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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)

(ISIN: XS2262084374; Common Code: 226208437)

**NOTICE OF SCHEME MEETING
IN THE GRAND COURT OF THE CAYMAN ISLANDS UNDER
SECTION 86 OF THE COMPANIES ACT (AS REVISED)
AND FSD CAUSE NO. 87 OF 2023 (IKJ)**

This announcement is made by Dexin China Holdings Company Limited (德信中国控股有限公司) (the “**Company**”) pursuant to Rule 13.09(2) 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).

Unless otherwise defined herein, terms used in this announcement have the same meanings as in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement between the Company and the Scheme Creditors (as defined therein) under Section 86 of the Companies Act (As Revised) (the “**Scheme**”). For the avoidance of doubt, the Account Holders and the Intermediaries are not the Scheme Creditors for the purpose of voting and receiving distributions of the Restructuring Consideration unless they also have a beneficial interest as principal in the Existing Notes held in global form through the Clearing Systems as at the Record Time (for voting purposes). The Existing Notes Trustee and the Existing Notes Common Depository (and its nominee) will not (in accordance with their respective customary practices) exercise any voting rights they may have in respect of the Existing Notes at the Scheme Meeting.

NOTICE IS HEREBY GIVEN that, by an order dated 1 May 2023 (the “**Scheme Convening Order**”), the Grand Court of the Cayman Islands (the “**Court**”) has directed that a meeting of Scheme Creditors (the “**Scheme Meeting**”) be convened for the purposes of considering and, if thought fit, approving the Scheme (with or without modification, addition or condition approved or imposed by the Court).

The Scheme Meeting will be held at the office of Conyers Dill & Pearman LLP at SIX, 2nd Floor, Cricket Square, 171 Elgin Ave, George Town, Grand Cayman, Cayman Islands, with any adjournment as may be appropriate, at 7.00 a.m. Cayman Islands time on 30 May 2023, the equivalent time being 8.00 p.m. Hong Kong time on 30 May 2023 (subject to applicable COVID-19 restrictions, policies or guidance then in force, and in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to the Scheme Creditors in advance of the Scheme Meeting on the Scheme Website and by a public announcement published on The Stock Exchange of Hong Kong Limited).

The Scheme Creditors will be able to attend the Scheme Meeting in person, by a duly authorised representative (if a corporation) or by proxy. The Scheme Creditors will also be able to attend the Scheme Meeting by video conference using dial-in details which may be obtained on request from the Information Agent at least forty-eight (48) hours before the Scheme Meeting; therefore references to attending the Scheme Meeting in person in this announcement should, as appropriate, be read as including joining such video conference.

Telephone conference facilities will also be made available to the Scheme Creditors upon request to the Information Agent at least forty-eight (48) hours before the Scheme Meeting allowing the Scheme Creditors to listen in to the Scheme Meeting and to ask questions (but not to cast their vote).

All Scheme Creditors are requested to attend the Scheme Meeting at such place and time either in person, by a duly authorised representative (if a corporation) or by proxy. A copy of the Scheme and a copy of the Explanatory Statement are incorporated in the document of which this announcement forms part.

Scheme Creditors may vote on the Scheme by either:

- (i) appointing the Chairperson as their proxy to attend and vote on their behalf at the Scheme Meeting in accordance with the instruction set forth in the Account Holder Letter that is validly completed (including with respect to proxy voting instructions) and submitted online via the Scheme AHL Portal (<https://portal.morringsodali.com/DexinAHL>) to the Information Agent in accordance with and by the deadlines set out in the Solicitation Packet at Schedule 4 (*Solicitation Packet*) to the Explanatory Statement; or
- (ii) attending and voting at the Scheme Meeting in person or by video conference or arranging for their proxy to attend and vote at the Scheme Meeting in person or by video conference, by ensuring that an Account Holder Letter with the attendee details is validly completed (including with respect to proxy voting instructions) and submitted online via the Scheme AHL Portal. Each Scheme Creditor or its proxy intending to vote in person at the Scheme Meeting will be required to register its attendance at the Scheme Meeting at least one hour prior to its commencement. The dial-in details for attending by video conference may be obtained on request from the Information Agent.

The Existing Notes Trustee and the Existing Notes Common Depositary (and its nominee) will not (in accordance with their respective customary practices) exercise any voting rights they may have in respect of the Existing Notes at any meeting of the Scheme Creditors.

