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**seazen**  
**新城发展**  
**SEAZEN GROUP LIMITED**  
**新城發展控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(the “Company”)**

**THE COMPANY’S OFFER TO PURCHASE FOR CASH OF  
ITS OUTSTANDING 4.45% SENIOR NOTES DUE 2025  
(ISIN: XS2281036249; COMMON CODE: 228103624)  
(THE “JULY 2025 NOTES”)**

<b>Description of the July 2025 Notes</b>	<b>ISIN/Common Code</b>	<b>Outstanding principal amount of the July 2025 Notes</b>	<b>Purchase Price<sup>(1)</sup></b>	<b>Expiration Deadline</b>
4.45% Senior Notes due 2025	XS2281036249 / 228103624	US\$300 million	US\$1,000	4:00 p.m. (London Time) on June 24, 2025 <sup>(2)</sup>

<sup>(1)</sup> Per US\$1,000 principal amount of the July 2025 Notes accepted for purchase.

<sup>(2)</sup> Unless extended, re-opened, amended and/or terminated by the Company.

The Company is making an offer to purchase (the “**July 2025 Offer**”) for cash of any and all July 2025 Notes validly tendered at a purchase price (the “**July 2025 Purchase Price**”) of US\$1,000 per US\$1,000 principal amount of the July 2025 Notes (subject to the offer restrictions set out in the July 2025 Offer to Purchase), on the terms and subject to the conditions set out in the July 2025 Offer to Purchase (“**July 2025 Offer to Purchase**”).

The Company has made available today to the Eligible Holders the July 2025 Offer to Purchase setting out, among other things, the terms, the New Issue Condition and other conditions of the July 2025 Offer.

The July 2025 Offer is being made as part of the Company’s strategies to actively manage its balance sheet liabilities and optimize its debt structure.

Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, Citigroup Global Markets Limited and CLSA Limited are acting as the Dealer Managers and Kroll Issuer Services Limited is acting as the Information and Tender Agent in relation to the July 2025 Offer.

## **Background**

The July 2025 Notes are listed on the SGX-ST. The obligations of the Company under the July 2025 Notes are guaranteed by certain of the Company’s existing subsidiaries. As of the date of this announcement, the aggregate principal amount of US\$300 million of the July 2025 Notes remains outstanding.

The Company is making the July 2025 Offer. The Company has made available today to the Eligible Holders the July 2025 Offer to Purchase setting out, among other things, the terms and the New Issue Condition and other conditions of the July 2025 Offer.

The Company is concurrently conducting an offering of senior notes (the “**New Notes**”) (such offering, the “**Concurrent New Money Issuance**”). The Concurrent New Money Issuance is not part of the July 2025 Offer to Purchase and is conducted pursuant to a separate offering memorandum. The July 2025 Offer to Purchase is subject to, among others, the New Issue Condition.

New Metro Global Limited 新城環球有限公司, a company incorporated in the British Virgin Islands with limited liability and a subsidiary of the Company (the “**October 2025 Notes Issuer**”) is concurrently conducting an offer to purchase (the “**Concurrent Offer to Purchase**”) for cash of an aggregate principal amount up to a maximum acceptance amount of its 4.625% Guaranteed Senior Notes due 2025 (ISIN: XS2353272284) (the “**October 2025 Notes**”) issued by the October 2025 Notes Issuer, guaranteed by Seazen Holdings Co., Ltd. 新城控股集团股份有限公司, a company incorporated in the People’s Republic of China with limited liability and a subsidiary of the Company (the “**October 2025 Notes Guarantor**”), and listed on the

SGX-ST. The Concurrent Offer to Purchase is also subject to the New Issue Condition. The July 2025 Offer is not made inter-conditional with the Concurrent Offer to Purchase.

### **The July 2025 Offer**

On the terms and subject to the New Issue Condition and other conditions of the July 2025 Offer, the Company is offering to purchase for cash of any and all July 2025 Notes validly tendered at a purchase price of US\$1,000 per US\$1,000 principal amount of the July 2025 Notes.

