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SOUTHERN ENERGY HOLDINGS GROUP LIMITED

南方能源控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1573)

PROPOSED ISSUANCE OF SENIOR NOTES

This announcement is made by the Company, pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company is pleased to announce that it proposes to conduct an international offering of the Notes which will be offered to professional investors only. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. In connection with the Proposed Notes Issue, the Company will commence a series of presentations to professional investors only beginning on or around June 20, 2019. CMBI and Standard Chartered Bank have been appointed as the joint global coordinators, joint bookrunners and joint lead managers, in respect of the Proposed Notes Issue.

Completion of the Proposed Notes Issue is subject to, among other things, market conditions and investors' interests. Pricing of the Notes, including the aggregate principal amount, the offer price and the interest rate, will be determined through a book building exercise to be conducted by CMBI and Standard Chartered Bank as the joint global coordinators, joint bookrunners and joint lead managers. Upon the finalization of the terms of the Notes, the Company, the Subsidiary Guarantors, CMBI and Standard Chartered Bank will enter into a purchase agreement and other ancillary documents in relation to the Proposed Notes Issue.

If the Notes are issued, the Company intends to use the net proceeds of the Proposed Notes Issue for refinancing of indebtedness and general corporate purposes.

The Notes have not been, and will not be, registered under the U.S. Securities Act. The Notes will only be offered outside the United States in compliance with Regulation S. None of the Notes will be offered to the public in Hong Kong or be placed to any connected persons of the Company.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Notes by way of debt issue to professional investors only. A confirmation of eligibility for the listing of the Notes has been received from the Stock Exchange. A listing of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Notes, the Company, the Subsidiary Guarantors or any member of the Group.

As no definitive or binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Accordingly, potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.

This announcement is made by the Company, pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

PROPOSED NOTE ISSUE

Introduction

The Company is pleased to announce that it proposes to conduct an international offering of the Notes which will be offered to professional investors only. The Notes are proposed to be guaranteed by the Subsidiary Guarantors.

In connection with the Proposed Notes Issue, the Company will commence a series of presentations to professional investors only beginning on or around June 20, 2019. CMBI and Standard Chartered Bank have been appointed as the joint global coordinators, joint bookrunners and joint lead managers, in respect of the Proposed Notes Issue. Completion of the Proposed Notes Issue is subject to, among other things, market conditions and investors' interests. Pricing of the Notes, including the aggregate principal amount, the offer price and the interest rate, will be determined through a book building exercise to be conducted by CMBI and Standard Chartered Bank as the joint global coordinators, joint bookrunners and joint lead managers. Upon the finalization of the terms of the Notes, the Company, the Subsidiary Guarantors, CMBI and Standard Chartered Bank will enter into a purchase agreement and other ancillary documents in relation to the Proposed Notes Issue.

The Notes have not been, and will not be, registered under the U.S. Securities Act. The Notes will only be offered outside the United States in compliance with Regulation S. None of the Notes will be offered to the public in Hong Kong or be placed to any connected persons of the Company.

Proposed use of proceeds

If the Notes are issued, the Company intends to use the net proceeds of the Proposed Notes Issue for refinancing of indebtedness and general corporate purposes.

Reasons for the Proposed Notes Issue

The Company believes that the Proposed Notes Issue is in the interest of the Company as the Notes will enhance the working capital requirement of the Group.

Listing

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Notes by way of debt issue to professional investors only. A confirmation of eligibility for the listing of the Notes has been received from the Stock Exchange. A listing of the Notes on the Stock Exchange is not to be taken as an indication of the merits of the Notes, the Company, the Subsidiary Guarantors or any member of the Group.

Rating

The Notes are expected to be rated “B2” by Moody’s Investors Service. A rating is not a recommendation to buy, sell or hold the Notes and may be subject to suspension, reduction or withdrawal at any time by Moody’s Investors Service.

General

As no definitive or binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Accordingly, potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company as and when appropriate.

DEFINITIONS

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

“Board”	the board of Directors
“CMBI”	CMB International Capital Limited
“Company”	Southern Energy Holdings Group Limited, 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(s)”	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 People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	the senior notes proposed to be issued by the Company
“Proposed Notes Issue”	the proposed issuance of the Notes as described in this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantors”	certain subsidiaries of the Company providing guarantees for the Notes
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction

By Order of the Board
Southern Energy Holdings Group Limited
Xu Bo
Chairman

Guiyang, People’s Republic of China, June 20, 2019

As at the date of this announcement, the Board comprises Mr. Xu Bo, Mr. Xiao Zhijun and Mr. Huang Youjun as executive Directors and Mr. Jiang Chenglin, Mr. Choy Wing Hang William, Mr. Lee Cheuk Yin Dannis and Mr. Fu Lui as independent non-executive Directors.