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**CHINA SCE GROUP HOLDINGS LIMITED**

**中駿集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1966)**

**ISSUANCE OF ADDITIONAL US\$150 MILLION 5.95% SENIOR NOTES  
DUE 2024 (TO BE CONSOLIDATED AND FORM A SINGLE SERIES  
WITH THE US\$300 MILLION 5.95% SENIOR NOTES DUE 2024  
ISSUED ON 29 MARCH 2021)**

Reference is made to the Announcements.

On 23 December 2021, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with UBS in connection with the Additional Notes Issue.

The Company intends to use the net proceeds of the Additional Notes Issue mainly for refinancing certain of its existing offshore indebtedness, which will become due within one year.

The Original Notes are listed on the Stock Exchange. The Company will procure that the Additional Notes will also be listed on the Stock Exchange upon issue. 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.

**MiFID II professionals/ECPs-only/No PRIIPs KID** — Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA or UK.

Reference is made to the Announcements. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that on 23 December 2021, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with UBS in connection with the Additional Notes Issue.

## **THE PURCHASE AGREEMENT**

Date: 23 December 2021

### **Parties to the Purchase Agreement**

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors; and
- (c) UBS as the initial purchaser.

UBS is the sole global coordinator, sole bookrunner and sole lead manager of the offer and sale of the Additional Notes. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, UBS is an independent third party and not a connected person of the Company.

The Notes and the Subsidiary Guarantees have not been, and will not be, registered under the Securities Act or any state securities laws. The Additional Notes will only be offered and sold outside the United States in offshore transactions in compliance with Regulation S under the 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 23 March 2021, other than with respect to the following:

#### *Notes Offered*

Subject to closing conditions, the Company will issue the Additional Notes in the aggregate principal amount of US\$150 million, to be consolidated and form a single series with the Original Notes. The Additional Notes will mature on 29 September 2024, unless earlier redeemed or repurchased in accordance with the terms thereof.

#### *Interest*

The Additional Notes will bear interest at a rate of 5.95% per annum, payable semi-annually in arrears on 29 March and 29 September of each year, commencing on 29 March 2022.

## Use of Proceeds for the Additional Notes Issue

The Company intends to use the net proceeds of the Additional Notes Issue mainly for refinancing certain of its existing offshore indebtedness, which will become due within one year.

## Listing

The Original Notes are listed on the Stock Exchange. The Company will procure that the Additional Notes will also be listed on the Stock Exchange upon issue. 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.

The issue of the Additional Notes is subject to completion. Investors and shareholders of the Company are reminded to exercise caution when dealing in the securities of the Company.

## DEFINITIONS

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

“Additional Notes”	the guaranteed US\$-denominated 5.95% senior fixed rate notes due 2024 to be issued by the Company
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Company
“Announcements”	the announcements of the Company dated 23 March 2021, 29 March 2021 and 30 March 2021 in respect of the issue of the Original Notes
“Original Notes”	US\$300 million 5.95% senior notes due 2024 issued by the Company on 29 March 2021
“Purchase Agreement”	the purchase agreement dated 23 December 2021 entered into among the Company, the Subsidiary Guarantors and UBS in relation to the Additional Notes Issue
“UBS”	UBS AG Hong Kong Branch (UBS AG is incorporated in Switzerland with limited liability)

By Order of the Board  
**China SCE Group Holdings Limited**  
**Wong Chiu Yeung**  
*Chairman*

Hong Kong, 23 December 2021

*As at the date of this announcement, the executive Directors of the Company are Mr. Wong Chiu Yeung, Mr. Chen Yuanlai, Mr. Cheng Hiu Lok, Mr. Huang Youquan and Mr. Wong Lun, and the independent non-executive Directors of the Company are Mr. Ting Leung Huel Stephen, Mr. Lu Hong Te and Mr. Dai Yiyi.*