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**HAIMEN ZHONGNAN INVESTMENT DEVELOPMENT (INTERNATIONAL) CO., LTD.**  
(incorporated with limited liability in the British Virgin Islands)

**(1) COMPLETION OF THE EXCHANGE OFFER FOR ANY AND ALL OF THE  
OUTSTANDING 10.875% GUARANTEED SENIOR NOTES DUE 2022  
(ISIN: XS2008677341; Common Code: 200867734; Stock Code: 4585)**

**AND**

**(2) ISSUANCE OF US\$250,000,000 11.50% GUARANTEED SENIOR NOTES DUE 2024  
(the “New Notes”, ISIN: XS2288886216; Common Code: 228888621; Stock Code: 40638)**

**UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY**



**JIANGSU ZHONGNAN CONSTRUCTION GROUP CO., LTD.**  
(江蘇中南建設集團股份有限公司)

(incorporated with limited liability in the People’s Republic of China and  
listed on the Shenzhen Stock Exchange under stock code 000961)

Reference is made to the announcements by Haimen Zhongnan Investment Development (International) Co., Ltd. (the “**Issuer**”) dated March 22, 2021, March 29, 2021 and March 30, 2021 (the “**Announcements**”) relating to the Exchange Offer in respect of its outstanding US\$500,000,000 10.875% guaranteed senior notes due 2022 (the “**2022 Notes**”) and the Concurrent New Money Issuance.

Unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Announcements.

**COMPLETION OF THE EXCHANGE OFFER AND THE CONCURRENT NEW MONEY ISSUANCE AND  
ISSUANCE OF THE NEW NOTES**

The Issuer and Jiangsu Zhongnan Construction Group Co., Ltd. (江蘇中南建設集團股份有限公司) (the “**Parent Guarantor**”) are pleased to announce that on April 7, 2021, all conditions precedent to the Exchange Offer and the Concurrent New Money Issuance have been fulfilled, and the Exchange Offer and the Concurrent New Money Issuance have been completed. On April 7, 2021, US\$190,250,000 principal amount of the 2022 Notes were exchanged and the Issuer issued US\$190,250,000 principal amount of the New Notes and delivered the Cash Consideration (as defined in the Exchange Offer Memorandum), the Accrued Interest and cash in lieu of any fractional amount of the New Notes, in full satisfaction of the Exchange Consideration to Eligible Holders whose 2022 Notes had been accepted for exchange pursuant to the Exchange Offer. On the same date, the Issuer issued US\$59,750,000 principal amount of the Additional

New Notes pursuant to the Concurrent New Money Issuance. The aggregate principal amount of the New Notes issued is US\$250,000,000.

US\$190,250,000 of the 2022 Notes, representing 38.05% of the aggregate principal amount of the outstanding 2022 Notes, that had been validly tendered and accepted for exchange pursuant to the Exchange Offer, have been cancelled. Following cancellation of the 2022 Notes accepted for exchange pursuant to the Exchange Offer, US\$309,750,000 in aggregate principal amount of the 2022 Notes remains outstanding.

The New Notes are listed on the The Stock Exchange of Hong Kong Limited on April 8, 2021.

## GENERAL

This announcement, the Announcements, the Exchange Offer Memorandum and the Final Offering Memorandum do not constitute an offer to sell or buy or the solicitation of an offer to sell or buy any securities in any circumstances in which such offer or solicitation is unlawful.

Copies of any documents or materials relating to the Exchange Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to U.S. persons.

The New Notes and the Parent Guarantee have not been and will not be registered under the Securities Act, or the securities laws of any other jurisdiction. The New Notes and the Parent Guarantee 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 Securities Act. The New Notes and the Parent Guarantee may be offered and sold only in offshore transactions in compliance with Regulation S under the Securities Act. None of the New Notes will be offered to the public in Hong Kong.

**Prohibition of Sales to European Economic Area (“EEA”) Retail Investors** – The securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (“**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**Prohibition of Sales to UK Retail Investors** – The securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA.

Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Singapore SFA Product Classification:** In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309(A)(1) of the SFA), that the New Notes as “prescribed capital markets products” (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Hong Kong, April 8, 2021

*As at the date of this announcement, the sole director of Haimen Zhongnan Investment Development (International) Co., Ltd. is Mr. Xin Qi and the directors of Jiangsu Zhongnan Construction Group Co., Ltd. are Mr. Chen Jinshi, Ms. Chen Yuhan, Mr. Xin Qi, Mr. Bai Lizhong, Mr. Hu Hongwei, Mr. Tang Xiaodong and Mr. Yao Ke as directors and Mr. Huang Feng, Mr. Cao Yitang, Mr. Hua Zhiwei and Mr. Shi Jun as independent directors.*