

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or a solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*



你的生活知己

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)

**ISSUANCE OF ADDITIONAL US\$150,000,000 9.95% SENIOR NOTES
DUE 2022 (TO BE CONSOLIDATED AND FORM A SINGLE
SERIES WITH THE US\$200,000,000 9.95% SENIOR NOTES
DUE 2022 ISSUED ON 3 DECEMBER 2020)**

References are made to the announcements of the Company dated 26 November 2020, 27 November 2020 and 3 December 2020 in respect of the Existing Notes (the “**Announcements**”). Unless the context herein defines otherwise, capitalized terms used in this announcement shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that on 6 January 2021, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Guotai Junan International, Credit Suisse, UBS, Barclays, Deutsche Bank, CCB International, China International Capital Corporation, BNP PARIBAS, BOCOM International, CMB International, Orient Securities (Hong Kong), The Bank of East Asia, Limited and Valuable Capital Limited in connection with the Additional Notes Issue.

THE PURCHASE AGREEMENT

Date: 6 January 2021

Parties to the Purchase Agreement:

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors;
- (c) Guotai Junan International;
- (d) Credit Suisse;
- (e) UBS;
- (f) Barclays;
- (g) Deutsche Bank;
- (h) CCB International;
- (i) China International Capital Corporation;
- (j) BNP PARIBAS;
- (k) BOCOM International;
- (l) CMB International;
- (m) Orient Securities (Hong Kong);
- (n) The Bank of East Asia, Limited; and
- (o) Valuable Capital Limited.

Guotai Junan International, Credit Suisse, UBS, Barclays, Deutsche Bank, CCB International and China International Capital Corporation are the joint global coordinators, joint bookrunners and joint lead managers, and BNP PARIBAS, BOCOM International, CMB International, Orient Securities (Hong Kong), The Bank of East Asia, Limited and Valuable Capital Limited are the joint bookrunners and joint lead managers in respect of the offer and sale of the Additional Notes. They are also the initial purchasers of the Additional Notes. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Guotai Junan International, Credit Suisse, UBS, Barclays, Deutsche Bank, CCB International, China International Capital Corporation, BNP PARIBAS, BOCOM International, CMB International, Orient Securities (Hong Kong), The Bank of East Asia, Limited and Valuable Capital Limited is an independent third party and not a connected person of the Company.

The Additional Notes and the Subsidiary Guarantees have not been, and will not be, registered under the Securities Act or any state securities laws. The Additional 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 Additional Notes will be offered to the public in Hong Kong.

Principal terms of the Additional Notes Offered

Subject to closing conditions, the Company will issue the Additional Notes in the aggregate principal amount of US\$150,000,000 on 13 January 2021, which will mature on 3 December 2022 unless earlier redeemed or repurchased pursuant to the terms thereof.

Offer Price

The offer price of the Additional Notes will be equal to 100.827% of the principal amount of the Additional Notes plus accrued interest from (and including) 3 December 2020 to (but excluding) 13 January 2021.

Interest

The Additional Notes will bear interest at a rate of 9.95% per annum, payable semi-annually in arrears on 3 June and 3 December of each year, commencing on 3 June 2021.

Proposed use of proceeds

The net proceeds of the Additional Notes Issue will be used by the Company for the repayment of existing offshore indebtedness.

Listing and rating

The Existing Notes are listed on the Stock Exchange. The Company will procure that the Additional Notes will also be listed on the Stock Exchange upon issue. Admission of the Additional Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Additional Notes.

MiFID II professionals/ECPs-only/No PRIIPs KID – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail investors in the European Economic Area or the United Kingdom.

The Additional Notes are expected to be assigned a rating of “B-” by Standard & Poor’s Ratings Services and a rating of “BB-” by Lianhe Ratings Global Limited. The credit ratings accorded to the Additional Notes are not a recommendation to purchase, hold or sell the Additional Notes in as much as such ratings do not comment as to market price or suitability for a particular investor.

As the conditions precedent to completion of the Purchase Agreement may or may not be satisfied and the Purchase Agreement may be terminated upon the occurrence of certain events, shareholders of the Company and prospective investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“Additional Notes”	the 9.95% senior notes due 2022 in the principal amount of US\$150,000,000 to be issued by the Company subject to the terms and conditions of the Purchase Agreement (to be consolidated and form a single series with the Existing Notes)
“Additional Notes Issue”	the proposed issue of the Additional Notes by the Company
“Barclays”	Barclays Bank PLC
“BNP PARIBAS”	BNP Paribas
“BOCOM International”	BOCOM International Securities Limited
“CCB International”	CCB International Capital Limited
“China International Capital Corporation”	China International Capital Corporation Hong Kong Securities Limited
“CMB International”	CMB International Capital Limited
“Credit Suisse”	Credit Suisse (Hong Kong) Limited
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“Existing Notes”	the 9.95% senior notes due 2022 in the principal amount of US\$200,000,000 issued by the Company on 3 December 2020
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited
“Orient Securities (Hong Kong)”	Orient Securities (Hong Kong) Limited

“Purchase Agreement”	the agreement dated 6 January 2021 entered into among the Company, the Subsidiary Guarantors, Guotai Junan International, Credit Suisse, UBS, Barclays, Deutsche Bank, CCB International, China International Capital Corporation, BNP PARIBAS, BOCOM International, CMB International, Orient Securities (Hong Kong), The Bank of East Asia, Limited and Valuable Capital Limited in relation to the Additional Notes Issue
“The Bank of East Asia, Limited”	The Bank of East Asia, Limited
“UBS”	UBS AG Hong Kong Branch (UBS AG is incorporated in Switzerland with limited liability)
“Valuable Capital Limited”	Valuable Capital Limited

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

Hong Kong, 7 January 2021

As of the date of this announcement, the Board comprises Mr. Hu Yiping, Mr. Fei Zhongmin and Ms. Shan Bei as executive Directors, Mr. Hu Shihao as a non-executive Director, and Dr. Wong Wing Kuen Albert, Mr. Ding Jiangan and Mr. Chen Hengliu as independent non-executive Directors.