

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)

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

AND

(2) ISSUANCE OF US\$102,000,000 11.0% SENIOR NOTES DUE 2023

Reference is made to the announcements of the Company dated September 20, 2021, September 28, 2021 and October 4, 2021 in relation to the Exchange Offer and the Concurrent New Money Issuance. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that on October 4, 2021, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Haitong International Securities Company Limited, CCB International Capital Limited, ICBC International Securities Limited and YONXI Securities Limited in connection with the issue of the New Notes under the Concurrent New Money Issuance. The Group intends to use the net cash proceeds from the Concurrent New Money Issuance primarily to optimize its debt structure and refinance existing offshore indebtedness.

Subject to completion of the Exchange Offer and the Concurrent New Money Issuance, the Company will issue US\$102,000,000 of the New Notes in the Concurrent New Money Issuance and US\$168,000,000 of the New Notes pursuant to the Exchange Offer, for an aggregate principal amount of US\$270,000,000 of the New Notes.

The Company will seek a listing of the New Notes on the Stock Exchange. A confirmation of the eligibility for the listing of the New Notes has been received from the Stock Exchange. Admission of the New Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the New Notes.

THE EXCHANGE OFFER FOR THE EXISTING NOTES

The Exchange Offer expired at 4:00 p.m., London time, on September 30, 2021.

With respect to the Existing Notes submitted for exchange, subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer, Eligible Holders of the Existing Notes validly accepted and exchanged in the Exchange Offer will receive the Exchange Consideration on the Settlement Date. Subject to completion of the Exchange Offer, the Company expects to issue US\$168,000,000 of the New Notes pursuant to the Exchange Offer.

THE PURCHASE AGREEMENT IN RELATION TO THE CONCURRENT NEW MONEY ISSUANCE

Date: October 4, 2021

Parties to the Purchase Agreement

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors;
- (c) Haitong International Securities Company Limited;
- (d) CCB International Capital Limited;
- (e) ICBC International Securities Limited; and
- (f) YONXI Securities Limited.

Haitong International Securities Company Limited and CCB International Capital Limited are the joint global coordinators and ICBC International Securities Limited and YONXI Securities Limited are the joint bookrunners in respect of the offer and sale of the New Notes under the Concurrent New Money Issuance. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Haitong International Securities Company Limited, CCB International Capital Limited, ICBC International Securities Limited and YONXI Securities Limited is an independent third party and not a connected person of the Company.

The New Notes and the Subsidiary Guarantees have not been, and will not be, registered under the U.S. Securities Act or any state securities laws and, unless so registered, may not be offered or sold within the United States or to U.S. persons (as defined in Regulation S under the U.S. Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Accordingly, the New Notes are being offered and sold only to non-U.S. persons outside the United States in compliance with Regulation S under the U.S. Securities Act. None of the New Notes will be offered to the public in Hong Kong and none of the New Notes will be placed with any connected persons of the Company except in accordance with the terms of the Exchange Offer.

PRINCIPAL TERMS OF THE NEW NOTES

Notes Offered

Subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance, the Company will issue US\$102,000,000 of the New Notes in the Concurrent New Money Issuance and US\$168,000,000 of the New Notes pursuant to the Exchange Offer, for an aggregate principal amount of US\$270,000,000 of the New Notes, which will mature on October 8, 2023, unless earlier redeemed pursuant to the terms thereof.

Issue Price

The issue price of the New Notes under the Concurrent New Money Issuance will be 100.0% of the principal amount of the New Notes.

Interest

The New Notes will bear interest from and including October 8, 2021 at the rate of 11.0% per annum, payable semi-annually in arrears on April 8 and October 8 each year, commencing April 8, 2022.

Ranking of the New Notes

The New Notes are general obligations of the Company and are (a) senior in right of payment to any existing and future obligations of the Company expressly subordinated in right of payment to the New Notes; (b) at least *pari passu* in right of payment with all other unsecured, unsubordinated indebtedness of the Company (subject to any priority rights of such unsecured, unsubordinated indebtedness pursuant to applicable law); (c) guaranteed by the Subsidiary Guarantors on a senior basis, subject to certain limitations; (d) effectively subordinated to all existing and future obligations of the subsidiaries of the Company which are not the Subsidiary Guarantors; and (e) effectively subordinated to all existing and future secured obligations of the Company to the extent of the value of the collateral securing such obligations.

Events of Default

The events of default under the New Notes include, among others: (a) default in the payment of principal (or premium, if any); (b) default in the payment of interest or additional amounts and such default continues for a period of 30 consecutive days; (c) default in the performance or breach of the provisions of certain covenants, or the failure by the Company to make or consummate an offer to purchase in accordance with certain covenants; (d) default by the Company or certain of its subsidiaries in the performance of or breach of any other covenant or agreement in the Indenture or under the New Notes (other than the default specified in (a), (b) or (c) above); (e) default by the Company or certain of its subsidiaries in the repayment of indebtedness having, in the aggregate, an outstanding principal amount in excess of US\$20.0 million (or dollar equivalent thereof); (f) one or more final judgments or orders for the payment of money are rendered against the Company or certain of its subsidiaries and are not paid or discharged; (g) involuntary bankruptcy or insolvency proceedings against the Company or certain of its subsidiaries; (h) voluntary bankruptcy or insolvency proceedings commenced by the Company or certain of its subsidiaries or consent to the appointment of or taking possession by a receiver or similar official action or effect any general assignment for the benefit of creditors; or (i) any Subsidiary Guarantor denying or disaffirming its obligations under its guarantee guaranteeing the obligations of the New Notes, or except as permitted by the Indenture, any such guarantee being determined to be unenforceable or invalid or for any reason ceasing to be in full force and effect.

