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DEXIN CHINA HOLDINGS COMPANY LIMITED

德 信 中 国 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2019)

PROPOSED ISSUANCE OF SENIOR NOTES

INTRODUCTION

The Company proposes to conduct the Proposed Notes Issue.

The Notes and the Subsidiary Guarantees have not been, and will not be, registered under the Securities Act or any state securities laws. The Notes are being offered and sold only outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act. None of the Notes will be offered to the public in Hong Kong.

Completion of the Proposed Notes Issue is subject to, inter alia, market conditions and investors' interest. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. Guotai Junan International, Credit Suisse and UBS are the joint global coordinators, joint bookrunners and joint lead managers, and CCB International, China CITIC Bank International, CMB International, Orient Securities (Hong Kong) and The Bank of East Asia, Limited are the joint bookrunners and joint lead managers of the Proposed Notes Issue. Pricing of the Notes will be determined through a book building exercise to be conducted by the joint lead managers. The Notes, if issued, will be repayable at maturity, unless earlier redeemed or repurchased pursuant to their terms. As at the date hereof, the amount, terms and conditions of the Proposed Notes Issue have yet to be determined. Upon finalization of the terms of the Proposed Notes Issue, Guotai Junan International, Credit Suisse, UBS, CCB International, China CITIC Bank International, CMB International, Orient Securities (Hong Kong), The Bank of East Asia, Limited, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement. Further announcements in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

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 the European Economic Area.

Proposed use of proceeds

The Company currently intends to use the net proceeds of the Notes to refinance its existing onshore indebtedness and for working capital purposes.

Listing

The Company will seek a listing of the Notes on the Stock Exchange. Admission of the Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Notes.

GENERAL

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 materialize. Potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcements in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

DEFINITIONS

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

“Board”	the board of Directors
“CCB International”	CCB International Capital Limited
“China CITIC Bank International”	China CITIC Bank International Limited
“China” or “PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement
“CMB International”	CMB International Capital Limited
“Company”	Dexin China Holdings Company Limited (德信中国控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange
“Credit Suisse”	Credit Suisse (Hong Kong) Limited
“Directors”	the directors of the Company
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Notes”	the senior notes to be issued by the Company
“Orient Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited
“Proposed Notes Issue”	the proposed issue of the Notes by the Company
“Purchase Agreement”	the agreement proposed to be entered into between the Company, the Subsidiary Guarantors, Guotai Junan International, Credit Suisse, UBS, CCB International, China CITIC Bank International, CMB International, Orient Securities (Hong Kong) and The Bank of East Asia, Limited, in relation to the Proposed Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	the guarantees provided by the Subsidiary Guarantors in respect of the Notes
“Subsidiary Guarantors”	certain non-PRC subsidiaries of the Company which guarantee the Notes
“UBS”	UBS AG Hong Kong Branch
“United States”	the United States of America

By Order of the Board
DEXIN CHINA HOLDINGS COMPANY LIMITED
Hu Yiping
Chairman

Hong Kong, 20 January 2020

As of the date of this announcement, the board of directors of the Company comprises Mr. Hu Yiping, Mr. Fei Zhongmin and Ms. Feng Xia as executive directors, Mr. Hu Shihao as a non-executive director, and Dr. Wong Wing Kuen Albert, Mr. Ding Jiangang and Mr. Chen Hengliu as independent non-executive directors.