Upon the terms and subject to the conditions of the July 2025 Offer (including if the July 2025 Offer is extended or amended, the terms and conditions of any such extension or amendment) and applicable law, the Company will accept for payment, and thereby purchase, July 2025 Notes validly tendered pursuant to the July 2025 Offer on or prior to the Expiration Deadline.

Acceptance of the July 2025 Notes may be subject to adjustment due to minimum denomination requirements as set out in the July 2025 Offer to Purchase.

In the event of any adjustment, the Company will round downward, if necessary, to ensure all purchases of the July 2025 Notes will be in a minimum principal amount of US\$200,000 and integral multiples of US\$1,000 in excess thereof. However, the Company may elect to accept or reject such tender of the July 2025 Notes in full if application of adjustment will otherwise result in either (i) the Company accepting the July 2025 Notes from any Eligible Holder in a principal amount of less than US\$200,000 or (ii) the principal amount of July 2025 Notes not purchased due to pro rata application being less than US\$200,000. All July 2025 Notes not accepted as a result of adjustment will be rejected from the Offer.

For a detailed statement of the terms and conditions of the July 2025 Offer, Eligible Holders should refer to the July 2025 Offer to Purchase. The July 2025 Offer to Purchase will be distributed to Eligible Holders by Kroll Issuer Services Limited, the Information and Tender Agent for the Offer via the Offer Website: <https://deals.is.kroll.com/seazen>.

### **Purchase Prices**

The Purchase Price payable to the Eligible Holders whose July 2025 Notes are accepted for purchase will be equal to US\$1,000 for each US\$1,000 in principal amount of the July 2025 Notes.

### **Accrued Interest Payment**

The Company will also pay an Accrued Interest Payment in respect of the July 2025 Notes accepted for purchase pursuant to the July 2025 Offer on the Settlement Date.

### **Sources of Funds**

The Company intends to finance the July 2025 Offer with the proceeds from the Concurrent New Money Issuance and internal funding.

### **Tender Instruction**

In order to participate in the July 2025 Offer, Eligible Holders must validly tender their July 2025 Notes, as the case may be, for purchase by delivering, or arranging to have delivered on

their behalf, a valid Tender Instruction that is received by the Information and Tender Agent by the Expiration Deadline, unless extended, re-opened, amended and/or terminated as provided in the July 2025 Offer to Purchase.

**Separate Tender Instructions must be submitted on behalf of each individual beneficial owner due to potential proration. Tender Instructions will be irrevocable once delivered in accordance with the terms of the July 2025 Offer.**

Each Tender Instruction must specify the principal amount of the July 2025 Notes that the relevant Eligible Holder is tendering at the Purchase Price. The July 2025 Notes may be tendered only in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof.

#### **Dealer Managers and Information and Tender Agent**

The Company has appointed Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, Citigroup Global Markets Limited and CLSA Limited as the dealer managers and Kroll Issuer Services Limited as the information and tender agent in relation to the July 2025 Offer.

## Indicative Timetable for the July 2025 Offer

### *Events*

### *Times and Dates*

#### *Commencement of the Offer*

The July 2025 Offer is announced. July 2025 Offer to Purchase available from the Information and Tender Agent and on the Offer Website, and notice of the July 2025 Offer delivered to the Clearing Systems for communication to Direct Participants.

June 12, 2025

#### *Announcement of the Pricing of the New Notes*

The interest rate and other pricing of the New Notes offered in the Concurrent New Money Issuance are announced.

On or about June 12, 2025

#### *Expiration Deadline*

Final deadline for receipt of valid Tender Instructions by the Information and Tender Agent.

4.00 p.m. (London Time)  
on June 24, 2025

#### *Announcement of Results*

Announcement of whether the Company will accept valid tenders of the July 2025 Notes pursuant to the July 2025 Offer and, if so accepted, (i) the aggregate principal amount of the July 2025 Notes accepted for tender and any proration factor (if applicable) and (ii) the Accrued Interest on the July 2025 Notes (expressed per US\$1,000 in principal amount of the July 2025 Notes accepted for purchase by the Company).

