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JINGRUI HOLDINGS LIMITED

景瑞控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01862)

(the "Company")

ISSUANCE OF US\$180 MILLION 12.75% SENIOR NOTES DUE 2022

Reference is made to the announcement of the Company dated 4 March 2020 in respect of the proposed Notes Issue.

On 4 March 2020, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Guotai Junan International, Haitong International, BOSC International, China Investment Securities International, China International Capital Corporation, CRIC Securities, TF International, CMB International and BOCOM International in connection with the Notes Issue.

No PRIIPs KID – No PRIIPs key information document (KID) has been prepared as the Notes are not available to retail in the EEA and the U.K.

The Company will seek a listing of the Notes on the SGX-ST. Approval in-principle has been obtained from the SGX-ST for the listing and quotation of the Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Notes on, the SGX-ST are not to be taken as an indication of the merits of the offering, the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Notes or the Subsidiary Guarantees. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. No listing of the Notes has been sought in Hong Kong.

Reference is made to the announcement of the Company dated 4 March 2020 in respect of the proposed Notes Issue. On 4 March 2020, the Company, together with the Subsidiary Guarantors, entered into the Purchase Agreement with Guotai Junan International, Haitong International, BOSC International, China Investment Securities International, China International Capital Corporation, CRIC Securities, TF International, CMB International and BOCOM International in connection with the Notes Issue.

THE PURCHASE AGREEMENT

Date: 4 March 2020

Parties to the Purchase Agreement

- (a) the Company;
- (b) the Subsidiary Guarantors;
- (c) Guotai Junan International;
- (d) Haitong International;
- (e) BOSC International;
- (f) China Investment Securities International;
- (g) China International Capital Corporation;
- (h) CRIC Securities;
- (i) TF International;
- (j) CMB International; and
- (k) BOCOM International.

In respect of the offer and sale of the Notes, Guotai Junan International, Haitong International, BOSCO International, China Investment Securities International, China International Capital Corporation, CRIC Securities, TF International, CMB International and BOCOM International are the joint global coordinators, joint bookrunners and joint lead managers. They are also the initial purchasers of the Notes.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Guotai Junan International, Haitong International, BOSCO International, China Investment Securities International, China International Capital Corporation, CRIC Securities, TF International, CMB International and BOCOM International is an independent third party and not a connected person of the Company and its connected persons.

No PRIIPs KID – No PRIIPs key information document (KID) has been prepared as the Notes are not available to retail in the EEA and U.K.

The Notes and the Subsidiary Guarantees have not been, and will not be, registered under the Securities Act. The Notes and the Subsidiary Guarantees will only be offered and sold by the initial purchasers of the Notes outside the United States in compliance with Regulation S under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. None of the Notes will be offered to the public in Hong Kong.

Principal terms of the Notes

The following is a summary of certain provisions of the Notes and the Indenture. This summary does not purport to be complete and is qualified in its entirety by reference to the provisions of the Indenture, the Notes, the Subsidiary Guarantees, and the JV Subsidiary Guarantees, if any.

Notes Offered

Subject to certain conditions to completion, the Company will issue US\$180 million in aggregate principal amount of 12.75% senior notes due 2022.

Offering Price

The offering price will be 100.00% of the principal amount of the Notes.

Interest

The Notes will bear interest at the rate of 12.75% per annum, payable semi-annually in arrears on 11 September and 11 March in each year, commencing on 11 September 2020.

Ranking of the Notes

The Notes are (1) general obligations of the Company; (2) senior in right of payment to any existing and future obligations of the Company expressly subordinated in right of payment to the Notes; (3) at least *pari passu* in right of payment with all other unsecured, unsubordinated indebtedness of the Company (subject to any priority rights of such unsecured, unsubordinated indebtedness pursuant to applicable law); (4) guaranteed by the Subsidiary Guarantors and JV Subsidiary Guarantors (if any) on a senior basis, subject to certain limitations; (5) effectively subordinated to the other secured obligations of the Company (if any) of the Company, the Subsidiary Guarantors and the JV Subsidiary Guarantors (if any), to the extent of the value of the assets serving as security therefor; and (6) effectively subordinated to all existing and future obligations of the Non-Guarantor Subsidiaries.

