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**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 GREEN NOTES TO BE GUARANTEED BY THE COMPANY

The Issuer, a subsidiary of the Company, proposes to conduct an international offering of the Notes. The Notes will be guaranteed by the Company. 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 sole global coordinator, 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 and the Issuer intend to use the net proceeds of the Notes primarily for refinancing our existing medium to long term offshore debts which will become due within one year and in accordance with the Company's Sustainable Finance Framework only for eligible green projects.

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

The Notes and the Parent Guarantee have not been and will not be registered under the Securities Act, or the securities laws of any state of the United States or other jurisdiction, 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 any applicable state or local securities laws. Accordingly, the Notes are being offered and sold outside the United States in compliance with Regulation S under the Securities Act ("**Regulation S**").

Approval in-principle has been received 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 Issuer, the Company, the Notes or the Parent Guarantee. 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 or securities guaranteed by 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 Issuer, a subsidiary of the Company, proposes to conduct an international offering of the Notes. The Notes will be guaranteed by the Company. 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 sole global coordinator, 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 sole global coordinator, the joint bookrunners and the joint lead managers and the Issuer and the Company expect to enter into the Purchase Agreement, pursuant to which the sole global coordinator, 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.

The Notes and the Parent Guarantee have not been and will not be registered under the Securities Act, or the securities laws of any state of the United States or other jurisdiction, 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 any applicable state or local securities laws. Accordingly, the Notes are being offered and sold outside the United States in compliance with Regulation S.

The Company and the Issuer intend to use the net proceeds of the Notes primarily for refinancing our existing medium to long term offshore debts which will become due within one year and in accordance with the Company's Sustainable Finance Framework only for eligible green projects.

**Listing**

Approval in-principle has been received 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 Issuer, the Company, the Notes or the Parent Guarantee. No listing of the Notes has been sought in Hong Kong or on any other securities exchange.

## 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 or securities guaranteed by 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 |
| **"Issuer"** | NEW METRO GLOBAL LIMITED (新城環球有限公司), a company incorporated in the British Virgin Islands with limited liability and a subsidiary of the Company |
| **"Listing Rules"** | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| **"Notes"** | the senior green notes to be issued by the Issuer and guaranteed by the Company |
| **"Parent Guarantee"** | the guarantee to be provided by the Company in respect of the Notes |

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|---|---|
| **"Proposed Notes Issue"** | the proposed issue of the Notes by the Issuer |
| **"Purchase Agreement"** | the agreement proposed to be entered into between, among others, the Issuer, the Company and the 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 |
| **"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, May 30, 2022

*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.*