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禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01628)

RESULTS ANNOUNCEMENT

EXCHANGE OFFER AND CONSENT SOLICITATION

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 12 January 2022 (the “**Announcement**”) in relation to the Exchange Offer and Consent Solicitation. Capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

The Company is pleased to announce that it has obtained support from the overwhelming majority of the holders of the Exchange Notes in the Exchange Offer and the Requisite Consents in respect of each series of Consent Solicitation Notes. The Company has secured a successful result for its liability management exercise to enable it to effectively extend the maturity profile of a significant portion of its offshore indebtedness and avoid cross-acceleration and final judgments events of default under the Consent Solicitation Notes in respect of any non-payment of the Exchange Notes.

The Exchange Offer

As at the Exchange Expiration Deadline, US\$477,212,000 of the Exchange Notes (comprising US\$265,654,000 of the 2022 Notes and US\$211,558,000 of the 2022 II Notes), representing approximately 82.0% of the total aggregate principal amount of the outstanding Exchange Notes, has been validly tendered for exchange pursuant to the Exchange Offer. In view of the strong and enthusiastic participation of the holders of the Exchange Notes, the Company has decided to waive the Minimum Acceptance Amount condition to the Exchange Offer as set forth in the Exchange Offer Memorandum and accept for exchange all of the tendered Exchange Notes. Settlement of the New Notes and delivery of the Exchange Consideration to Eligible Holders whose Exchange Notes have been validly tendered and accepted for exchange is expected to occur on or about 20 January 2022.

The Consent Solicitation

As at the Consent Expiration Deadline, the Requisite Consents in respect of each series of Consent Solicitation Notes had been obtained. Payment of the Consent Fee is expected to occur on or about 20 January 2022. The Company plans to execute the supplemental indentures on 21 January 2022 to give effect to the Proposed Amendments and Waivers. Upon execution of the supplemental indentures, the Proposed Amendments and Waivers will become effective, any default in payment under the Exchange Notes will not trigger the cross-default or cross acceleration events of default under the Consent Solicitation Notes, and all Holders and subsequent Holders of each series of the Consent Solicitation Notes will be bound by the terms of the relevant indentures as amended by the relevant supplemental indentures governing the Consent Solicitation Notes.

Please refer to the Announcement for further discussions of the payment of the Exchange Consideration and the Consent Fee and the implications of the Exchange Offer and the Consent Solicitation on the other financial indebtedness of the Group.

The Remaining Exchange Notes

In addition, many holders of the Exchange Notes have communicated to the Company their willingness to participate in the Exchange but were not able to submit their instructions in time due to difficulties arising from the short tender period. Such holders of the Exchange Notes have urged the Company to explore ways to allow them to participate in the Exchange Offer. The Company appreciates the support of these holders but is not able to extend the Exchange Expiration Deadline due to constraints under the rules of the clearing systems and the upcoming maturities on the Exchange Notes. To accommodate these holders' requests, the Company intends to relaunch the exchange offer for the remaining Exchange Notes on substantially the same terms as the Exchange Offer on or about 26 January 2022. The Company will provide updates as soon as practicable.

The swift and enthusiastic participation by a significant majority of the Holders is testimony to the confidence of the Holders in the Company. The Company would like to express its deepest gratitude to the Holders for their generous support and the trust they placed upon the Company's management. The consummation of the Exchange Offer and Consent Solicitation will enable the Company to extend its debt maturity profile and enhance its ability to manage its debt obligations. The Company intends to communicate actively with its creditors to address the Company's liquidity issues consensually and amicably and within a reasonable timeframe. In the meantime, the Company will continue to prioritise the stabilisation of its operations with a view to preserve its contracted sales and cash generation.

The Company would also like to thank the dealer managers BOCI Asia Limited and Haitong International Securities Company Limited, the legal advisor of the Company Linklaters, the legal advisor of the dealer managers Skadden and the other professional parties involved for their exemplary professionalism and tireless efforts which enabled the Company to obtain the support of such a significant portion of its creditors in a timely and speedy manner.

GENERAL

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE EXISTING NOTES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE EXCHANGE OFFER MEMORANDUM AND THE CONSENT SOLICITATION STATEMENT.

SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE EXCHANGE OFFER AND/OR THE CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AND/OR THE CONSENT SOLICITATION AS SET FORTH IN THE EXCHANGE OFFER MEMORANDUM AND/OR THE CONSENT SOLICITATION STATEMENT AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE EXCHANGE OFFER AND/OR THE CONSENT SOLICITATION WILL BE COMPLETED. SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE EXISTING NOTES.

The Exchange Offer or the Consent Solicitation are not being made to (nor will the tender of the Existing Notes) Holders in any jurisdiction where the making or acceptance of the Exchange Offer or the Consent Solicitation would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Exchange Offer or the Consent Solicitation would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Exchange Offer or the Consent Solicitation will not be made to any Holder residing in such jurisdiction.

Forward Looking Statements

Forward-looking statements in this announcement, including those statements relating to the Exchange Offer and/or the Consent Solicitation, are based on current expectations, assumptions, estimates and projections about the Company and its industry. These statements are not guarantees of future performance and that the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which the Company operates may differ materially from those made in, or suggested by, the forward-looking statements in this announcement. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Important factors that could cause those differences include, but are not limited to, changes in the competitive environment and regulatory environment of the industry in the PRC relevant to the business of the Company, changes in the business and financial condition of the Company and its subsidiaries and changes in the general economic trend in the PRC.

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

Hong Kong, 20 January 2022

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