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China South City Holdings Limited
華南城控股有限公司

(於香港註冊成立的有限公司)
(股份代號：1668)

海外監管公告

本海外監管公告乃根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第13.10B條刊發。

請參閱隨附之華南城控股有限公司之公告(「該公告」)，其已在新加坡證券交易所有限公司網站刊發。

在聯交所網站登載該公告僅為向香港投資者同步發佈資訊及遵守上市規則第13.10B條，並無其他目的。

代表董事會
華南城控股有限公司
主席兼執行董事
鄭松興

香港，2020年9月10日

於本公告日期，本公司執行董事為鄭松興先生、趙立東先生、吳光權先生及鄭嘉汶女士；本公司非執行董事為鄭大報先生及林璟驊先生；以及本公司獨立非執行董事為梁君彥先生金紫荊星章、銀紫荊星章、太平紳士、李偉強先生、許照中先生太平紳士及容永祺先生銀紫荊星章、榮譽勳章、太平紳士。

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China South City Holdings Limited 華南城控股有限公司

(incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)
(Stock code: 1668)

RESULTS OF OFFER TO PURCHASE THE OUTSTANDING 7.25% SENIOR NOTES DUE 2021 (ISIN: XS1756727290, COMMON CODE: 175672729)

Reference is made to the announcement of the Company dated 2 September 2020 in relation to the commencement of the Offer (the “**Commencement Announcement**”). Capitalized terms used in this announcement shall have the same meanings as defined in the Commencement Announcement unless the context requires otherwise.

The Offer expired at 4:00 p.m. (London time) on 9 September 2020 (the “**Expiration Deadline**”).

As at the Expiration Deadline, U.S.\$79,006,000 in aggregate principal amount of the Notes, representing approximately 38.15% of the total aggregate principal amount of the outstanding Notes as at such date, had been validly tendered pursuant to the Offer.

Subject to the terms and conditions of the Offer including, without limitation, the satisfaction or waiver of the New Financing Condition, as the aggregate principal amount of the Notes validly tendered pursuant to the Offer is equal to or less than the Maximum Acceptance Amount, the Company will accept for purchase U.S.\$79,006,000 in aggregate principal amount of the Notes (the “**Accepted Notes**”) tendered in full without scaling. The Accepted Notes repurchased by the Company will be cancelled on or about 11 September 2020 (the “**Settlement Date**”) and the Accepted Notes will not be re-issued or resold.

Payment of the purchase price and the accrued and unpaid interest in respect of the Accepted Notes from and including the last interest payment date of 25 July 2020 up to, but excluding, the Settlement Date will be made on or about the Settlement Date. The aggregate amount of the Purchase Price to be paid by the Company to holders of the Accepted Notes for repurchase of the Accepted Notes is approximately U.S.\$79,006,000.

The Company currently expects that, following settlement of the Offer, U.S.\$128,094,000 in aggregate principal amount of the Notes will remain outstanding.

All documents related to the Offer, together with any updates, are made available to holders of the Notes on the Offer Website: <https://bonds.morrowsodali.com/csc>. Documentation requests or instruction inquiries may be directed to Morrow Sodali Ltd. as the Information and Tender Agent in London at +44 208 089 3287 and in Hong Kong at +852 2158 8405 or via email at csc@investor.morrowsodali.com.

IMPORTANT NOTICE – THE OFFER IS AVAILABLE ONLY TO INVESTORS WHO ARE OUTSIDE THE UNITED STATES.

DISCLAIMER

The Offer is not being made within, and the Offer to Purchase is not for distribution in the United States. The Offer to Purchase is not an offer of securities for sale in the United States or any other jurisdiction where it is unlawful to offer such securities and any guarantees with respect thereto, for sale.

The Offer to Purchase and this announcement do not constitute, and may not be used in connection with, an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No securities of the Company or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

The distribution of this announcement and the Offer to Purchase in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Offer to Purchase comes are required to inform themselves about, and to observe, any such restrictions, including as described in the Offer to Purchase under the section titled “Offer and Distribution Restrictions”. Forward-looking statements in this announcement and/or the Offer to Purchase, including, among others, those statements relating to the Offer are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the industries in which the Company operates in and changes in the capital markets in general.

Holders of the Notes and potential investors in any securities of the Company should note that completion of the Offer is subject to the terms and conditions as set forth in the Offer to Purchase and summarized in the Commencement Announcement. No assurance can be given that the Offer will be completed and the Company reserves the right, at its sole and absolute discretion, to extend, withdraw or terminate the Offer, and amend, modify or waive any of the terms and conditions of the Offer.

As the Offer may or may not proceed, holders of the Notes and potential investors in any securities of the Company should exercise caution when dealing in the securities of the Company or the Notes.

By Order of the Board
CHINA SOUTH CITY HOLDINGS LIMITED
Cheng Chung Hing
Chairman and Executive Director

Hong Kong, 10 September 2020

As at the date of this announcement, the Board comprises ten Directors, namely executive Directors: Mr. Cheng Chung Hing, Mr. Zhao Lidong, Mr. Wu Guangquan and Ms. Cheng Ka Man Carman; non-executive Directors: Mr. Cheng Tai Po and Mr. Lin Ching Hua; and independent non-executive Directors: Mr. Leung Kwan Yuen Andrew, Mr. Li Wai Keung, Mr. Hui Chiu Chung and Mr. Yung Wing Ki Samuel.