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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Please refer to the attached announcement (the “**Announcement**”) of Yuzhou Group Holdings Company Limited which has been posted on the website of the Singapore Exchange Securities Trading Limited.

The posting of the Announcement on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

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

Hong Kong, 3 February 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.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer, management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States.



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Offer to Exchange the Following Notes (collectively, the “Old Notes”)

Description of Notes	ISIN/Common Code	Outstanding Principal	Exchange Consideration (per US\$1,000 in principal amount)
6.00% Senior Notes due 2022 (the “2022 Notes”) (stock code: 05361)	XS1555300497/155530049	US\$74,346,000	Upfront principal payment in cash, the incentive cash consideration and US\$950 in aggregate principal amount of the Additional New Notes.
8.625% Senior Notes due 2022 (the “2022 II Notes”) (stock code: 05561)	XS1938265474/193826547	US\$30,511,000	Upfront principal payment in cash, the incentive cash consideration and US\$950 in aggregate principal amount of the Additional New Notes.

Upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum, on 31 January 2022 the Company commenced an exchange offer (the “**Exchange Offer**”) to exchange any and all of the Old Notes for 7.8125% senior notes due 2023 to be consolidated and form a single series with the US\$453,351,400 7.8125% senior notes due 2023 issued on January 20, 2022 for certain exchange consideration. For details of the Exchange Offer, including the Exchange Offer Memorandum and related documents, holders of the Old Notes can refer to the Exchange Website: <https://bonds.morrowsodali.com/yuzhouexchange>.

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Yuzhou Group Holdings Company Limited
Lam Lung On
Chairman

Hong Kong, 3 February 2022

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