In order to vote on the Scheme and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor will be required to submit, or procure that their Account Holders validly submit, a Custody Instruction via the Clearing Systems by the Custody Instruction Deadline (that is, by no later than 11.00 p.m. Hong Kong time on 19 May 2023, the equivalent being 10.00 a.m. Cayman Islands time on 19 May 2023, and an Account Holder Letter, a sample of which is included in Schedule 4 (*Solicitation Packet*) to the Explanatory Statement so that it is submitted to and received by the Information Agent via the Scheme AHL Portal by the Voting Deadline (that is, by no later than 11.00 p.m. Hong Kong time on 24 May 2023, the equivalent being 10.00 a.m. Cayman Islands time on 24 May 2023).

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meeting will be required to register its attendance at the Scheme Meeting no later than one hour prior to the scheduled start time of the Scheme Meeting. Registration at the Scheme Meeting will commence at 6 p.m. Hong Kong time on 30 May 2023, the equivalent being 5 a.m. Cayman Islands time on 30 May 2023.

Any Scheme Creditor that wishes to attend the Scheme Meeting in person should produce a duplicate copy of the Account Holder Letter that was executed and delivered on its behalf, evidence of personal identity (for example, a passport or other picture identification) and, in the case of a corporation, evidence of corporate authority (for example, a valid power of attorney and/or board minutes) at the registration desk by no later than one hour before the scheduled time of the Scheme Meeting. If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend, or vote at, the Scheme Meeting. If a Scheme Creditor appoints the Chairperson as its proxy, there is no need for the Chairperson to take the Account Holder Letter to the Scheme Meeting.

A Scheme Creditor who has indicated in the Account Holder Letter that it wishes to attend the Scheme Meeting in person or by proxy and has subsequently confirmed to the Information Agent that it wishes to attend the Scheme Meeting via video conference will be sent instructions for attending the Scheme Meeting from the Information Agent to the contact information provided in the Account Holder Letter upon the Information Agent (on behalf of and in consultation with the Company) being satisfied that the Scheme Creditor and/or the representative requesting the same has provided satisfactory evidence of its identity and/or its authority to represent the Scheme Creditor at the Scheme Meeting.

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including, for reference, the Account Holder Letter to be completed by all Scheme Creditors via the Scheme AHL Portal) are available to download from the Scheme Website (<https://projects.morrowsodali.com/DexinScheme>), subject to eligibility and registration. Each Scheme Creditor who wishes to participate in the Scheme Meeting must ensure that an Account Holder Letter has been validly completed and submitted to the Information Agent via the Scheme AHL Portal prior to the Voting Deadline.

Pursuant to the Scheme Convening Order, the Court has appointed Cora Miller of Conyers Dill & Pearman LLP, or, failing her, another representative of Conyers Dill & Pearman LLP, to act as the Chairperson of the Scheme Meeting and has directed the Chairperson in her capacity as the Chairperson of the Scheme Meeting to report the results of the Scheme Meeting to the Court within seven (7) days of the date of the Scheme Meeting. The results of the Scheme Meeting will also be made available on the Scheme Website and will be the subject of a public announcement to be published on The Stock Exchange of Hong Kong Limited.

The Scheme will be subject to the subsequent approval and sanction of the Court. The Scheme Sanction Hearing is presently scheduled to take place at 10.00 a.m. Cayman Islands time on 9 June 2023, the equivalent being 11.00 p.m. Hong Kong time on 9 June 2023. Any Scheme Creditor is entitled (but not obliged) to attend the Scheme Sanction Hearing, through legal counsel, to support or oppose the sanction of the Scheme.

FOR ASSISTANCE CONTACT

Morrow Sodali Limited

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Email: dexin@investor.morrowsodali.com

Scheme Website: <https://projects.morrowsodali.com/DexinScheme>

Scheme AHL Portal: <https://portal.morrowsodali.com/DexinAHL>

Further announcement(s) will be made by the Company to inform shareholders and other investors of the Company of any material developments in relation to the proposed offshore debt restructuring under the Scheme as and when appropriate.

Shareholders and other 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, 2 May 2023

As at the date of this announcement, the board of directors of the Company 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 Jiangang and Mr. Chen Hengliu as independent non-executive directors.