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Leading Holdings Group Limited

領地控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”, Stock Code: 6999)

(1) COMPLETION OF THE EXCHANGE OFFER RELATING TO THE OUTSTANDING 12.0% SENIOR NOTES DUE 2022 (STOCK CODE: 40739) (ISIN: XS2341204688; COMMON CODE: 234120468)

AND

(2) PROPOSED ISSUE OF US\$119,430,000 12.0% SENIOR NOTES DUE 2023 (ISIN: XS2490657223, COMMON CODE: 249065722)

Reference is made to the announcements of the Company dated June 13, 2022, June 20, 2022 and June 23, 2022 (collectively, the “Announcements”). Unless otherwise defined, capitalized terms in this announcement will have the same meaning as those defined in the Announcements as the context requires. Reference is also made to Rule 13.09, Rule 13.19, Rule 37.47, Rule 37.47A, Rule 37.47B and Rule 37.47E(a) 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), pursuant to which this announcement is made.

COMPLETION OF THE EXCHANGE OFFER

The Board is pleased to announce that on June 24, 2022, all conditions precedent to the Exchange Offer have been fulfilled and the Exchange Offer has been completed.

Pursuant to the terms and conditions of the Exchange Offer, a total of US\$119,430,000 in principal amount of the Existing Notes were validly tendered for exchange and accepted by the Company. Upon cancellation of these Existing Notes, the remaining outstanding principal amount of the Existing Notes will be US\$3,300,000⁽¹⁾. In exchange of the Existing Notes validly tendered and accepted, the Company has issued US\$119,430,000 of the New Notes pursuant to the Exchange Offer.

The New Notes bear interest from and including June 24, 2022 at the rate of 12.0% per annum, payable on December 24, 2022 and June 23, 2023.

REMAINING EXISTING NOTES

As announced previously, the Company does not expect to be in a position to make timely repayments in accordance with the terms of the remaining Existing Notes upon their maturities. With respect to the Existing Notes that remain outstanding after the consummation of the Exchange Offer, the Company will continue to communicate with such holders. Despite the completion of Exchange Offer, the Company urges holders of the remaining Existing Notes to exchange the remaining Existing Notes for the New Notes under substantially the same terms as those of the Exchange Offer. The Company encourages such holders to contact the Company as soon as practicable in order to come to mutually agreeable arrangements for such exchange.

INSIDE INFORMATION

Upon the completion of the Exchange Offer, Existing Notes in an aggregate principal amount of US\$3,300,000⁽¹⁾ remain outstanding. Pursuant to the terms of the Existing Notes, the principal and accrued but unpaid interest on such outstanding Existing Notes will be due and payable upon the maturity date on June 27, 2022. As of the date of this announcement, the Company does not expect to pay such principal and accrued but unpaid interest on such outstanding Existing Notes on June 27, 2022. Failure to pay such principal at maturity will constitute an event of default under the Existing Notes, and failure to pay such interest upon expiration of the 30-day grace period after maturity will constitute an event of default under the Existing Notes. As of the date of this announcement, such event of default has not occurred.

The board of directors of the Company is of the view that the aforesaid circumstances do not have any potential material impact on the business operations of the Group.

Note:

⁽¹⁾ The remaining outstanding principal amount of the Existing Notes does not include US\$15,200,000 in principal amount of the Existing Notes held by a controlling shareholder of the Company as of the date of this announcement. This controlling shareholder of the Company plans to cancel such Existing Notes held by it.

DELISTING OF THE EXISTING NOTES

Notice is also given that as the Existing Notes will mature on June 27, 2022, the Existing Notes will be delisted from the Stock Exchange upon their maturity. After withdrawal of listing on the Stock Exchange, noteholders requiring further information in relation to the Existing Notes may contact the Company at 46/F, Tower A, Leading International Finance Center, No. 151, 2nd Tianfu Street, Gaoxin District, Chengdu, Sichuan Province, PRC or linghang@leading-group.cn.

By Order of the Board
Leading Holdings Group Limited
Liu Yuhui
Chairman

Hong Kong, 24 June 2022

As at the date of this announcement, the Board comprises Mr. Liu Yuhui, Mr. Luo Changlin, Ms. Zeng Xurong and Ms. Hou Xiaoping as executive Directors and Ms. Jin Xu, Ms. Liang Yunxing and Mr. Fang Min as independent non-executive Directors.