of the holders of the Old Notes. Through the Company’s relentless efforts in active communication with the relevant holders, the Company has secured a series of successful results for its liability management exercises since January which has effectively extended the maturity of more than 95% of the total aggregate principal amount of the Old Notes, alleviating the pressure on liquidity within a reasonable timeframe.

The Exchange Offer expired at 4:00 p.m., London time, on 18 February 2022. As at the exchange expiration deadline, US\$62,260,000 of the Old Notes (comprising US\$46,190,000 of the 2022 Notes and US\$16,070,000 of the 2022 II Notes) has been validly tendered for exchange pursuant to the Exchange Offer. In view of the strong and enthusiastic participation of the holders of the Old Notes, the Company has decided to accept for exchange all of the tendered Old Notes. Settlement of the Additional New Notes and delivery of the exchange consideration to eligible holders whose Old Notes have been validly tendered and accepted for exchange has been completed as of the date of this announcement.

In addition, prior to the launch of the Exchange Offer, the Company entered into an agreement with a holder of the 2022 Notes to exchange the 2022 Notes held by such holder in an aggregate principal amount of US\$16,212,000 under the same terms as those of the Exchange Offer. The exchange with this holder has also been completed. As a result of the Exchange Offer, the exchange with this holder, and the exchange offer consummated on 21 January 2022 as described in the announcements of the Company on The Stock Exchange of Hong Kong Limited, the Company has effectively extended the maturity of the Old Notes in the aggregate principal amount of US\$555,684,000, which represents approximately 95.47% of the total aggregate principal amount of the Old Notes outstanding prior to the exchange offer commenced on 12 January 2022. As of the date of this announcement, the outstanding aggregate principal amounts of the new notes issued in exchange for the Old Notes is US\$527,899,800.

The Company would like to once again express its deepest gratitude to the holders for their generous support and the trust they placed upon the Company's management. The Company, is and will continue, communicating actively with the creditors, including creditors of certain short-term indebtedness, to address the Company's liquidity issues consensually and amicably. With respect to the Old Notes that remain outstanding, despite the completion of Exchange Offer, if any holder would like to exchange the Old Notes for the new notes under the same terms as those of the Exchange Offer, the Company encourages such holders to contact the Company. In the meantime, the Company will continue to prioritise the stabilisation of its operations with a view to preserve its contracted sales and cash generation. The Company would also like to thank the dealer managers BOCI Asia Limited and Haitong International Securities Company Limited, the legal advisor of the Company, Linklaters, the legal advisor of the dealer managers, Skadden, and the other professional parties involved for their exemplary professionalism and tireless efforts.

GENERAL

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE EXCHANGE OFFER MEMORANDUM.

SHAREHOLDERS, HOLDERS OF THE OLD NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE OLD NOTES.

The Exchange Offer is not being made to (nor will the tender of the Old Notes) 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 any Holder residing in such jurisdiction.

Forward Looking Statements

Forward-looking statements in this announcement, including 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
Yuzhou Group Holdings Company Limited
Lam Lung On
Chairman

Hong Kong, 22 February 2022

As at the date of this announcement, the executive Directors are Mr. Lam Lung On (Chairman, J.P.), Ms. Kwok Ying Lan and Mr. Lin Conghui; the non-executive Director is Ms. Xie Mei; and the independent non-executive Directors are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Dr. Zhai Pu.