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**Yincheng International Holding Co., Ltd.**

**銀城國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1902)**

**VOLUNTARY ANNOUNCEMENT**  
**PROPOSED ISSUE OF U.S. DOLLAR DENOMINATED SENIOR NOTES**

**INTRODUCTION**

The Company proposes to issue U.S. dollar denominated senior notes. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investor interest. The Notes are proposed to be guaranteed by the Subsidiary Guarantors. BOC International, Guotai Junan International, Haitong International, TF International and Huatai Financial Holdings (Hong Kong) Limited are the joint global coordinators, joint bookrunners and joint lead managers for the Proposed Notes Issue. Central Wealth Securities Investment Limited, CRIC Securities, Vision Capital International Holdings Limited and Silk Road International

are the joint bookrunners and joint lead managers for the Proposed Notes Issue. As at the date of this announcement, the terms and conditions of the Notes are still being determined and will likely include guarantees to be provided by the Subsidiary Guarantors. Upon finalizing the terms of the Notes, it is expected that BOC International, Guotai Junan International, Haitong International, TF International, Huatai Financial Holdings (Hong Kong) Limited, Central Wealth Securities Investment Limited, CRIC Securities, Vision Capital International Holdings Limited, Silk Road International, the Subsidiary Guarantors and the Company will enter into the Purchase Agreement, pursuant to which BOC International, Guotai Junan International, Haitong International, TF International, Huatai Financial Holdings (Hong Kong) Limited, Central Wealth Securities Investment Limited, CRIC Securities, Vision Capital International Holdings Limited and Silk Road International will be the initial purchasers of the Notes. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed. The Notes will only be offered outside the United States in compliance with Regulation S under the Securities Act. The Notes will not be offered to the public.

## **LISTING**

Application will be made by the Company to the Stock Exchange for listing of, and permission to deal in, the Notes by way of debt issue to professional investors only. Admission of the Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company, its subsidiaries 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 announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.**

## **DEFINITION**

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

“Board”	the board of Directors;
“BOC International”	BOCI Asia Limited;
“Central Wealth Securities Investment Limited”	Central Wealth Securities Investment Limited;
“Company”	Yincheng International Holding Co., Ltd., an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange;
“CRIC Securities”	CRIC Securities Company Limited;

“Directors”	the directors of the Company;
“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;
“Huatai Financial Holdings (Hong Kong) Limited”	Huatai Financial Holdings (Hong Kong) Limited;
“Notes”	the US\$ denominated senior notes proposed to be issued by the Company subject to the terms and conditions of the Purchase Agreement;
“Proposed Notes Issue”	the proposed issue of the Notes by the Company;
“Purchase Agreement”	the agreement proposed to be entered into between the Company, BOC International, Guotai Junan International, Haitong International, TF International, Huatai Financial Holdings (Hong Kong) Limited, Central Wealth Securities Investment Limited, CRIC Securities, Vision Capital International Holdings Limited, Silk Road International and the Subsidiary Guarantors in relation to the Proposed Notes Issue;
“Securities Act”	the United States Securities Act of 1933, as amended;
“Silk Road International”	Silk Road International Capital Limited;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary Guarantees”	guarantees to be provided by the Subsidiary Guarantors;
“Subsidiary Guarantors”	certain existing subsidiaries of the Group providing guarantees for the Notes;
“TF International”	TFI Securities and Futures Limited;
“United States”	The United States of America;

“US\$” United States dollar, the lawful currency of the United States; and

“Vision Capital International Holdings Limited” Vision Capital International Holdings Limited.

By order of the Board  
**Yincheng International Holding Co., Ltd.**  
**HUANG Qingping**  
*Chairman*

Hong Kong, 17 June 2020

*As at the date of this announcement, the executive directors of the Company are Mr. Ma Baohua, Mr. Zhu Li, Mr. Wang Zheng and Ms. Shao Lei; the non-executive directors of the Company are Mr. Huang Qingping and Mr. Xie Chenguang; and the independent non-executive directors of the Company are Mr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Lam Ming Fai.*