Events of default

The events of default under the Notes Include:

- (a) default in the payment of principal of (or premium, if any, on) the Notes when the same becomes due and payable at maturity, upon acceleration, redemption or otherwise;
- (b) default in the payment of interest on any New Note when the same becomes due and payable, and such default continues for a period of 30 consecutive days;
- (c) default in the performance or breach of the provisions of the covenants relating to (i) the failure by the Company to create, or cause the Subsidiary Guarantors to create, a lien on the Collateral (subject to any permitted liens) in accordance with the covenant relating to security in the Indenture, or (ii) the failure by the Company to make or consummate an offer to purchase in the manner prescribed by the terms of the Indenture;
- (d) the Company or any restricted subsidiary defaults in the performance of or breaches any other covenant or agreement in the Indenture or under the Notes (other than a default specified in (a), (b) or (c) above) and such default or breach continues for a period of 30 consecutive days after written notice by the trustee of the Notes or the holders of 25% or more in aggregate principal amount of the Notes;
- (e) there occurs with respect to any indebtedness of the Company or any restricted subsidiary having an outstanding principal amount of US\$10.0 million (or the dollar equivalent thereof) or more in the aggregate for all such indebtedness of all such persons, whether such indebtedness now exists or shall hereafter be created, (i) an event of default that has caused the holder thereof to declare such indebtedness to be due and payable prior to its stated maturity and/or (ii) the failure to make a principal payment when due;
- (f) one or more final judgments or orders for the payment of money are rendered against the Company or any restricted subsidiary and are not paid or discharged, and there is a period of 60 consecutive days following entry of the final judgment or order that causes the aggregate amount for all such final judgments or orders outstanding and not paid or discharged against all such persons to exceed US\$10.0 million (or the dollar equivalent thereof) (in excess of amounts which is covered by the Company's insurance carriers under applicable policies) during which a stay of enforcement, by reason of a pending appeal or otherwise, is not in effect;

- (g) an involuntary case or other proceeding is commenced against the Company or any restricted subsidiary with respect to it or its debts under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect seeking the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any restricted subsidiary or for any substantial part of the property and assets of the Company or any restricted subsidiary and such involuntary case or other proceeding remains undismissed and unstayed for a period of 60 consecutive days; or an order for relief is entered against the Company or any restricted subsidiary under any applicable bankruptcy, insolvency or other similar law as now or hereafter in effect;
- (h) other than pursuant to a solvent reorganization, the Company or any restricted subsidiary (i) commences a voluntary case under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect, or consents to the entry of an order for relief in an involuntary case under any such law, (ii) consents to the appointment of or taking possession by a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any restricted subsidiary or for all or substantially all of the property and assets of the Company or any restricted subsidiary or (iii) effects any general assignment for the benefit of creditors;
- (i) any Subsidiary Guarantor or JV Subsidiary Guarantor (if any) denies or disaffirms its obligations under its Subsidiary Guarantee or JV Subsidiary Guarantee (if any) or, except as permitted by the Indenture, any Subsidiary Guarantee or JV Subsidiary Guarantee is determined to be unenforceable or invalid or shall for any reason cease to be in full force and effect;
- (j) any default by the Company, any Subsidiary Guarantor or JV Subsidiary Guarantor (if any) in the performance of any of its obligations, which adversely affects the enforceability, validity, perfection or priority of the applicable lien on the Collateral or which adversely affects the condition or value of the Collateral, taken as a whole, in any material respect; or
- (k) the Company, any Subsidiary Guarantor or JV Subsidiary Guarantor (if any) denies or disaffirms any of its obligations (other than by reason of the termination of the Indenture or in accordance with the Indenture) or, other than in accordance with the Indenture, the trustee or the Collateral Agent ceases to have a first priority security interest in the Collateral (subject to any permitted liens).

Notwithstanding anything herein to the contrary, a failure, default or other event that would otherwise have constituted an event of default specified in (c)(i), (j) or (k) above shall be deemed not to be an event of default if the Company could have (as of the most recent consolidated financial statements of the Company) elected to have the Subsidiary Guarantor to which such failure, default or other event relates to be a Non-Guarantor Subsidiary or a JV Subsidiary Guarantor (if any).

If an event of default (other than an event of default specified in (g) or (h) above) occurs and is continuing under the Indenture, the Trustee or the holders of at least 25% in aggregate principal amount of the Notes then outstanding, by written notice to the Company (and to the Trustee if such notice is given by the holders), may, and the Trustee at the written request of such holders shall (subject to receiving indemnity and/or security to its reasonable satisfaction), declare the principal of, premium, if any, and accrued and unpaid interest on the Notes to be immediately due and payable. Upon a declaration of acceleration, such principal of, premium, if any, and accrued and unpaid interest shall be immediately due and payable. If an event of default specified in (g) or (h) above occurs with respect to the Company or any restricted subsidiary, the principal of, premium, if any, and accrued and unpaid interest on the Notes then outstanding shall automatically become and be immediately due and payable without any declaration or other act on the part of the Trustee or any holder of the Notes.

