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seazen

新城發展

SEAZEN GROUP LIMITED

新城發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1030)

PROPOSED ISSUANCE OF SENIOR NOTES

The Company proposes to issue U.S. dollar denominated senior notes. The Notes will be guaranteed by the Subsidiary Guarantors. Pricing of the Notes, including the aggregate principal amount and the offer price and interest rate, will be determined through a book building exercise to be conducted by the joint global coordinators, the joint bookrunners and the joint lead managers. As at the date hereof, the amount, terms and conditions of the Proposed Notes Issue have yet to be determined. The Company currently intends to use the net proceeds of the Notes to repay certain of its offshore indebtedness.

Completion of the Proposed Notes Issue is subject to market conditions and investors' interest.

The Notes have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law. Accordingly, the Notes are being offered and sold by the Initial Purchasers only outside the United States in compliance with Regulation S under the Securities Act ("**Regulation S**").

Application will be made for the listing and quotation of the Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this announcement. Approval in-principle for the listing and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Company, the Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). No listing of the Notes has been sought in Hong Kong or on any other securities exchange.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the time of this announcement, the Proposed Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcements in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to issue U.S. dollar denominated senior notes. Pricing of the Notes, including the aggregate principal amount and the offer price and interest rate, will be determined through a book building exercise to be conducted by the joint global coordinators, the joint bookrunners and the joint lead managers. The Notes, if issued, will be repayable at maturity, unless earlier redeemed or repurchased pursuant to their terms. As at the date hereof, the amount, terms and conditions of the Proposed Notes Issue have yet to be determined. Upon finalization of the terms of the Notes, the joint global coordinators, the joint bookrunners and the joint lead managers and the Company, among others, expect to enter into the Purchase Agreement, pursuant to which the joint global coordinators, the joint bookrunners and the joint lead managers will be the initial purchasers of the Notes. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

Completion of the Proposed Notes Issue is subject to market conditions and investors' interest.

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The Company currently intends to use the net proceeds of the Notes to repay certain of its offshore indebtedness.

Listing

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GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the time of this announcement, the Proposed Notes Issue may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	Seazen Group Limited (新城發展控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange, and its subsidiaries
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“JV Subsidiary Guarantees”	a limited-recourse guarantee provided by a subsidiary of the Company in certain circumstances
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notes”	the senior notes to be issued by the Company
“Proposed Notes Issue”	the proposed issue of the Notes by the Company
“Purchase Agreement”	the agreement proposed to be entered into between, among others, the Company and initial purchasers in relation to the Proposed Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantors”	certain of the Company’s existing subsidiaries guaranteeing the Notes

“Subsidiary Guarantees” the guarantees provided by the Subsidiary Guarantors

“U.S.” or “United States” the United States of America, its territories and possessions and all areas subject to its jurisdiction

By Order of the Board
Seazen Group Limited
WANG Xiaosong
Chairman

Hong Kong, 5 August 2020

As at the date of this announcement, the Directors are Mr. Lv Xiaoping and Mr. Lu Zhongming as executive Directors, Mr. Wang Xiaosong, Mr. Qu Dejun and Mr. Zhang Shengman as non-executive Directors, and Mr. Chen Huakang, Mr. Zhu Zengjin and Mr. Zhong Wei as independent non-executive Directors.