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**Tender offer to purchase for cash the U.S.\$1,200,000,000 5.75 per cent. guaranteed senior perpetual capital securities (ISIN: XS1497605805; Common Code: 149760580) issued by NWD Finance (BVI) Limited (the "Issuer") and unconditionally and irrevocably guaranteed by the Offeror (the "Securities") (Stock Code: 4561)**

## **LAUNCH OF TENDER OFFER**

The board of directors (the "**Board**") of the Offeror hereby announces that it has commenced a tender offer (the "**Offer**") to purchase for cash Securities validly tendered by holders of the Securities ("**Holders**") on the terms and conditions set forth in the tender offer memorandum dated 27 May 2021 (the "**Tender Offer Memorandum**") in accordance with the procedures set out therein. The Issuer is aware of, and has no objection to, the Offeror making the Offer. Capitalised terms used but not defined herein shall have the meanings given to them in the Tender Offer Memorandum. The Tender Offer Memorandum is available on the Tender Offer Website (<https://bonds.morrowsodali.com/nwd>), subject to eligibility confirmation and registration.

## Summary of the Offer

Description of the Securities	Common Code/ISIN	Outstanding principal amount <sup>1</sup>	Purchase Price <sup>2</sup>	Amount subject to the Offer <sup>3</sup>
U.S.\$1,200,000,000 5.75 per cent. guaranteed senior perpetual capital securities (the "Securities")	149760580 / XS1497605805	U.S.\$1,200,000,000	U.S.\$1,010 per U.S.\$1,000 principal amount	Final Acceptance Amount

1 As at the date of the Tender Offer Memorandum.

2 The Purchase Price is exclusive of distribution accrued and unpaid on the Securities from (and including) the Distribution Payment Date for such Securities immediately preceding the Settlement Date to (but excluding) the Settlement Date determined in accordance with the terms and conditions of the Securities (the "Accrued Distribution"). Any such Accrued Distribution in relation to the Securities accepted for purchase will be paid in addition to the Purchase Price.

3 The aggregate nominal amount of the Securities accepted for purchase by the Offeror will be determined after the Expiration Deadline and notified to Holders.

The Offer commenced today and will expire at 4:00 p.m. London time on 8 June 2021 (subject to the right of the Offeror to extend, re-open, amend, waive any condition of and/or terminate the Offer) (the "**Expiration Deadline**").

The Issuer has separately announced today its intention to issue new United States dollar denominated senior perpetual capital securities to be guaranteed by the Offeror (the "**New Securities**"). The issue of the New Securities (if any) is separate to the Offer and for the avoidance of doubt, no offer of, or solicitation to buy or otherwise acquire, New Securities is being made pursuant to this announcement or the Tender Offer Memorandum. Any investment decision to purchase any New Securities should be made solely on the basis of the information contained in the offering circular prepared separately by the Issuer in connection with the New Securities and no reliance is to be placed on any representations other than those contained in such offering circular.

The New Securities are not being, and will not be, offered or sold in the United States. Nothing in the Tender Offer Memorandum constitutes an offer to sell or the solicitation of an offer to buy the New Securities or the guarantee thereof in the United States or any other jurisdiction. The New Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of the Securities Act. The New Securities have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States.

No action has been or will be taken in any jurisdiction in relation to the New Securities to permit a public offering of securities.

### ***Rationale for the Offer***

The Offer is being made to manage the Offeror's distribution payments and the Offer will be funded through the proceeds from the concurrent New Securities issuance and/or the Offeror's operating cash flows. The Securities purchased pursuant to this Offer will be surrendered by the Offeror to the Issuer for cancellation. Holders who do not participate in the Offer, or whose Securities are not accepted for purchase by the Offeror, will continue to hold their Securities subject to the Conditions.

### ***Final Acceptance Amount and Scaling***

If the Offeror decides to accept valid tenders pursuant to the Offer, the aggregate nominal amount of the Securities that is accepted for purchase by the Offeror (the "**Final Acceptance Amount**") shall be determined by the Offeror in its sole discretion after the Expiration Deadline and will be announced to the Holders on or around 9 June 2021. See "*Indicative Timetable*" below.

