

*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.*

*This announcement is for informational purposes only and is not an offer to sell or the solicitation of an offer to buy securities in the United States or in 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. Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States or outside of the United States to any U.S. persons absent registration or an applicable exemption from registration. No public offer of securities is to be made by the Company in the United States or to U.S. persons.*



**PROPOSED ADDITIONAL ISSUE OF US\$ DENOMINATED SENIOR NOTES  
BY SCENERY JOURNEY LIMITED**

Reference is made to the Announcements in respect of the Original Notes.

The Issuer proposes to conduct a further international offering of US\$-denominated senior notes on terms and conditions of the Original Notes, save for the issue date and the offer price.

The Additional Notes will be unconditionally and irrevocably guaranteed on a joint and several basis by Tianji Holding and by certain other subsidiaries of the Company organized outside the PRC. The Additional Notes will benefit from a keepwell and equity interest purchase undertaking from Hengda Real Estate.

Details of the Additional Notes Issue, including the aggregate principal amount, the offer price for the Additional Notes and interest rates, will be determined through a book-building exercise conducted by China CITIC Bank International, CEB International and Haitong International as the joint global coordinators, joint bookrunners and joint lead managers. Upon finalising the terms and conditions of the Additional Notes, it is expected that China CITIC Bank International, CEB International and Haitong International as initial purchasers, Hengda Real Estate as keepwell and equity interest purchase undertaking provider, Tianji Holding as parent guarantor, the Issuer and the Subsidiary Guarantors will enter into the Purchase Agreement. The pricing and completion of the Additional Notes Issue is subject to market conditions and investor interests.

The Additional Notes Issue is being undertaken by the Group primarily to refinance existing offshore indebtedness.

The Original Notes are listed on the SGX-ST. Applications will be made to the SGX-ST for the listing and quotation of the Additional 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 herein. Approval in-principle from, admission to the Official List of, and the listing and quotation of the Additional Notes on, the SGX-ST are not to be taken as an indication of the merits of the offering, the Issuer, Hengda Real Estate, the Parent Guarantor, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any of their respective associated companies (if any), the Additional Notes, the Parent Guarantee, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any).

Further announcement in respect of the Additional Notes Issue will be made by the Company should the Purchase Agreement be signed.

**As no binding agreement in relation to the Additional Notes Issue has been entered into as at the date of this announcement, the Additional 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.**

## THE ADDITIONAL NOTES ISSUE

### Introduction

Reference is made to the Announcements in respect of the Original Notes. Unless otherwise defined, terms defined in this announcement shall have the same meanings as defined in the Announcements.

The Issuer proposes to conduct a further international offering of US\$-denominated senior notes on terms and conditions of the Original Notes, save for the issue date and the offer price. The Additional Notes will be unconditionally and irrevocably guaranteed on a joint and several basis by Tianji Holding and by certain other subsidiaries of the Company organized outside the PRC. The Additional Notes will benefit from a keepwell and equity interest purchase undertaking from Hengda Real Estate.

Hengda Real Estate as the keepwell and equity interest purchase undertaking provider, Tianji Holding as the parent guarantor, the Issuer and Citicorp International Limited as trustee of the Additional Notes (“**Trustee**”) will enter into a keepwell and equity interest purchase agreement (the “**Keepwell and EIPU**”).

Pursuant to the Keepwell and EIPU, Hengda Real Estate will agree that it shall cause (i) (x) Tianji Holding to have a consolidated net worth of at least RMB1.0 billion at all times and (y) the Issuer, each Subsidiary Guarantor and each JV Subsidiary Guarantor (if any) to have a consolidated net worth of at least US\$1.00 at all times, (ii) the Issuer, Tianji Holding, each Subsidiary Guarantor and each JV Subsidiary Guarantor (if any) to have sufficient liquidity to ensure timely payment by such entity of

any amounts payable in respect of the Additional Notes or the guarantees in accordance with their terms of payment as and when due and (iii) each of Tianji Holding, the Issuer, each Subsidiary Guarantor and each JV Subsidiary Guarantor (if any) shall remain solvent and a going concern at all times under the laws of their respective jurisdictions of incorporation or applicable accounting standards.