As soon as reasonably  
practicable after the  
Expiration Deadline

#### *Settlement Date*

Expected settlement date for the July 2025 Offer.

On or about June 27, 2025

*The above times and dates are subject to the right of the Company to extend, re-open, amend and/or terminate the July 2025 Offer (subject to applicable law and as provided in the July 2025 Offer to Purchase).*

***Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold the July 2025 Notes when such intermediary would need to receive instructions from an Eligible Holder in order for that Eligible Holder to be able to participate in the July 2025 Offer by the deadline set out above. The deadline set by any such intermediary and each Clearing System for the submission of Tender Instructions may be earlier than the deadline described above.***

Unless stated otherwise, announcements in connection with the July 2025 Offer will be made through the website of the SGX-ST and the Offer Website, the issue of a press release to a Notifying News Service and/or the delivery of notices to the Clearing Systems for communication to Direct Participants. Copies of the announcements, press releases and notices can also be obtained from the Information and Tender Agent, the contact details for which are on page 7 of this announcement. Significant delays may be experienced where notices are

delivered to the Clearing Systems, and Eligible Holders are urged to contact the Information and Tender Agent for the relevant announcements during the course of the July 2025 Offer using the contact details on page 7 of this announcement. In addition, Eligible Holders may contact the Dealer Managers for information using the contact details on page 7 of this announcement.

### **July 2025 Offer to Purchase**

**The July 2025 Offer to Purchase contains important information which should be read carefully by Eligible Holders before any decision is made with respect to the July 2025 Offer.** Eligible Holders are recommended to seek their own financial and legal advice, including in respect of any tax consequences, from their broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

The terms of the July 2025 Offer are more fully described in the July 2025 Offer to Purchase, which sets out further details regarding the tender procedures and the conditions of the July 2025 Offer.

None of the Company, the Dealer Managers or the Information and Tender Agent (or any of their respective directors, employees or affiliates) makes any recommendation as to whether the Eligible Holders should tender their July 2025 Notes in response to the July 2025 Offer.

**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 OFFER TO PURCHASE.**

*Dealer Managers*

**Guotai Junan Securities (Hong Kong) Limited**

27/F, Low Block  
Grand Millennium Plaza  
181 Queen's Road Central, Hong Kong

**Haitong International Securities Company Limited**

28/F, One International Finance Centre  
No. 1 Harbour View Street, Central  
Hong Kong

**Citigroup Global Markets Limited**

Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

**CLSA Limited**

18/F, One Pacific Place  
88 Queensway  
Hong Kong

*Information and Tender Agent*

**Kroll Issuer Services Limited**

<i>In Hong Kong:</i>	<i>In London:</i>
3/F Three Pacific Place 1 Queen's Road East Admiralty Hong Kong	The News Building 3 London Bridge Street London SE1 9SG United Kingdom

Telephone: +852 2281 0114 (Hong Kong) / +44 20 7704 0880 (London)

Email: [seazen@is.kroll.com](mailto:seazen@is.kroll.com)

Offer Website: <https://deals.is.kroll.com/seazen>

## DEFINITIONS

“Accrued Interest”	Interest accrued and unpaid on the principal amount of July 2025 Notes from and including the last interest payment date of January 13, 2025 up to, but excluding, the Settlement Date. Subject to the terms and conditions set forth in the July 2025 Offer to Purchase, in addition to the July 2025 Purchase Price, Eligible Holders whose July 2025 Notes are accepted for purchase by the Company will also be paid the relevant amount of such Accrued Interest on the July 2025 Notes in cash.
“Accrued Interest Payment”	An amount in cash (rounded to the nearest US\$0.01, with half a cent rounded upwards) equal to the Accrued Interest on the July 2025 Notes accepted for purchase by the Company.
“Clearing System Notice”	The form of notice to be sent to Direct Participants by each of the Clearing Systems on or about the date of the July 2025 Offer to Purchase informing Direct Participants of the procedures to be followed in order to participate in the July 2025 Offer.
“Clearing Systems”	Euroclear and Clearstream.
“Clearstream”	Clearstream Banking S.A.
“Company”	Seazen Group Limited, a company incorporated in the Cayman Islands with limited liability.
“Concurrent New Money Issuance”	An offering of New Notes which is conducted by the Company concurrently with the July 2025 Offer and pursuant to a separate offering memorandum.
“Concurrent Offer to Purchase”	An offer to purchase for cash which is conducted by the October 2025 Notes Issuer of its outstanding October 2025 Notes concurrently with the July 2025 Offer and pursuant to a separate offer to purchase.
“Dealer Managers”	Guotai Junan Securities (Hong Kong) Limited, Haitong International Securities Company Limited, Citigroup Global Markets Limited and CLSA Limited.
“Direct Participants”	Each person who is shown in the records of Euroclear or Clearstream as a holder of the July 2025 Notes.
“Eligible Holders”	Holders of the July 2025 Notes who are non-U.S. persons located outside the United States (as those terms are defined in Regulation S under the U.S. Securities Act).
“Euroclear”	Euroclear Bank SA/NV.