If the Offeror decides to accept valid tenders pursuant to the Offer and the aggregate nominal amount of the Securities validly tendered for purchase is greater than the Final Acceptance Amount, the Offeror intends to accept such Securities for purchase on a *pro rata* basis such that the aggregate nominal amount of such Securities accepted for purchase pursuant to the Offer is no greater than such Final Acceptance Amount. Such *pro rata* acceptance will be calculated by multiplying the aggregate nominal amount of the Securities validly tendered by a Scaling Factor equal to (i) the Final Acceptance Amount divided by (ii) the aggregate nominal amount of the Securities that have been validly tendered pursuant to the Offer (subject to adjustment resulting from the rounding of tenders of Securities and the intentions of the Offeror described in the next paragraph). See "*Terms and Conditions of the Offer – Scaling of Offer*" in the Tender Offer Memorandum.

Each tender of Securities that is scaled in this manner will be rounded down to the nearest U.S.\$1,000, being the permitted integral multiple of the Securities. In addition, in the event of any such scaling, the Offeror intends to apply *pro rata* scaling to each valid tender of Securities in such a manner as will result in both (a) the relevant Holder transferring Securities to the Offeror in an aggregate nominal amount of at least the minimum denomination of U.S.\$200,000 and (b) the relevant Holder's residual amount of Securities (being the nominal amount of the Securities the subject of the relevant Tender Instruction that are not accepted for purchase by virtue of such scaling) amounting to at least the minimum denomination of U.S.\$200,000, and the Offeror therefore intends to adjust the relevant Scaling Factor applicable to any relevant Tender Instruction accordingly and the Offeror might accept all or reject all of the tendered Securities which do not fulfil criteria listed in (a) and (b). All Securities not accepted as a result of scaling will be returned to relevant Holder on the Settlement Date.

A separate Tender Instruction must be submitted on behalf of each beneficial owner due to potential scaling.

The Offeror is not under any obligation to accept for purchase any Securities tendered pursuant to the Offer. Tenders of Securities may be rejected in the sole and absolute discretion of the Offeror for any reason and the Offeror is not under any obligation to Holders to furnish any reason or justification for refusing to accept for purchase a tender of Securities. For example, tenders of Securities may be rejected if the Offer is withdrawn or terminated, if the Offer does not comply with the relevant requirements of a particular jurisdiction or for any other reason.

### ***Purchase Consideration***

If the Offeror decides to accept valid tenders of Securities pursuant to the Offer, the total amount that will be paid to each Holder on the Settlement Date for the Securities accepted for purchase from such Holder will be an amount (rounded to the nearest U.S.\$0.01, with half a cent rounded upwards) equal to the sum of (i) U.S.\$1,010 per U.S.\$1,000 in principal amount

of the Securities (the “**Purchase Price**”) validly tendered in the Offer and accepted for repurchase by the Offeror and (ii) the Accrued Distribution Payment on such Securities.

In relation to the Accrued Distribution Payment, the Offeror will pay accrued and unpaid Distribution in respect of all Securities validly tendered and accepted for purchase by the Offeror pursuant to the Offer, from and including the Distribution Payment Date for the Securities immediately preceding the Settlement Date to but excluding the Settlement Date.

### **Indicative Timetable**

*The times and dates below are indicative only.*

<b>Date</b>	<b>Action</b>
27 May 2021	<b><i>Commencement of the Offer</i></b>  Offer announced through the Clearing Systems and publication of the launch announcement on the website of the Hong Kong Stock Exchange and on the Tender Offer Website. Tender Offer Memorandum available to Eligible Holders from the Information and Tender Agent.
8 June 2021 at 16:00 hours, London time	<b><i>Expiration Deadline</i></b>  Deadline for receipt by the Information and Tender Agent of all valid Tender Instructions in order for Eligible Holders to be able to participate in the Offer.
On or around 9 June 2021	<b><i>Announcement of Results</i></b>  Announcement by the Offeror through the Clearing Systems and publication on the website of the Hong Kong Stock Exchange and on the Tender Offer Website of: (i) the Final Acceptance Amount, (ii) any Scaling Factor that will be applied to the Securities, (iii) the aggregate nominal amount of the Securities validly tendered for purchase pursuant to the Offer, (iv) the aggregate nominal amount of the Securities that will remain outstanding after the Settlement Date, and (v) the Settlement Date.
On or around 10 June 2021	<b><i>Settlement</i></b>  Expected Settlement Date for the Offer.

