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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)

ISSUANCE OF US\$240,000,000 14.5% SENIOR NOTES DUE 2023

Reference is made to the announcements of the Company dated 5 November 2020, 9 November 2020 and 16 November 2020 (the “**Announcements**”) in relation to the Exchange Offer and the Concurrent New Money Issuance. Unless otherwise defined, capitalised terms in this announcement will have the same meaning as those defined in the Announcements.

The Board is pleased to announce that on 16 November 2020, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Guotai Junan International, Haitong International, BOSC International, Barclays, China International Capital Corporation, Vision Capital International, China CITIC Bank International, TF International and CMBC Capital in connection with the issue of the New Notes under the Concurrent New Money Issuance. The Group intends to use the net cash proceeds from the Concurrent New Money Issuance to refinance its existing indebtedness.

Subject to completion of the Exchange Offer and the Concurrent New Money Issuance, the Company will issue US\$97,185,000 of the New Notes in the Concurrent New Money Issuance and US\$142,815,000 of the New Notes pursuant to the Exchange Offer, for an aggregate principal amount of US\$240,000,000 of the New Notes.

The Company will seek a listing of the New Notes on the Stock Exchange. A confirmation of the eligibility for the listing of the New Notes has been received from the Stock Exchange for the listing of the New Notes by way of debt issues to professional investors only as described in the offering memorandum. Admission of the New Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the New Notes.

Reference is made to the announcements of the Company dated 5 November 2020, 9 November 2020 and 16 November 2020 (the “**Announcements**”) in relation to the Exchange Offer and the Concurrent New Money Issuance. Unless otherwise defined, capitalised terms in this announcement will have the same meaning as those defined in the Announcements.

THE EXCHANGE OFFER FOR THE EXISTING NOTES

The Exchange Offer expired at 4:00 p.m., London time, on 13 November 2020.

With respect to the Existing Notes submitted for exchange, subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer, Eligible Holders of the Existing Notes validly accepted and exchanged in the Exchange Offer will receive the Exchange Consideration on the Settlement Date. Subject to completion of the Exchange Offer, the Company expects to issue US\$142,815,000 of the New Notes pursuant to the Exchange Offer.

THE PURCHASE AGREEMENT IN RELATION TO THE CONCURRENT NEW MONEY ISSUANCE

Date: 16 November 2020

Parties to the Purchase Agreement

- (a) the Company;
- (b) the Subsidiary Guarantors;
- (c) Guotai Junan International;
- (d) Haitong International;
- (e) BOSCO International;
- (f) Barclays;
- (g) China International Capital Corporation;
- (h) Vision Capital International;
- (i) China CITIC Bank International;
- (j) TF International; and
- (k) CMBC Capital.

Guotai Junan International, Haitong International, BOSC International, Barclays, China International Capital Corporation, Vision Capital International, China CITIC Bank International, TF International and CMBC Capital are the joint global coordinators, joint bookrunners and joint lead managers, in respect of the offer and sale of the New Notes under the Concurrent New Money Issuance. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Guotai Junan International, Haitong International, BOSC International, Barclays, China International Capital Corporation, Vision Capital International, China CITIC Bank International, TF International and CMBC Capital is an independent third party and not a connected person of the Company and its connected persons.

The New Notes have not been, and will not be, registered under the Securities Act. The New Notes will only be offered outside the United States in offshore transactions to non-U.S. persons in compliance with Regulation S under the Securities Act, and may not be offered or sold within the United States or to, or for the account on benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. None of the New Notes will be offered to the public in Hong Kong.

Offering Price

The offering price of the New Notes under the Concurrent New Money Issuance is 100% of the principal amount with respect to the New Notes.

Principal terms of the New Notes

The following is a summary of certain provisions of the New 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 New Notes, the guarantees provided by the Company, Subsidiary Guarantors, and the JV Subsidiary Guarantors, if any.

Amount and tenor

Subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance, the Company will issue US\$97,185,000 of the New Notes in the Concurrent New Money Issuance and US\$142,815,000 of the New Notes pursuant to the Exchange Offer, for an aggregate principal amount of US\$240,000,000 of the New Notes, which will mature on 19 February 2023, unless earlier redeemed pursuant to the terms thereof.

Interest

The New Notes will bear interest at a rate of 14.5% per annum, payable semi-annually in arrears on 19 May and 19 November of each year, commencing on 19 May 2021, except that the last payment of interest, to be made on 19 February 2023, will be in respect of the period from and including 19 November 2022 to (but excluding) 19 February 2023.

