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禹洲地產股份有限公司
YUZHOU PROPERTIES COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01628)

ISSUANCE OF US\$500 MILLION 8.375% SENIOR NOTES DUE 2024

The Board is pleased to announce that on 23 October 2019, the Company, together with the Subsidiary Guarantors, entered into the Purchase Agreement with BOC International, Morgan Stanley, J.P. Morgan, HSBC, Deutsche Bank, Credit Suisse, Goldman Sachs (Asia) L.L.C., Haitong International and Yuzhou Financial in connection with the issue of the Notes in the aggregate principal amount of US\$500 million.

The estimated net proceeds from the Proposed Notes Issue, after deduction of underwriting commissions and other estimated expenses, will amount to approximately US\$493 million. The Company intends to use the net proceeds for refinancing its existing medium to long term offshore indebtedness, which will become due within one year. The Company may adjust the foregoing plans in response to changing market conditions and, thus, reallocate the use of the proceeds from the Proposed Notes Issue.

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

Reference is made to the announcement of the Company dated 23 October 2019 in respect of the Proposed Notes Issue. The Board is pleased to announce that on 23 October 2019, the Company, together with the Subsidiary Guarantors, entered into the Purchase Agreement with BOC International, Morgan Stanley, J.P. Morgan, HSBC, Deutsche Bank, Credit Suisse, Goldman Sachs (Asia) L.L.C., Haitong International and Yuzhou Financial in connection with the issue of the Notes in the aggregate principal amount of US\$500 million.

THE PURCHASE AGREEMENT

Date

23 October 2019

Parties

- (a) the Company as the issuer;
- (b) certain subsidiaries of the Company as the Subsidiary Guarantors of the Company's obligations under the Notes; and
- (c) BOC International, Morgan Stanley, J.P. Morgan, HSBC, Deutsche Bank, Credit Suisse, Goldman Sachs (Asia) L.L.C. and Haitong International as the initial purchasers and Yuzhou Financial.

BOC International, Morgan Stanley, J.P. Morgan, HSBC, Deutsche Bank, Credit Suisse, Goldman Sachs (Asia) L.L.C., Haitong International and Yuzhou Financial are the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of BOC International, Morgan Stanley, J.P. Morgan, HSBC, Deutsche Bank, Credit Suisse, Goldman Sachs (Asia) L.L.C. and Haitong International as an initial purchaser, is an independent third party and not a connected person of the Company.

The Notes will only be offered outside the United States in compliance with Regulation S under the Securities Act. None of the Notes will be offered to the public in Hong Kong and none of the Notes will be placed to any connected persons of the Company.

PRINCIPAL TERMS OF THE NOTES

Notes offered

Subject to certain conditions to completion, the Company will issue the Notes in the aggregate principal amount of US\$500 million which will mature on 30 October 2024, unless earlier redeemed pursuant to the terms thereof.

Offer price

The offer price of the Notes will be 100% of the principal amount of the Notes.

Interest

The Notes will bear interest from and including 30 October 2019 at a rate of 8.375% per annum, payable semi-annually in arrears on 30 October and 30 April of each year, commencing 30 April 2020.

Ranking of the Notes

The Notes are general obligations of the Company and, subject to certain limitations, are guaranteed by the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any) on a senior basis. The Notes will (1) rank at least pari passu in right of payment with the the 2022 Notes, the 2023 Notes, the 2021 Notes, the 2021 II Notes, the 2022 II Notes, the 2023 II Notes, the 2016 Term Loan Facility, the 2017 Dual Tranche Term Facility, the 2024 Notes, the 2020 Notes, the 2020 II Notes, the 2019 Term Loan Facility and all unsecured, unsubordinated indebtedness of the Company (subject to any priority rights of such unsubordinated indebtedness pursuant to applicable law), (2) rank senior in right of payment to any existing and future obligations of the Company expressly subordinated in right of payment to the Notes, (3) be effectively subordinated to the other secured obligations of the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any), to the extent of the value of the assets serving as security therefor, and (4) be effectively subordinated to all existing and future obligations of the Non-Guarantor Subsidiaries.