If an event of default occurs and is continuing, the trustee or the holders of at least 25% in aggregate principal amount of the New Notes, then outstanding, may declare the principal of, premium, if any, and accrued and unpaid interest on the New Notes to be immediately due and payable.

Covenants

The New Notes, the Indenture and the guarantees provided by the Subsidiary Guarantors will limit the Company's ability and the ability of certain of its subsidiaries to, among other things:

- (a) incur additional indebtedness and issue preferred stock;
- (b) make investments or other specified restricted payments;
- (c) guarantee indebtedness;
- (d) enter into certain transactions with affiliates;
- (e) create liens;
- (f) enter into sale and leaseback transactions;
- (g) sell assets;
- (h) enter into agreements that restrict the ability of certain of the Company's subsidiaries to pay dividends;
- (i) issue and sell capital stock of certain of its subsidiaries;
- (j) effect a consolidation or merger; and
- (k) engage in different business activities.

Optional Redemption for the New Notes

At any time and from time to time prior to October 8, 2023, the Company may at its option redeem the New Notes, in whole but not in part, at a redemption price equal to 100% of principal amount of the New Notes redeemed, plus the applicable premium as of, and accrued and unpaid interest (if any) to (but not including) the redemption date.

In addition, at any time and from time to time prior to October 8, 2023, the Company may redeem up to 35% of the aggregate principal amount of the New Notes with the net proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 111.0% of the principal amount of the New Notes redeemed, plus accrued and unpaid interest (if any) to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the New Notes issued on the Original Issue Date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

PROPOSED USE OF PROCEEDS

The Group intends to use the net cash proceeds from the Concurrent New Money Issuance primarily to optimize its debt structure and refinance existing offshore indebtedness, in accordance with our Green Finance Framework. The Group may adjust the plans in response to changing market conditions and thus

reallocate the use of the proceeds.

INFORMATION ABOUT THE COMPANY

The Company is an expanding PRC real estate developer, which primarily develops residential properties, and, to a lesser extent, commercial properties and Creative & Technology Parks.

LISTING OF NEW NOTES

The Company will seek a listing of the New Notes on the Stock Exchange. A confirmation of the eligibility for the listing of the New Notes has been received from the Stock Exchange. Admission of the New Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the New Notes.

The New Notes are expected to be rated “B3” by Moody’s Investors Service, Inc.

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 (AS DEFINED UNDER 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.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Announcements”	the announcements of the Company dated September 20, 2021, September 28, 2021 and October 4, 2021, which set out key terms of the Exchange Offer;
“Board”	the board of Directors;

“Clearstream”	Clearstream Banking S.A.;
“Company”	Helenbergh China Holdings Limited, an exempted company incorporated with limited liability in the Cayman Islands;
“Concurrent New Money Issuance”	a concurrent offering by the Company to issue and sell additional New Notes that will form a single series with the corresponding New Notes issued in the Exchange Offer;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Eligible Holders”	holders who are non-U.S. persons (as those terms are defined under Regulation S) located outside the United States and hold the Existing Notes through Euroclear or Clearstream, or certain fiduciaries holding accounts for the benefit of non-U.S. persons (as those terms are defined under Regulation S) outside the United States and holding the Existing Notes through Euroclear or Clearstream;
“Exchange Expiration Deadline”	4:00 p.m., London time, on September 30, 2021;
“Exchange Offer”	the offer made by the Company to exchange the Existing Notes upon the terms and subject to the conditions set out in the Exchange Offer Memorandum;
“Exchange Offer Memorandum”	the exchange offer memorandum dated September 20, 2021 in relation to the Exchange Offer;
“Existing Notes”	the Company’s outstanding US\$550,000,000 12.875% Senior Notes due 2021 (ISIN: XS2045761140; Common Code: 204576114);
“Euroclear”	Euroclear Bank SA/NV;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Indenture”	the indenture to be entered into on the Original Issue Date of the New Notes between the Company as the issuer of the New Notes, the Subsidiary Guarantors as guarantors and Citicorp International Limited as trustee of the New Notes, pursuant to which the New Notes will be issued;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Notes”	US\$ denominated senior notes due 2023 in the aggregate principal amount of US\$270,000,000 to be issued by the Company;

“Notes Issue”	the proposed issue of the New Notes by the Company;
“Original Issue Date”	the date on which the New Notes are originally issued under the Indenture;
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan;
“Purchase Agreement”	the agreement dated October 4, 2021 entered into by and amongst, the Company, the Subsidiary Guarantors, Haitong International Securities Company Limited, CCB International Capital Limited, ICBC International Securities Limited and YONXI Securities Limited in relation to the Notes Issue;
“Regulation S”	Regulation S under the U.S. Securities Act;
“Settlement Date”	the date of settlement which is expected to occur on or about October 8, 2021, unless the Exchange Offer is extended or earlier terminated;
“Subsidiary Guarantees”	the guarantees provided by the Subsidiary Guarantors on the New Notes;
“Subsidiary Guarantors”	certain offshore subsidiaries of the Company which will provide the Subsidiary Guarantees;
“U.S. Securities Act”	the United States Securities Act of 1933, as amended;
“United States”	the United States of America;
“US\$”	United States dollar, the lawful currency of the United States; and
“%”	per cent.

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

October 5, 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.