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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)**

### **INSIDE INFORMATION WINDING-UP PETITION**

This announcement is made by Dexin China Holdings Company Limited (the “**Company**”) pursuant to Rules 13.09(2)(a) and 13.25(1)(b) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **WINDING-UP PETITION**

It has come to the attention of the Company that a winding-up petition against the Company (the “**Petition**”) dated 20 March 2024 was filed by China Construction Bank (Asia) Corporation Limited (the “**Petitioner**”) in the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) against the Company, in relation to the non-payment of the 9.95% senior notes due December 2022 issued by the Company in the principal amount of US\$350,000,000 and accrued interests.

As at the date of this announcement, no hearing has taken place in relation to the Petition and no winding-up order has been made by the High Court against the Company. The Petition is scheduled to be heard on 5 June 2024.

## **EFFECTS OF THE PETITION**

In accordance with section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies Winding Up Ordinance**”), if the Company is ultimately wound up as a result of the Petition, any disposition of the property of the Company (for the avoidance of doubt, excluding property owned by subsidiaries of the Company), including things in action, and any transfer of shares, or alteration in the status of members of the Company, made after the commencement date of the winding up, namely the date of the presentation of the Petition (i.e. 20 March 2024) (the “**Commencement Date**”) will be void unless a validation order is obtained from the High Court. Any disposition made on or after the Commencement Date will not be affected if the Petition is subsequently struck out, dismissed or permanently stayed.

Given the effect of section 182 of the Companies Winding Up Ordinance, the board of directors of the Company (the “**Board**”) wishes to remind the shareholders and potential investors of the Company that the transfer of the shares in the Company made on or after the Commencement Date would be void without a validation order from the High Court if the Company is ultimately wound up as a result of the Petition.

Pursuant to the circular dated 28 December 2016 issued by the Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of the shares of listed issuers after a winding up petition has been presented, in view of these restrictions and the uncertainties that may arise in relation to the transfer of shares, HKSCC may at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (“**CCASS**”) to temporarily suspend any of its services in respect of shares of the Company for participant(s) who conduct share transfers through HKSCC (the “**Participant(s)**”). This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominee Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the Petition has been struck out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the High Court.

## **ACTIONS TO BE TAKEN BY THE COMPANY**

The Company is currently seeking legal advice as to the appropriate course of action in respect of the Petition and will take all necessary actions to protect its legal rights and the interests of the Company and the Shareholders as a whole. The Company would concurrently endeavour to maintain communications with the Petitioner for an amicable settlement of the Petition.

The Company will keep its shareholders and investors informed of any significant developments in respect of the Petition and issue further announcement(s) as and when appropriate or required under the Listing Rules.

**The shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 21 March 2024

*As of the date of this announcement, the Board of Directors of the Company comprises Mr. Hu Yiping and Mr. Fei Zhongmin 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.*