The Keepwell and EIPU does not constitute a guarantee by Hengda Real Estate of the payment obligation of the Issuer under the Additional Notes. The performance by Hengda Real Estate of its obligations under the Keepwell and EIPU may be subject to necessary approvals, consents, licenses, orders, permits and any other authorizations from the relevant approval authorities.

Details of the Additional Notes Issue, including the aggregate principal amount, the offer price for the Additional Notes and interest rates, will be determined through a book-building exercise conducted by China CITIC Bank International, CEB International and Haitong International as the joint global coordinators. Upon finalising the terms and conditions of the Additional Notes, it is expected that China CITIC Bank International, CEB International and Haitong International as initial purchasers, Hengda Real Estate as Keepwell and EIPU provider, Tianji Holding as parent guarantor, the Issuer and the Subsidiary Guarantors will enter into the Purchase Agreement. The pricing and completion of the Additional Notes Issue is subject to market conditions and investor interests.

**THE ADDITIONAL NOTES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT. THE ADDITIONAL NOTES ARE BEING OFFERED OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN COMPLIANCE WITH REGULATIONS S UNDER THE U.S. SECURITIES ACT AND WILL NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO OR FOR THE ACCOUNT OR BENEFIT OF ANY U.S. PERSON ABSENT REGISTRATION EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT.**

**NONE OF THE ADDITIONAL NOTES WILL BE OFFERED TO THE PUBLIC IN HONG KONG.**

#### **Reasons for the Additional Notes Issue**

The Group is a leading real estate development company in China. Founded in Guangzhou City, Guangdong Province in 1996, the Group has become a leading national property developer through its economies of scale and widely recognised brand name, under the leadership of its management team. Over the years, the Group's focus on a centralised management system, a standardised operational model and quality products have allowed it to quickly replicate its success across cities in China.

The Additional Notes Issue is being undertaken by the Group primarily to refinance existing offshore indebtedness.

## **Listing**

The Original Notes are listed on the SGX-ST. Applications will be made to the SGX-ST for the listing and quotation of the Additional 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 herein. Approval in-principle from, admission to the Official List of, and the listing and quotation of the Additional Notes on, the SGX-ST are not to be taken as an indication of the merits of the offering, the Issuer, Hengda Real Estate, the Parent Guarantor, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any of their respective associated companies (if any), the Additional Notes, the Parent Guarantee, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any).

## **GENERAL**

**As no binding agreement in relation to the Additional Notes Issue has been entered into as at the date of this announcement, the Additional 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.**

Further announcement in respect of the Additional Notes Issue will be made by the Company should the Purchase Agreement be signed.

## **DEFINITIONS**

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

“Additional Notes”	the US\$-denominated senior notes to be issued by the Issuer subject to the terms and conditions of the Purchase Agreement (to be consolidated and form a single series with the Original Notes)
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Issuer
“Announcements”	the announcements dated 30 October 2018 and 31 October 2018 in respect of the issue of the Original Notes

“Original Notes” the 11.0% senior notes due 2020 in the aggregate principal amount of US\$565 million

“Purchase Agreement” the purchase agreement proposed to be entered into between, among others, China CITIC Bank International, CEB International, Haitong International, the Issuer, the Subsidiary Guarantors in relation to the Additional Notes Issue

By order of the Board  
**China Evergrande Group**  
**Hui Ka Yan**  
*Chairman*

Hong Kong, 19 November 2018

*As at the date of this announcement, the executive Directors are Mr. Hui Ka Yan, Mr. Xia Haijun, Ms. He Miaoling, Mr. Shi Junping, Mr. Pan Darong and Mr. Huang Xiangui; and the independent non-executive Directors are Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi.*