In addition, on the issue date, the Notes will be secured by a pledge of the Collateral and will: (1) be entitled to a first priority lien on the Collateral pledged by the Company and the Subsidiary Guarantor Pledgors shared on a pari passu basis with (i) holders of the 2022 Notes, (ii) holders of the 2023 Notes, (iii) holders of the 2021 Notes, (iv) holders of the 2021 II Notes, (v) holders of the 2022 II Notes, (vi) holders of the 2023 II Notes, (vii) lenders to the 2016 Term Loan Facility, (viii) lenders to the 2017 Dual Tranche Term Facility, (ix) holders of the 2024 Notes, (x) holders of the 2020 Notes, (xi) the holders of the 2020 II Notes, (xii) lenders to the 2019 Term Loan Facility and (xiii) holders of any permitted pari passu secured indebtedness under the Notes, if any, and subject to permitted liens; (2) rank effectively senior in right of payment to unsecured obligations of the Company with respect to the value of the Collateral pledged by the Company securing the Notes (subject to any priority rights of such unsecured obligations pursuant to applicable law); and (3) rank effectively senior in right of payment to unsecured obligations of the Subsidiary Guarantor Pledgors to the extent of the Collateral charged by each Subsidiary Guarantor Pledgor securing the Notes (subject to priority rights of such unsecured obligations pursuant to applicable law).

Events of default

The events of default under the Notes include, among others:

- (1) default in the payment of principal of (or premium, if any, on) the Notes when the same becomes due and payable at maturity, upon acceleration, redemption or otherwise;
- (2) default in the payment of interest on any Note when the same becomes due and payable, and such default continues for a period of 30 consecutive days;
- (3) default in the performance or breach of the provisions of certain covenants, the failure by the Company to make or consummate an offer to purchase for cash an aggregate principal amount that will be accepted for purchase of the 2021 II Notes upon certain terms and conditions, or the failure by the Company to create or cause its restricted subsidiaries to create a first priority lien on the Collateral (subject to any permitted liens);
- (4) the Company or any restricted subsidiary defaults in the performance of or breaches any other covenant or agreement in the Indenture or under the Notes (other than a default specified in item (1), (2) or (3) above) and such default or breach continues for a period of 30 consecutive days after written notice by the Trustee or the Holders of 25% or more in aggregate principal amount of the Notes;
- (5) there occurs with respect to any indebtedness of the Company or any restricted subsidiary having an outstanding principal amount of US\$15 million (or the dollar equivalent thereof) or more in the aggregate for all such indebtedness of all such persons, whether such indebtedness now exists or shall hereafter be created, (a) an event of default that has caused the holder thereof to declare such indebtedness to be due and payable prior to its stated maturity and/or (b) the failure to make a principal payment when due;

- (6) one or more final judgments or orders for the payment of money are rendered against the Company or any of its restricted subsidiaries and are not paid or discharged, and there is a period of 60 consecutive days following entry of the final judgment or order that causes the aggregate amount for all such final judgments or orders outstanding and not paid or discharged against all such persons to exceed US\$15 million (or the dollar equivalent thereof), in excess of amounts which the Company's insurance carriers have unconditionally agreed to pay under applicable policies, during which a stay of enforcement, by reason of a pending appeal or otherwise, is not in effect;
- (7) an involuntary case or other proceeding is commenced against the Company or any significant restricted subsidiary with respect to it or its debts under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect seeking the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any significant restricted subsidiary or for any substantially part of the property and assets of the Company or any significant restricted subsidiary and such involuntary case or other proceeding remains undismissed and unstayed for a period of 60 consecutive days; or an order for relief is entered against the Company or any significant restricted subsidiary under any applicable bankruptcy, insolvency or other similar law as now or hereafter in effect;
- (8) the Company or any significant restricted subsidiary (a) commences a voluntary case under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect, or consents to the entry of an order for relief in an involuntary case under any such law, (b) consents to the appointment of or taking possession by a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any significant restricted subsidiary or for all or substantially all of the property and assets of the Company or any significant restricted subsidiary or (c) effects any general assignment for the benefit of creditors;
- (9) any Subsidiary Guarantor or JV Subsidiary Guarantor denies or disaffirms its obligations under its Subsidiary Guarantee or JV Subsidiary Guarantee or, except as permitted by the Indenture, any Subsidiary Guarantee or JV Subsidiary Guarantee is determined to be unenforceable or invalid or shall for any reason cease to be in full force and effect;
- (10) any default by the Company or any Subsidiary Guarantor Pledgor in the performance of any of its obligations under the security documents or the Indenture, which adversely affects the enforceability, validity, perfection or priority of the applicable lien on the Collateral or which adversely affects the condition or value of the Collateral, taken as a whole, in any material respect; or

