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CHINA HUIYUAN JUICE GROUP LIMITED

中國滙源果汁集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1886)

ISSUANCE OF ADDITIONAL US\$50 MILLION 6.5% SENIOR NOTES DUE 2020 (TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH THE US\$150 MILLION 6.5% SENIOR NOTES DUE 2020 ISSUED ON 16 AUGUST 2017)

Reference is made to the announcement of the Company dated 11 August 2017 in respect of the Original Notes Issue.

The Board announces that on 8 September 2017, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with BOC International in connection with the Additional Notes Issue.

The estimated net proceeds of the Additional Notes Issue, including accrued interest from and including 16 August 2017 to (but excluding) 14 September 2017, after deducting the underwriting discounts and commissions payable in connection with the Additional Notes Issue, will amount to approximately US\$49.0 million, and the Company intends to use the net proceeds of the Additional Notes Issue to refinance its existing indebtedness and for other general corporate purposes. The Company may adjust its plans in response to changing market conditions and thus, reallocate the use of the net proceeds.

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

As the conditions precedent to completion of the Purchase Agreement may or may not be satisfied and the Purchase Agreement may be terminated upon occurrence of certain events, prospective investors and the Shareholders are advised to exercise caution when dealing in the securities of the Company.

Reference is made to the announcement of the Company dated 11 August 2017 in respect of the Original Notes Issue.

The Board announces that on 8 September 2017, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with BOC International in connection with the Additional Notes Issue.

THE PURCHASE AGREEMENT

Date: 8 September 2017

Parties to the Purchase Agreement

- (a) the Company;
- (b) the Subsidiary Guarantors; and
- (c) BOC International

BOC International is the sole coordinator, sole bookrunner and sole lead manager in respect of the offer and sale of the Additional Notes. BOC International is also the initial purchaser of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, BOC International is an independent third party and not a connected person of the Company and its connected persons.

The Additional Notes have not been, and will not be, registered under the U.S. Securities Act. The Additional Notes are being offered outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. None of the Additional Notes will be offered to the public in Hong Kong.

Principal terms of the Additional Notes

The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 11 August 2017, other than the followings:

Notes Offered

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$50 million. The Additional Notes will mature on 16 August 2020, unless redeemed earlier in accordance with the terms thereof.

Offering Price

The offering price of the Additional Notes will be 100% of the principal amount of the Additional Notes plus accrued interest from (and including) 16 August 2017 to (but excluding) 14 September 2017.

Interest

The Additional Notes will bear interest from and including 16 August 2017 at a rate of 6.5% per annum, payable semi-annually in arrears on 16 February and 16 August of each year, commencing on 16 February 2018.

Use of proceeds for the Additional Notes Issue

The estimated net proceeds of the Additional Notes Issue, including accrued interest from and including 16 August 2017 to (but excluding) 14 September 2017, after deducting the underwriting discounts and commissions payable in connection with the Additional Notes Issue, will amount to approximately US\$49.0 million. The Company intends to use the net proceeds of the Additional Notes Issue to refinance its existing indebtedness and for other general corporate purposes. The Company may adjust its plans in response to changing market conditions and, thus, reallocate the use of the net proceeds.

Listing

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

GENERAL

As the conditions precedent to completion of the Purchase Agreement may or may not be satisfied and the Purchase Agreement may be terminated upon occurrence of certain events, prospective investors and the Shareholders are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Additional Notes”	the US\$50 million 6.5% senior notes due 2020 to be issued by the Company (to be consolidated and form a single series with the Original Notes)
“Additional Notes Issue”	the issue of the Additional Notes by the Company
“Board”	the board of Directors
“BOC International”	BOCI Asia Limited, the sole global coordinator, sole bookrunner and sole lead manager in respect of the Additional Notes Issue
“Company”	China Huiyuan Juice Group Limited (中國滙源果汁集團有限公司*), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Original Notes”	the US\$150 million 6.5% senior notes due 2020 issued by the Company on 16 August 2017
“Original Notes Issue”	the issue of the Original Notes by the Company
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement

“Purchase Agreement”	the purchase agreement dated 8 September 2017 entered into by and among BOC International, the Company and the Subsidiary Guarantors in relation to the Additional Notes Issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantors”	certain existing subsidiaries of the Company which provide guarantees for the Additional Notes
“United States”	the United States of America
“U.S. Dollars” or “US\$”	United States dollar(s), the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

By order of the Board
CHINA HUIYUAN JUICE GROUP LIMITED
Zhu Xinli
Chairman

Hong Kong, 10 September 2017

As at the date of this notice, our Directors are Mr. ZHU Xinli, Ms. ZHU Shengqin and Mr. CUI Xianguo as executive Directors, Mr. Andrew Y. YAN as a non-executive Director, Ms. ZHAO Yali, Mr. SONG Quanhou, Mr. LEUNG Man Kit and Mr. WANG Wei as independent non-executive Directors.

* *For identification purposes only*