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世茂集團

SHIMAO GROUP HOLDINGS LIMITED

世茂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 813)

PROPOSED ISSUE OF USD SENIOR NOTES

The Company proposes to conduct an international offering of senior notes.

The Company has appointed China International Capital Corporation, HSBC and Morgan Stanley as the joint global coordinators, which are, together with BNP PARIBAS, CLSA and Fortune (HK) Securities Limited, the joint bookrunners and joint lead managers of the Proposed Notes Issue. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investors’ interests. As at the date of this announcement, the principal amount, terms and conditions of the Proposed Notes Issue have yet to be determined. Upon finalising the terms of the Notes, it is expected that China International Capital Corporation, HSBC, Morgan Stanley, BNP PARIBAS, CLSA, Fortune (HK) Securities Limited and the Company will enter into the Purchase Agreement.

The Company intends to use the net proceeds from the Proposed Notes Issue to refinance offshore medium- to long-term debts due within one year. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

No PRIIPs key information document (KID) has been prepared as not available to retail in EEA and the United Kingdom.

Approval in-principle has been received from the SGX-ST 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, opinions expressed or reports contained in this announcement. Approval in-principle from, admission to the Official List of, and listing and quotation of the Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company or any other subsidiary or associated company of the Company, or the Notes.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement 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 conduct an international offering of senior notes.

The Company has appointed China International Capital Corporation, HSBC and Morgan Stanley as the joint global coordinators, which are, together with BNP PARIBAS, CLSA and Fortune (HK) Securities Limited, the joint bookrunners and joint lead managers of the Proposed Notes Issue. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investors' interests. As at the date of this announcement, the principal amount, terms and conditions of the Proposed Notes Issue have yet to be determined. Upon finalising the terms of the Notes, it is expected that China International Capital Corporation, HSBC, Morgan Stanley, BNP PARIBAS, CLSA, Fortune (HK) Securities Limited and the Company will enter into the Purchase Agreement.

The Notes have not been, and will not be, registered under the Securities Act. The Notes will only be offered or sold in offshore transactions in accordance with Regulation S 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. None of the Notes will be offered to the public in Hong Kong.

MiFID II professionals/ECPs-only/No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA and the United Kingdom.

Reasons for the Proposed Notes Issue

The Company intends to use the net proceeds from the Proposed Notes Issue to refinance offshore medium- to long-term debts due within one year. The Company may adjust the foregoing plans in response to changing market conditions and thus, reallocate the use of proceeds.

Listing

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No listing of the Notes has been or will be sought in Hong Kong.

GENERAL

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DEFINITIONS

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

“BNP PARIBAS”	BNP Paribas
“Board”	the board of directors of the Company
“China International Capital Corporation”	China International Capital Corporation Hong Kong Securities Limited
“CLSA”	CLSA Limited
“Company”	Shimao Group Holdings Limited, an exempted company incorporated with limited liability in the Cayman Islands, the securities of which are listed on the main board of the Stock Exchange
“EEA”	European Economic Area
“Fortune (HK) Securities Limited”	Fortune (HK) Securities Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Morgan Stanley”	Morgan Stanley & Co. International plc
“Notes”	the senior notes to be issued by the Company
“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
“PRIIPs”	Packages retail investment and insurance products (as defined by Regulation (EU) No 1286/2014, as amended)
“Proposed Notes Issue”	the proposed issue of the Notes by the Company
“Purchase Agreement”	the agreement proposed to be entered into between the Company, China International Capital Corporation, HSBC, Morgan Stanley, BNP PARIBAS, CLSA and Fortune (HK) Securities Limited in relation to the Proposed Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended from time to time
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“United States”	the United States of America
“USD”	United States dollar(s), the lawful currency of the United States

On behalf of the Board
Shimao Group Holdings Limited
Hui Wing Mau
Chairman

Hong Kong, 4 January 2021

As at the date of this announcement, the Board comprises four Executive Directors, namely, Mr. Hui Wing Mau (Chairman), Mr. Hui Sai Tan, Jason (Vice Chairman and President), Ms. Tang Fei and Mr. Lu Yi; one Non-executive Director, namely, Mr. Ye Mingjie; and three Independent Non-executive Directors, namely, Ms. Kan Lai Kuen, Alice, Mr. Lyu Hong Bing and Mr. Lam Ching Kam.