(11) the Company or any Subsidiary Guarantor Pledgor denies or disaffirms its obligations under any security document or, other than in accordance with the Indenture and the security documents, any security document ceases to be or is not in full force and effect or the Trustee ceases to have a first priority security interest in the Collateral (subject to any permitted liens).

If an event of default (other than an event of default specified in item (7) or (8) above) occurs and is continuing under the Indenture, the Trustee or the Holders of at least 25% in aggregate principal amount of the Notes then outstanding, by written notice to the Company (and to the Trustee if such notice is given by the Holders), may, and the Trustee at the written direction of such Holders shall, declare the principal of, premium, if any, and accrued and unpaid interest on the Notes to be immediately due and payable. Upon a declaration of acceleration, such principal of, premium, if any, and accrued and unpaid interest shall be immediately due and payable.

If an event of default specified in item (7) or (8) above occurs with respect to the Company or any significant restricted subsidiary, the principal of, premium, if any, and accrued and unpaid interest on the Notes then outstanding shall automatically become and be immediately due and payable without any declaration or other act on the part of the Trustee or any Holder.

Covenants

The Notes, the Indenture governing the Notes and the Subsidiary Guarantees will limit the Company's ability and the ability of its restricted subsidiaries to, among other things:

- (1) incur or guarantee additional indebtedness or issue disqualified or preferred stock;
- (2) declare dividends on its capital stock or purchase or redeem capital stock;
- (3) make investments or other specified restricted payments;
- (4) issue or sell capital stock of restricted subsidiaries;
- (5) guarantee indebtedness of any restricted subsidiaries;
- (6) sell assets;
- (7) create liens;
- (8) enter into sale and leaseback transactions;
- (9) enter into agreements that restrict the restricted subsidiaries' ability to pay dividends, transfer assets or make intercompany loans;
- (10) enter into transactions with shareholders or affiliates; and

(11) effect a consolidation or merger.

Optional Redemption

At any time and from time to time on or after 30 October 2022, the Company may redeem the Notes, in whole or in part, at a redemption price equal to the percentage of the principal amount of the Notes redeemed set forth below plus accrued and unpaid interest, if any, to (but not including) the redemption date, if redeemed during the twelve-month period beginning on 30 October of each year set forth below:

2022	103%
2023	101%

At any time prior to 30 October 2022, the Company may at its option redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Notes plus the applicable premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

At any time and from time to time, prior to 30 October 2022, Company may redeem up to 35% of the aggregate principal amount of the Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 108.375% of the principal amount of the Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, subject to certain conditions.

INFORMATION ABOUT THE GROUP

The Group is one of the leading national property developers with its headquarters in Shanghai. The Group's primary focus is developing high-quality residential properties. In order to diversify its portfolio, the Group also develops retail and commercial properties, including office buildings, shopping malls and hotels, and retains some of them as long-term investments. In addition, the Group engages in property-related businesses such as residential and commercial property management.