Ranking of the New Notes

The New 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 New Notes; (3) at least pari passu in right of payment with all 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 the JV Subsidiary Guarantors (if any) on a senior basis, subject to certain limitations; (5) effectively subordinated to the secured obligations, (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 subsidiaries of the Company which are not Subsidiary Guarantors or JV Subsidiary Guarantors (if any).

Events of default

The events of default under the New Notes include:

- (a) default in the payment of principal of (or premium, if any, on) the New 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 New 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 New Notes or the holders of 25% or more in aggregate principal amount of the New 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 New 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 New 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 New 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 New Notes.

Covenants

Subject to certain conditions and exceptions, the New 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 for the New Notes

The New Notes may be redeemed in the following circumstances:

- (1) At any time prior to 19 February 2023, the Company may at its option redeem the New Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the New Notes plus the applicable premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.
- (2) At any time and from time to time prior to 19 February 2023, the Company may redeem up to 35% of the aggregate principal outstanding amount of the New Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 114.5% of the principal amount of the New Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the New Notes originally issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

The Company will give not less than 30 days' nor more than 60 days' notice of any redemption.

PROPOSED USE OF PROCEEDS

The Group intends to use the net proceeds of the Concurrent New Money Issuance to refinance its existing indebtedness.

LISTING AND RATING OF THE NEW NOTES

The Company will seek a listing of the New Notes on the Stock Exchange. A confirmation of the eligibility for the listing of the New Notes has been received from the Stock Exchange for the listing of the New Notes by way of debt issues to professional investors only as described in the offering memorandum. Admission of the New Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the New Notes.

The Notes are expected to be rated "B3" by Moody's Investors Services, and "B+" by Lianhe Ratings Global Limited.

GENERAL

Shareholders, holders of the Existing Notes and potential investors should note that completion of the Exchange Offer and the Concurrent New Money Issuance is subject to the fulfillment or waiver of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance as set forth in the Exchange Offer Memorandum and summarised in the Announcements. No assurance can be given that the Exchange Offer and the Concurrent New Money Issuance will be completed and the Company reserves the right to amend, withdraw or terminate the Exchange Offer and the Concurrent New Money Issuance with or without conditions.

The Company may, at its sole discretion, amend or waive certain of the conditions precedent to the Exchange Offer and the Concurrent New Money Issuance. As the Exchange Offer and the Concurrent New Money Issuance may or may not proceed, shareholders, holders of the Existing Notes and potential investors should exercise caution when dealing in the shares of the Company or the Existing Notes.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

IMPORTANT NOTICE – THE EXCHANGE OFFER IS AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (WITHIN THE MEANING OF REGULATION S) AND ARE OUTSIDE THE UNITED STATES. U.S. PERSONS (AS DEFINED IN REGULATION S); PERSONS ACTING FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER EXISTING NOTES IN THE EXCHANGE OFFER.

DEFINITIONS

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

“connected person”	has the meaning ascribed to it under the Listing Rules
“Indenture”	the written agreement entered into between the Company, the Subsidiary Guarantors as guarantors and Citicorp International Limited as trustee, that specifies the terms and conditions of the New Notes including the covenants, events of default, interest rate of the New Notes and the maturity date
“JV Subsidiary Guarantees”	limited recourse guarantees to be given by the JV Subsidiary Guarantors on the New Notes
“JV Subsidiary Guarantors”	certain subsidiaries of the Company, other than the Subsidiary Guarantors, that guarantee the Company’s obligations under the New Notes
“New Notes”	US\$-denominated senior notes due 2023 in the aggregate principal amount of US\$240,000,000 to be issued by the Company
“Purchase Agreement”	the agreement dated 16 November 2020 entered into by and among Guotai Junan International, Haitong International, BOSCO International, Barclays, China International Capital Corporation, Vision Capital International, China CITIC Bank International, TF International, CMBC Capital, the Company and the Subsidiary Guarantors in respect of the offer and sale of the New Notes under the Concurrent New Money Issuance

“Subsidiary Guarantees”	guarantees for the New Notes to be provided by the Subsidiary Guarantors
“Subsidiary Guarantors”	certain existing subsidiaries of the Company that on the issue date of the New Notes will provide guarantees for the New Notes
“TF International”	TFI Securities and Futures Limited

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

Hong Kong, 17 November 2020

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

* *For identification purpose only*