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COUNTRY GARDEN HOLDINGS COMPANY LIMITED

碧桂園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2007)

OFFER TO PURCHASE FOR CASH ANY AND ALL OF ITS OUTSTANDING 4.75% SENIOR NOTES DUE 2022 (ISIN: XS1637076164; Common Code: 163707616) (the “Notes”)

<u>Description of the Notes</u>	<u>ISIN/Common Code</u>	<u>Outstanding principal amount of the Notes</u>	<u>Purchase Price</u>	<u>Expiration Deadline</u>
4.75% Senior Notes due 2022	XS1637076164/ 163707616	US\$683,400,000	US\$1,000 ⁽¹⁾	4:00 p.m. (London Time) on June 22, 2022 ⁽²⁾

Notes:

- (1) Per US\$1,000 principal amount of the Notes accepted for purchase.
- (2) Unless extended, re-opened, amended and/or terminated by the Company.

The Company is making an offer to purchase for cash any and all of its outstanding Notes at a purchase price of US\$1,000 per US\$1,000 principal amount of the Notes. The Company has made available today to the Eligible Holders the Offer to Purchase setting out, among other things, the terms and other conditions of the Offer.

J.P. Morgan Securities plc and The Hongkong and Shanghai Banking Corporation Limited are acting as the Dealer Managers and Morrow Sodali Limited is acting as the Information and Tender Agent in relation to the Offer.

Background

The Notes (ISIN: XS1637076164; Common Code: 163707616) are listed on the SGX-ST. The obligations of the Company under the Notes are guaranteed by certain of the Company's existing subsidiaries. As of the date of this announcement, the aggregate principal amount of US\$683,400,000 of the Notes remains outstanding.

The Company has made available today to Eligible Holders the Offer to Purchase setting out, among other things, the terms and the conditions of the Offer.

The Offer

On the terms and subject to the conditions of the Offer, the Company is offering to purchase for cash any and all of the outstanding principal amount of the Notes.

Purchase Price

The Purchase Price payable to the Eligible Holders whose Notes are accepted for purchase will be equal to US\$1,000 for each US\$1,000 in principal amount of the Notes.

Accrued Interest Payment

The Company will also pay Accrued Interest Payment (as defined below) in respect of the Notes accepted for purchase pursuant to the Offer on the Settlement Date.

Sources of Funds

The Company intends to finance the Offer with internal funds.

Tender Instruction

In order to participate in the Offer, Eligible Holders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Information and Tender Agent by the Expiration Deadline. Tender Instructions will be irrevocable once delivered in accordance with the terms of the Offer.

Each Tender Instruction must specify the principal amount of the Notes that the relevant Eligible Holder is tendering at the Purchase Price. The Notes may be tendered only in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof.

Dealer Managers and Information and Tender Agent

The Company has appointed J.P. Morgan Securities plc and The Hongkong and Shanghai Banking Corporation Limited as the Dealer Managers and Morrow Sodali Limited as the information and tender agent in relation to the Offer.

Indicative Timetable for the Offer

Events	Times and Dates
<i>Commencement of the Offer</i>	
The Offer is announced. Offer to Purchase available on the Offer Website and from the Information and Tender Agent, and notice of the Offer delivered to the Clearing Systems for communication to Direct Participants.	June 15, 2022
<i>Expiration Deadline</i>	
Final deadline for receipt of valid Tender Instructions by the Information and Tender Agent.	4:00 p.m. (London Time) on June 22, 2022
<i>Announcement of Offer Results</i>	
Announcement of whether the Company will accept valid tenders of the Notes pursuant to the Offer and, if so accepted, (i) the aggregate principal amount of the Notes accepted for tender, (ii) the total Purchase Price and (iii) the Accrued Interest (expressed per US\$1,000 in principal amount of the Notes accepted for purchase by the Company).	As soon as reasonably practicable after the Expiration Deadline
<i>Settlement Date</i>	
Expected settlement date for the Offer.	On or about June 24, 2022

The above times and dates are subject to the right of the Company to extend, re-open, amend and/or terminate the Offer (subject to applicable law and as provided in the Offer to Purchase).

Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold the Notes when such intermediary would need to receive instructions from an Eligible Holder in order for that Eligible Holder to be able to participate in the Offer by the deadline set out above. The deadline set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the deadline described above.

Unless stated otherwise, announcements in connection with the Offer will be made through the website of the SGX-ST and the Offer Website, the issue of a press release to a Notifying News Service and/or the delivery of notices to the Clearing Systems for communication to Direct Participants. Copies of the announcements, press releases and notices can also be obtained from the Information and Tender Agent, the contact details for which are on page 4 of this announcement. Significant delays may be experienced where notices are delivered to the Clearing Systems, and Eligible Holders are urged to contact the Information and Tender Agent for the relevant announcements during the course of the Offer using the contact details on page 4 of this announcement. In addition, Eligible Holders may contact the Dealer Managers for information using the contact details on page 4 of this announcement.

