

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



海伦堡
HELENBERGH

Helenbergh China Holdings Limited
海倫堡中國控股有限公司
(Incorporated in the Cayman Islands with limited liability)

**RECEIPT OF REQUISITE CONSENT UNDER
THE CONSENT SOLICITATION IN RELATION TO
THE FOLLOWING SECURITIES**

Description of Debt Securities	ISIN	Common Code	Stock Code
11.0% Senior Notes due October 8, 2023 (the “Notes”)	XS2376908344	237690834	40877

Reference is made to the announcement of the Company dated October 19, 2022 (the “**Announcement**”). Capitalized terms used but not otherwise defined in this announcement shall have the same meanings ascribed to them in the Announcement.

RECEIPT OF REQUISITE CONSENT UNDER THE CONSENT SOLICITATION

The Company is pleased to announce that, as of 4:00 p.m., London time, on October 25, 2022, it has received the Requisite Consents necessary to effect the Proposed Waiver and Amendment with respect to the Notes.

As the Requisite Consents have been received, the Proposed Waiver has become effective.

Subject to the fulfillment or waiver of the conditions to the Consent Solicitation, the Company intends to execute the Supplemental Indenture with respect to the Indenture with the Trustee as soon as practicable to give effect to the Proposed Amendment.

All documents and materials related to the Consent Solicitation will be made available, subject to eligibility, on the Consent Website: <https://projects.morrowsodali.com/helenberghconsent>.

FURTHER DETAILS

The Company has appointed Haitong International Securities Company Limited as the Solicitation Agent, and Morrow Sodali Limited as the Information and Tabulation Agent with respect to the Consent Solicitation. The Consent Solicitation Statement, this announcement and all documents related to the Consent Solicitation can be found on the Consent Website: <https://projects.morrowsodali.com/helenberghconsent>.

Requests for copies of the Consent Solicitation Statement and their related documents may be directed to Morrow Sodali Limited at the address and telephone number as set forth below. The contact information of Haitong International Securities Company Limited and Morrow Sodali Limited is set out as follows:

Haitong International Securities Company Limited

28/F, One IFC
1 Harbour View Street
Central, Hong Kong
Fax no: +852 2973 6741
Attention: Debt Capital Markets

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: helenbergh@investor.morrowsodali.com
Consent Website: <https://projects.morrowsodali.com/helenberghconsent>

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL THE NOTES.

SHAREHOLDERS, NOTES HOLDERS, AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION AS SET FORTH IN THE CONSENT SOLICITATION STATEMENT, AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION. AS THE CONSENT SOLICITATION MAY OR MAY NOT PROCEED, SHAREHOLDERS, NOTES HOLDERS, AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE NOTES.

The Consent Solicitation is not being made to (nor will the delivery of Consents be accepted from or on behalf of) Holders in any jurisdiction where the making or acceptance of 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 Consent Solicitation or the delivery of Consents 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 Consent Solicitation will not be made to (nor will tenders or Consents be accepted from or on behalf of) any Holder residing in such jurisdiction.

FORWARD LOOKING STATEMENTS

Forward-looking statements in this announcement, including those statements relating to 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
Helenbergh China Holdings Limited
HUANG Chiheng
Executive Director

October 26, 2022

As of the date of this announcement, the executive Directors are Mr. HUANG Chiheng, Mr. WANG Meng and Ms. YE Jun and the non-executive Directors are Mr. YANG Luning and Mr. SHEK Lai Him Abraham.