Covenants

Subject to certain conditions and exceptions, the Notes, the Indenture, the Subsidiary Guarantees and the JV Subsidiary Guarantees (if any) will limit the Company's ability and the ability of its restricted subsidiaries to, among other things:

- (a) incur or guarantee additional indebtedness and issue disqualified or preferred stock;
- (b) declare or pay dividends on, or make other distributions in respect of its capital stock or purchase or redeem capital stock;
- (c) make investments or other specified restricted payments;
- (d) issue or sell capital stock of restricted subsidiaries;
- (e) guarantee indebtedness of restricted subsidiaries;
- (f) sell assets;
- (g) create liens;
- (h) enter into sale and leaseback transactions;
- (i) engage in any business other than permitted business;
- (j) enter into agreements that restrict the restricted subsidiaries' ability to pay dividends, transfer assets or make intercompany loans;
- (k) enter into transactions with shareholders or affiliates; and
- (l) effect a consolidation or merger or transfer all or substantially all of their assets.

Optional Redemption

At any time prior to 11 March 2022, the Company may at its option redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Notes redeemed plus the applicable premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

At any time and from time to time prior to 11 March 2022, the Company may redeem up to 35% of the aggregate principal amount of the Notes with the net cash proceeds of one or more sales of its common stock in an equity offering at a redemption price of 112.75% of the principal amount of the Notes redeemed, plus accrued and unpaid interest, if any, to (but not including) the redemption date subject to certain conditions.

Reasons for the Notes Issue

The Company is an investment holding company principally engaged in the property development business in the PRC. The Company is also engaged in building decoration engineering business through its subsidiaries.

The Company intends to use the net proceeds of the Proposed Notes Issue to refinance its existing indebtedness. It may adjust its plans in response to changing market conditions and, thus, reallocate the use of the net proceeds.

Listing and rating

The Company will seek a listing of the Notes on the SGX-ST. Approval in-principle has been obtained from the SGX-ST for the listing and quotation of the Notes on the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Notes on, the SGX-ST are not to be taken as an indication of the merits of the offering, the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Notes or the Subsidiary Guarantees. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. No listing of the Notes has been sought in Hong Kong.

The Notes are expected to be rated “B3” by Moody’s Investors Service, Inc.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“BOCOM International”	BOCOM International Securities Limited

“BOSC International”	BOSC International Company Limited
“China International Capital Corporation”	China International Capital Corporation Hong Kong Securities Limited
“China Investment Securities International”	China Investment Securities International Brokerage Limited
“CMB International”	CMB International Capital Limited
“Company”	Jingrui Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“CRIC Securities”	CRIC Securities Company Limited
“Directors”	the directors of the Company
“EEA”	European Economic Area
“Group”	the Company and its subsidiaries
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited
“Haitong International”	Haitong International Securities Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Indenture”	the written agreement entered into between the Company and the Subsidiary Guarantors as guarantors and Citicorp International Limited as trustee, that specifies the terms and conditions of the Notes including the covenants, events of default, interest rate of the Notes and the maturity date
“JV Subsidiary Guarantees”	limited recourse guarantees given by the JV Subsidiary Guarantors on the Notes

“JV Subsidiary Guarantors”	certain subsidiaries of the Company, other than the Subsidiary Guarantors, that guarantee the Company’s obligations under the Notes
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	the US\$180 million 12.75% senior notes due 2022 to be issued by the Company
“Notes Issue”	the issue of the Notes by the Company
“PRC”	People’s Republic of China, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this announcement
“PRIIPs”	Packages retail and insurance-based investment products (as defined by Regulation (EU) No. 1286/2014, as amended)
“Purchase Agreement”	the agreement dated 4 March 2020 entered into by and among Guotai Junan International, Haitong International, BOSC International, China Investment Securities International, China International Capital Corporation, CRIC Securities, TF International, CMB International, BOCOM International, the Company and the Subsidiary Guarantors in relation to the Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	the guarantees to be provided by the Subsidiary Guarantors in respect of the Notes
“Subsidiary Guarantors”	certain existing non-PRC subsidiaries of the Company that on the issue date of the Notes will provide guarantees for the Notes
“TF International”	TFI Securities and Futures Limited
“U.K.”	the United Kingdom
“U.S. Dollars” or “US\$”	United States dollar(s), the lawful currency of the United States

“United States”

the United States of America

“%”

per cent

By Order of the Board
Jingrui Holdings Limited
Yan Hao Chen Xin Ge
Co-chairmen

Hong Kong, 5 March 2020

As at the date of this announcement, the Board of Directors of the Company comprises Yan Hao, Chen Xin Ge and Xu Hai Feng, as executive directors; Han Jiong, Qian Shi Zheng and Lo Wing Yan William, as independent non-executive directors.

* *for identification purpose only*