As of 30 June 2019, the Group had 45 projects completed with a total site area of approximately 3,513,779 sq.m. and a total GFA of approximately 10,088,531 sq.m., and 70 projects under development with a total site area of approximately 5,961,603 sq.m. and a total GFA of approximately 13,988,020 sq.m. As of the same date, the Group had 23 projects held for future development and potential projects with a total site area of approximately 3,918,540 sq.m. and a total GFA of approximately 6,111,368 sq.m.. The Group has obtained land use rights certificates for the land for 136 of its projects completed, under development or held for future development. It is in the process of obtaining the land use rights certificates for two of its projects.

PROPOSED USE OF PROCEEDS

The estimated net proceeds from the Proposed Notes Issue, after deduction of underwriting commissions and other estimated expenses, will amount to approximately US\$493 million. The Company intends to use the net proceeds for refinancing its existing medium to long term offshore indebtedness, which will become due within one year.

The Company may adjust the foregoing plans in response to changing market conditions and, thus, reallocate the use of the proceeds from the Proposed Notes Issue.

LISTING AND RATINGS

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

The Notes have been provisionally rated “BB-” by Fitch Ratings Services, “B1” by Moody’s Investors Services, Inc. and “BB” by Lianhe Ratings Global. The credit ratings accorded to the Notes are not a recommendation to purchase, hold or sell the Notes in as much as such rating do not comment as to market price or suitability for a particular investor. There can be no assurance that the ratings will remain in effect for a given period or that the ratings will not be revised by the rating agency in the future.

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

DEFINITIONS

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

“2016 Term Loan Facility” the term loan facility of up to US\$400,000,000 that the Company entered into with Bank of China (Hong Kong) Limited, The Bank of East Asia, Limited, China Construction Bank (Asia) Corporation Limited, Hang Seng Bank Limited, The Hongkong and Shanghai Banking Corporation Limited, Industrial Bank Co., Ltd. Hong Kong Branch, Luso International Banking Limited, Nanyang Commercial Bank Limited and Wing Lung Bank Limited as the arrangers and lenders, and The Hongkong and Shanghai Banking Corporation Limited as agent on 2 September 2016

“2017 Dual Tranche Term Facility”	the dual tranche term facility of up to US\$258,000,000 and HK\$334,000,000 that the Company entered into with China Construction Bank (Asia) Corporation Limited, Chiyu Banking Corporation Limited, Fubon Bank (Hong Kong) Limited, Hang Seng Bank Limited, Nanyang Commercial Bank (China) Limited, Shenzhen Branch (南洋商業銀行(中國)有限公司深圳分行), Shanghai Pudong Development Bank Co Ltd, Hong Kong Branch, The Bank of East Asia, Limited (東亞銀行有限公司) and The Hongkong and Shanghai Banking Corporation Limited as the arrangers and lenders, and The Hongkong and Shanghai Banking Corporation Limited as agent on 1 November 2017
“2019 Term Loan Facility”	the term loan facility of up to US\$220,000,000 with the possibility of incremental term loan facilities that the Company entered into with China Construction Bank Corporation, Hong Kong Branch, The Hongkong and Shanghai Banking Corporation Limited, Hang Seng Bank Limited, Bank of China (Hong Kong) Limited, Nanyang Commercial Bank, Limited and CMB Wing Lung Bank Limited, as arrangers and lenders, and The Hongkong and Shanghai Banking Corporation Limited as agent on 16 October 2019
“2020 II Notes”	the 6.9% senior notes due 2020 in the aggregate principal amount of US\$400 million issued by the Company in July 2019
“2020 Notes”	the 5.5% senior notes due 2020 in the aggregate principal amount of US\$200 million issued by the Company in July 2019
“2021 II Notes”	the 7.90% senior notes due 2021 in the aggregate principal amount of US\$200 million and US\$425 million issued by the Company in May 2018 and July 2018, respectively
“2021 Notes”	the 6.375% senior notes due 2021 in the aggregate principal amount of US\$375 million issued by the Company in March 2018
“2022 II Notes”	the 8.625% senior notes due 2022 in the aggregate principal amount of US\$500 million issued by the Company in January 2019
“2022 Notes”	the 6.00% senior notes due 2022 in the aggregate principal amount of US\$350 million issued by the Company in January 2017