*The above times and dates are subject to the right of the Offeror to extend, re-open, amend, waive any condition of and/or terminate the Offer (subject to applicable law and as provided in the Tender Offer Memorandum).*

***Holders are advised to check with any bank, securities broker or other Intermediary through which they hold Securities when such Intermediary would require the receipt of instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to***

*participate in, the Offer before the deadlines specified above. The deadlines set by any such Intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified above.*

*Under the Offer, Tender Instructions will be irrevocable except in the limited circumstances described in "Amendment and Termination - Revocation Rights".*

*A separate Tender Instruction must be submitted on behalf of each beneficial owner due to potential scaling.*

*Tender Instructions must be submitted in respect of a principal amount of Securities of no less than the Specified Denomination of the Securities and may be submitted in a minimum principal amount of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereafter.*

### **Further Details**

The terms of the Offer are more fully described in the Tender Offer Memorandum. For additional information regarding the conditions of the Offer, please refer to the Tender Offer Memorandum.

The Offeror has appointed The Hongkong and Shanghai Banking Corporation Limited and UBS AG Hong Kong Branch as the Joint Dealer Managers and Morrow Sodali Ltd. as the Information and Tender Agent with respect to the Offer.

Copies of the Tender Offer Memorandum and its related documents may be found on the Tender Offer Website or may be requested from the Information and Tender Agent at:

Phone (London):	+44 208 089 3287
Phone (Hong Kong):	+852 2319 4130
Email:	<a href="mailto:nwd@investor.morrowsodali.com">nwd@investor.morrowsodali.com</a>
Tender Offer Website:	<a href="https://bonds.morrowsodali.com/nwd">https://bonds.morrowsodali.com/nwd</a>

Any questions or requests for assistance concerning the Offer may be directed to the Joint Dealer Managers at:

### **The Hongkong and Shanghai Banking Corporation Limited**

The Hongkong and Shanghai Banking Corporation Limited  
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1 Queen's Road Central  
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Tel: +852 3941 0223/+44 20 7992 6237  
E-mail: [liability.management@hsbcib.com](mailto:liability.management@hsbcib.com)

**UBS AG Hong Kong Branch**  
52/F, Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

Attention: Alvin Yeo / Victor Wong  
E-mail: [alvin.yeo@ubs.com](mailto:alvin.yeo@ubs.com); [victor-c.wong@ubs.com](mailto:victor-c.wong@ubs.com)

**Disclaimer**

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to offer Securities in the Offer. None of the Offeror, the Issuer, the Joint Dealer Managers or the Information and Tender Agent or any of their respective directors, employees or affiliates makes any recommendation whether Holders should offer Securities in the Offer.

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Issuer, the Joint Dealer Managers and the Information and Tender Agent to inform themselves about and to observe, any such restrictions.

By Order of the Board  
**Dr. Cheng Kar Shun, Henry**  
*Chairman*

Hong Kong, 27 May 2021

*As at the date of this announcement, (a) the executive directors of Offeror are Dr. Cheng Kar Shun, Henry, Dr. Cheng Chi Kong, Adrian, Mr. Cheng Chi Heng, Ms. Cheng Chi Man, Sonia, Mr. Sitt Nam Hoi, Ms. Huang Shaomei, Echo and Ms. Chiu Wai Han, Jenny; (b) the non-executive directors of the Offeror are Mr. Doo Wai Hoi, William and Mr. Cheng Kar Shing, Peter; and (c) the independent non-executive directors of the Offeror are Mr. Yeung Ping Leung, Howard, Mr. Ho Hau Hay, Hamilton, Mr. Lee Luen Wai, John, Mr. Liang Cheung Bui, Thomas and Mr. Ip Yuk Keung, Albert.*