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景業名邦
JY GRANDMARK

JY GRANDMARK HOLDINGS LIMITED

景業名邦集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2231)

PROPOSED ISSUANCE OF SENIOR NOTES

The Company proposes to conduct the Proposed Notes Issue. The Proposed Notes Issue will only be offered outside the United States, in compliance with Regulation S under the Securities Act.

Completion of the Proposed Notes Issue is subject to, inter alia, market conditions and investors' interests. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. ABC International and Haitong International are the joint global coordinators, joint bookrunners and joint lead managers and ICBC (Asia), Chong Hing Bank and Jinghui Capital 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. As at the date hereof, the amount, terms and conditions of the Proposed Notes Issue have yet to be determined.

Upon finalisation of the terms of the Proposed Notes Issue, ABC International, Haitong International, ICBC (Asia), Chong Hing Bank, Jinghui Capital 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.

The Company currently intends to use the net proceeds of the Notes to acquire or develop property projects, refinance existing indebtedness and for general corporate purposes.

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.

ECPs-only/No PRIIPs KID – No PRIIPs key information document (KID) has been prepared as not available to retail in EEA or UK.

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 materialise. 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.

THE PROPOSED NOTES ISSUE

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 investor interest. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. ABC International and Haitong International are the joint global coordinators, joint bookrunners and joint lead managers and ICBC (Asia), Chong Hing Bank and Jinghui Capital 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 finalisation of the terms of the Proposed Notes Issue, ABC International, Haitong International, ICBC (Asia), Chong Hing Bank, Jinghui Capital 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.

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Proposed use of proceeds

The Company currently intends to use the net proceeds of the Notes to acquire or develop property projects, refinance existing indebtedness and for general corporate 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 materialise. 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:

“ABC International”	ABCI Capital Limited
“Board”	the board of Directors
“Chong Hing Bank”	Chong Hing Bank Limited
“Company”	JY Grandmark Holdings limited (景業名邦集團控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange
“Directors”	the directors of the Company
“Haitong International”	Haitong International Securities Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ICBC (Asia)”	Industrial and Commercial Bank of China (Asia) Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notes”	the senior notes to be issued by the Company
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement

“Proposed Notes Issue”	the proposed issue of the Notes by the Company
“Purchase Agreement”	the agreement proposed to be entered into among the Company, the Subsidiary Guarantors, ABC International, Haitong International, ICBC (Asia), Chong Hing Bank and Jinghui Capital 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
“UK”	the United Kingdom of Great British and Northern Ireland
“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States

By Order of the Board
JY Grandmark Holdings Limited
Chan Sze Ming Michael
Chairman

Hong Kong, 2 March 2020

As at the date of this announcement, the board of directors of the Company comprises Mr. Chan Sze Ming Michael, Mr. Liu Huaxi, Ms. Zheng Catherine Wei Hong, Mr. Wu Xinping, Mr. Xue Shuangyou and Ms. Wei Miaochang as executive directors, Mr. Ma Ching Nam, CStJ, J.P., Mr. Leong Chong and Mr. Wu William Wai Leung as independent non-executive directors.