“2023 II Notes”	the 8.50% senior notes due 2023 in the aggregate principal amount of US\$500 million issued by the Company in February 2019
“2023 Notes”	the 6.00% senior notes due 2023 in the aggregate principal amount of US\$250 million issued by the Company in October 2016
“2024 Notes”	the 8.5% senior notes due 2024 in the aggregate principal amount of US\$500 million issued by the Company in February 2019
“Board”	the board of Directors
“BOC International”	BOCI Asia Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue and an initial purchaser of the Notes
“Collateral”	the collateral securing the obligations under the Notes in the form of share pledges over the capital stock of all the Subsidiary Guarantors owned by the Company or the Subsidiary Guarantor Pledgors on a first priority basis
“Company”	Yuzhou Properties Company Limited (禹洲地產股份有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange
“Credit Suisse”	Credit Suisse (Hong Kong) Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue and an initial purchaser of the Notes
“connected person”	has the meaning ascribed to it under the Listing Rules
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue and an initial purchaser of the Notes
“Directors”	the directors of the Company
“GFA”	gross floor area
“Goldman Sachs (Asia) L.L.C.”	Goldman Sachs (Asia) L.L.C., one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue and an initial purchaser of the Notes

“Group”	the Company and its subsidiaries
“Haitong International”	Haitong International Securities Company Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue and an initial purchaser of the Notes
“Holder(s)”	the person(s) in whose name a Note is registered in the Note register
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue and an initial purchaser of the Notes
“Indenture”	the agreement between the Company, the Subsidiary Guarantors and the Trustee which specified the terms of the Notes including the interest rate of the Notes and maturity date
“J.P. Morgan”	J.P. Morgan Securities plc, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue and an initial purchaser of the Notes
“JV Subsidiary Guarantee”	any guarantee to be provided by the JV Subsidiary Guarantors under certain circumstances to secure the Company’s obligations under the Indenture and the Notes
“JV Subsidiary Guarantors”	subsidiaries of the Company that will in the future provide limited-recourse guarantee for the Notes
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Morgan Stanley”	Morgan Stanley & Co. International plc, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue and an initial purchaser of the Notes

“Non-Guarantor Subsidiaries”	certain offshore restricted subsidiaries which do not provide a Subsidiary Guarantee and subsidiaries of the Company organized under the laws of the People’s Republic of China
“Notes”	the 8.375% guaranteed senior notes due 2024 in the aggregate principal amount of US\$500 million to be issued by the Company subject to the terms and conditions of the Purchase Agreement
“Proposed Notes Issue”	the proposed issue of the Notes by the Company
“Purchase Agreement”	the purchase agreement dated 23 October 2019 entered into by and among the Company, the Subsidiary Guarantors, BOC International, Morgan Stanley, J.P. Morgan, HSBC, Deutsche Bank, Credit Suisse, Goldman Sachs (Asia) L.L.C., Haitong International and Yuzhou Financial in relation to the Proposed Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“sq.m.”	square metres
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantee”	any guarantee of the obligations of the Company under the Indenture and the Notes by any Subsidiary Guarantor
“Subsidiary Guarantor Pledgors”	certain subsidiary guarantor pledgors which on the issue date of the Notes will provide pledges over their stock in the Subsidiary Guarantors to secure the obligations of the Company under the Indenture and the Notes and of such Subsidiary Guarantor under its guarantee provided to secure the Company’s obligations under the Indenture and the Notes
“Subsidiary Guarantors”	certain subsidiaries of the Company that on the issue date of the Notes will provide guarantees to secure the Company’s obligations under the Indenture and the Notes
“Trustee”	Deutsche Bank Trust Company Americas
“United States”	the United States of America
“US\$”	United States dollars

“Yuzhou Financial”

Yuzhou Financial Holdings Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue

By order of the Board
Yuzhou Properties Company Limited
Lam Lung On
Chairman

Hong Kong, 24 October 2019

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