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GREENTOWN CHINA HOLDINGS LIMITED

綠城中國控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03900)

**TENDER OFFER FOR ANY AND ALL OUTSTANDING
2.3% CREDIT ENHANCED BONDS DUE 2025
(Stock Code: 04463)**

Greentown China Holdings Limited (the “**Company**”) today announced an invitation for Bondholders (as defined below) to tender the outstanding 2.3% credit enhanced bonds due 2025 (ISIN: XS2434935875) (the “**Bonds**”) for repurchase for cash (the “**Tender Offer**”) for any and all of the outstanding Bonds. The Tender Offer will expire at 4:00 p.m. (London time), on 10 September 2024, unless extended or earlier terminated by the Company (the “**Expiration Deadline**”). As at the date of this announcement, the aggregate outstanding principal amount of the Bonds is US\$100,000,000.

The Tender Offer is being made pursuant to a tender offer memorandum dated 27 August 2024 (the “**Tender Offer Memorandum**”). The consummation of the Tender Offer is subject to the satisfaction or waiver of the conditions to the Tender Offer as set forth in the Tender Offer Memorandum. Upon completion or waiver of these conditions, the Company will purchase tendered Bonds which it has accepted to purchase. The Company reserves the right to amend, re-open, extend, withdraw or terminate the Tender Offer at its sole discretion at any time.

* For identification purposes only

Subject to the terms and conditions in the Tender Offer Memorandum, the Company will pay to holders (the “**Bondholders**”) who validly tender their Bonds by the Expiration Deadline, and with respect to which the Company has accepted for purchase, an aggregate amount (rounded to the nearest US\$0.01, with US\$0.005 being rounded upwards) equal to (i) US\$1,000 for each US\$1,000 in principal amount outstanding of such Bonds (the “**Purchase Price**”), plus (ii) accrued and unpaid interest on such Bonds from (and including) the immediately preceding interest payment date for such Bonds to (but excluding) the Settlement Date (as defined in the Tender Offer Memorandum) (the “**Accrued Interest**”, and together with the Purchase Price, the “**Total Consideration**”). Bonds will be accepted only in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof. No tenders of the Bonds will be valid if submitted after the Expiration Deadline. For the avoidance of doubt, the Company may choose to purchase none of the Bonds validly tendered pursuant to the Tender Offer.

For a detailed statement of the terms and conditions of the Tender Offer, Bondholders should refer to the Tender Offer Memorandum. The Tender Offer Memorandum will be made available to Bondholders by D.F King Ltd., the Information and Tender Agent for the Tender Offer via the Offer Website: <https://clients.dfkingltd.com/greentown/>. The Company has engaged Guotai Junan Securities (Hong Kong) Limited and Deutsche Bank AG, Hong Kong Branch as dealer managers for the Tender Offer. Requests for copies of the Tender Offer Memorandum and its related documents may be directed to the Information and Tender Agent by email to: greentown@dfkingltd.com. Questions regarding the Tender Offer should be directed to Guotai Junan Securities (Hong Kong) Limited at +852 2509 9118 or by email to: dcm.rose2024@gtjas.com.hk (Attention: Debt Capital Market Team) or Deutsche Bank AG, Hong Kong Branch at +852 2203 8521 or by email to: project.rose.2024@list.db.com (Attention: Debt Capital Markets).

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

INFORMATION ABOUT THE COMPANY

The Company is an exempted company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange. It is one of the leading property developers in the PRC with business operations in various major PRC cities and is primarily engaged in developing quality properties targeting mainly middle and high income residents in the PRC.

FORWARD-LOOKING STATEMENTS

This announcement contains forward-looking statements. The Company may also make written or oral forward-looking statements in its annual report to shareholders, in press releases and other written materials, amongst others, and in oral statements made by its officers, directors or employees to third parties. Forward-looking statements include statements about the Company's beliefs and expectations regarding future events. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement. These factors include, but are not limited to, (i) uncertainty as to the trading market for Bonds not purchased, (ii) other purchases or redemption of Bonds made by the Company, (iii) conditions to consummation of the Tender Offer not being satisfied or met, (iv) no obligation of the Company to accept any Bonds tendered for purchase and (v) uncertainty as to amount of Bonds to be accepted for purchase. In some cases, forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "target", "aim", "estimate", "intend", "plan", "believe", "potential", "continue", "is/are likely to" or other similar expressions. All information provided in this announcement is as of the date of this release, and the Company undertakes no duty to update such information, except as required under applicable law.

By order of the Board
Greentown China Holdings Limited
ZHANG Yadong
Chairman

Hangzhou, the PRC
27 August 2024

As at the date of this announcement, the Board comprises Mr ZHANG Yadong, Mr GUO Jiafeng, Mr ZHOU Changjiang, Mr GENG Zhongqiang, Mr LI Jun and Ms HONG Lei as executive directors, Mr Stephen Tin Hoi NG and Mr WU Yiwen as non-executive directors and Mr JIA Shenghua, Mr HUI Wan Fai, Mr QIU Dong and Mr ZHU Yuchen as independent non-executive directors.