“Expiration Deadline”	4:00 p.m. (London Time) on June 24, 2025 (subject to the right of the Company to extend, re-open, amend and/or terminate the Offer).
“Information and Tender Agent”	Kroll Issuer Services Limited.
“Investor Code”	An investor code provided by the Information and Tender Agent upon request.
“July 2025 Notes”	4.45% Senior Notes due 2025 (ISIN: XS2281036249) which were issued by the Company on January 13, 2021.
“July 2025 Offer”	The offer to purchase for cash by the Company of any and all outstanding July 2025 Notes (subject to the offer restrictions referred to in “Offer and Distribution Restrictions”), on the terms and subject to the conditions set out in the July 2025 Offer to Purchase.
“July 2025 Offer to Purchase”	an Offer to Purchase dated June 12, 2025 issued to the Eligible Holders by the Company in connection with the July 2025 Offer.
“July 2025 Purchase Price”	US\$1,000 per \$1,000 principal amount of the July 2025 Notes.
“New Issue Amount”	The aggregate principal amount of the Concurrent New Money Issuance.
“New Issue Condition”	That the Concurrent New Money Issuance shall have been successfully consummated.
“New Notes”	the senior notes to be issued under the Concurrent New Money Issuance by the Company.
“Notifying News Service”	A recognized financial news service or services (e.g. Reuters/Bloomberg) as selected by the Company.
“October 2025 Notes”	The 4.625% Senior Notes due 2025 (ISIN: XS2353272284) that were issued by the October 2025 Notes Issuer and guaranteed by the October 2025 Notes Guarantor on July 15, 2021.
“October 2025 Notes Guarantor”	Seazen Holdings Co., Ltd. 新城控股集团股份有限公司, a company incorporated in the People’s Republic of China with limited liability and a subsidiary of the Company.
“October 2025 Notes Issuer”	New Metro Global Limited 新城環球有限公司, a company incorporated in the British Virgin Islands with limited liability and a subsidiary of the Company.

“Offer Website”	the website, <a href="https://deals.is.kroll.com/seazen">https://deals.is.kroll.com/seazen</a> , operated by the Information and Tender Agent for the purpose of the July 2025 Offer.
“Settlement Date”	On or about June 27, 2025 (subject to the right of the Company to extend, re-open, amend or terminate the July 2025 Offer at any time).
“SGX-ST”	Singapore Exchange Securities Trading Limited.
“Tender Instruction”	<p>The electronic tender and blocking instruction in the form specified in the Clearing System Notice for submission by Direct Participants to the Information and Tender Agent via the relevant Clearing System and in accordance with the requirements of such Clearing System by the deadline in order for Eligible Holders to be able to participate in the July 2025 Offer.</p> <p>Such electronic tender and blocking instruction must specify the principal amount of the July 2025 Notes that the relevant Eligible Holder is tendering at the Purchase Price. July 2025 Notes may be tendered only in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof.</p>
“United States”	The United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and The Commonwealth of the Northern Mariana Islands), any state of the United States of America and the District of Columbia.
“US\$”	United States dollars.
“%”	percent.

## **Seazen Group Limited**

June 12, 2025