Offer to Purchase

The Offer to Purchase contains important information which should be read carefully by Eligible Holders before any decision is made with respect to the Offer. Eligible Holders are recommended to seek their own financial and legal advice, including in respect of any tax consequences, from their broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE OFFER TO PURCHASE.

DEALER MANAGERS

J.P. Morgan Securities plc

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London E14 5JP
United Kingdom

Email: Liability_Management_COGARD@jpmorgan.com

The Hongkong and Shanghai Banking Corporation Limited

Level 17, HSBC Main Building
1 Queen's Road Central, Hong Kong
Telephone: +852 3941 0223 (Hong Kong)/
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Email: liability.management@hsbcib.com

INFORMATION AND TENDER AGENT

Morrow Sodali Limited

In London

103 Wigmore Street
W1U 1QS
United Kingdom
Telephone: + 44 20 4513 6933

In Hong Kong

The Hive
33–35 Hillier Street,
Sheung Wan
Hong Kong
Telephone: +852 2319 4130

Email: countrygarden@investor.morrowsodali.com
Offer Website: <https://projects.morrowsodali.com/countrygarden>

DEFINITIONS

“Accrued Interest”	interest accrued and unpaid on the principal amount of the Notes from and including January 25, 2022 up to, but not including, the Settlement Date
“Accrued Interest Payment”	an amount in cash (rounded to the nearest US\$0.01, with half a cent rounded upwards) equal to the Accrued Interest on the Notes accepted for purchase by the Company
“Board”	the board of Directors
“Clearing System Notice”	the form of notice to be sent to Direct Participants by each of the Clearing Systems on or about the date of the Offer to Purchase informing Direct Participants of the procedures to be followed in order to participate in the Offer
“Clearing Systems”	Euroclear Bank SA/NV and Clearstream Banking, S.A.
“Company”	Country Garden Holdings Company 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 (Stock Code: 2007)
“Dealer Managers”	J.P. Morgan Securities plc and The Hongkong and Shanghai Banking Corporation Limited
“Direct Participants”	each person who is shown in the records of the Clearing Systems as a holder of the Notes
“Directors”	the directors of the Company
“Eligible Holders”	holders of the Notes who are non-U.S. persons located outside United States (as those terms are defined in Regulation S under the U.S. Securities Act)
“Expiration Deadline”	4:00 p.m. (London Time) on June 22, 2022 (subject to the right of the Company to extend, re-open, amend and/or terminate the Offer)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Information and Tender Agent”	Morrow Sodali Limited
“Notes”	4.75% Senior Notes due 2022 (ISIN:XS1637076164, Common Code: 163707616)
“Notifying News Service”	a recognized financial news service or services (e.g. Reuters/Bloomberg) as selected by the Company

“Offer”	the offer to purchase for cash by the Company any and all of its outstanding Notes (subject to the offer restrictions referred to in “the Offer” to Purchase), on the terms and subject to the conditions set out in the Offer to Purchase
“Offer to Purchase”	an Offer to Purchase dated June 15, 2022 issued to the Eligible Holders by the Company in connection with the Offer
“Offer Website”	https://projects.morrowsodali.com/countrygarden , operated by the Information and Tender Agent for the purpose of this Offer
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
“Purchase Price”	US\$1,000 per US\$1,000 principal amount of the Notes
“Settlement Date”	on or about June 24, 2022 (subject to the right of the Company to extend, re-open, amend or terminate the Offer at any time)
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tender Instruction”	the electronic tender and blocking instruction in the form specified in the Clearing System Notice for submission by Direct Participants to the Information and Tender Agent via the relevant Clearing System and in accordance with the requirements of such Clearing System by the deadline in order for Eligible Holders to be able to participate in an Offer
“US\$”	United States dollar, the lawful currency of the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

By order of the Board
Country Garden Holdings Company Limited
MO Bin
President and Executive Director

Foshan, Guangdong Province, the PRC, 15 June 2022

As of the date of this announcement, the executive directors of the Company are Mr. YEUNG Kwok Keung (Chairman), Ms. YANG Huiyan (Co-Chairman), Mr. MO Bin (President), Ms. YANG Ziyang, Mr. YANG Zhicheng, Mr. SONG Jun and Mr. SU Baiyuan. The non-executive director of the Company is Mr. CHEN Chong. The independent non-executive directors of the Company are Mr. LAI Ming, Joseph, Mr. SHEK Lai Him, Abraham, Mr. TONG Wui Tung, Mr. HUANG Hongyan and Mr. TO Yau Kwok.