

*This announcement is for information purposes only, and does not constitute an offer to sell or the solicitation of an offer to acquire, purchase or subscribe for 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.*

*Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States or 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 have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any other jurisdiction, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. 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 and its management, as well as financial statements. No public offer of the securities referred to herein will be made in the United States or any other jurisdiction.*



**HUIJING HOLDINGS COMPANY LIMITED**

**滙景控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 9968)**

**Sole Dealer Advisor**



**US\$138,000,000 12.50% SENIOR NOTES DUE 2022**

**EXTENSION OF THE SETTLEMENT DATE OF  
THE EXCHANGE OFFER IN RELATION TO  
OUTSTANDING 12.50% SENIOR NOTES DUE 2022  
(ISIN: XS2364281506; COMMON CODE: 236428150)**

**AND**

**PROPOSED ISSUE OF  
US\$107,600,000 12.50% SENIOR NOTES DUE 2023**

Reference is made to the announcements of Huijing Holdings Company Limited (the “**Company**”) dated July 7, 2022, July 13, 2022 and July 15, 2022, respectively, in respect of the Exchange Offer (the “**Announcements**”). Unless otherwise defined in this announcement, terms and expressions defined in the Announcements shall have the same meanings in this announcement.

## **EXTENSION OF THE SETTLEMENT DATE**

The Company hereby announces that with immediate effect, the Settlement Date is further extended from July 19, 2022, Hong Kong time, to July 21, 2022, Hong Kong time (the “**New Settlement Date**”). Correspondingly, subject to satisfaction or waiver of the conditions as set forth in the Exchange Offer Memorandum, settlement and issuance of the New Notes, delivery of the Exchange Consideration to Eligible Holders whose Old Notes have been validly tendered and accepted for exchange, cancellation of such Old Notes and announcement of settlement of the New Notes and cancellation of the Old Notes are expected to occur on or about July 21, 2022, and listing of the New Notes on the SGX-ST is expected to occur on or about July 22, 2022.

Correspondingly, on the New Settlement Date, which is currently expected to be July 21, 2022, the Company will issue and deliver US\$107,600,000 in principal amount of New Notes and pay a total of US\$6,687,638.92 in cash in respect of accrued and unpaid interest on the Old Notes and US\$0 in cash in lieu of fractional amount of the New Notes in full satisfaction of the Exchange Consideration to Eligible Holders whose Old Notes have been validly tendered and accepted for exchange in the Exchange Offer. Old Notes accepted for exchange will be cancelled.

In addition, there are certain requirements relating to the payment procedures of the Old Notes under Section 4.01 of the indenture, dated as of July 22, 2021 (as supplemented or amended to the date hereof, the “**Old Notes Indenture**”), by and between the Company, the Subsidiary Guarantors named therein and China Construction Bank (Asia) Corporation Limited (中國建設銀行(亞洲)股份有限公司), as trustee, governing the Old Notes. As the time specified for the payment to the paying agent for the Old Notes under Section 4.01 of the Old Notes Indenture falls before the New Settlement Date, there will be a technical breach of Section 4.01 of the Old Notes Indenture.

**As of the date of this announcement, except for the modifications set forth above, other terms and conditions of the Exchange Offer remain the same as announced in the Announcements and Shareholders, holders of the Old Notes and investors in securities of the Company should note that the issuance of the New Notes under the Exchange Offer remains subject to the fulfillment or waiver of certain conditions precedent to the Exchange Offer.**

## **FURTHER DETAILS**

For a detailed statement of the terms and conditions of the Exchange Offer, holders of the Old Notes and potential investors in securities of the Company should refer to the Exchange Offer Memorandum, as the case may be.

The Company has mandated CMB International Capital Limited as the Sole Dealer Advisor in relation to the Exchange Offer. The Company has also mandated D.F. King Ltd. as Information and Exchange Agent for the Exchange Offer who can be contacted in London, +44 20 7920 9700 and in Hong Kong, +852 3953 7208 or via email at [huijing@dfkingltd.com](mailto:huijing@dfkingltd.com).

Copies of all documents relating to the Exchange Offer, including any updates, are available via the Exchange Website: <https://sites.dfkingltd.com/huijing>.

## **GENERAL**

**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 UNDER 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 THE OLD NOTES IN THE EXCHANGE OFFER.**

The New Notes and the Subsidiary Guarantees have not been, and will not be registered under the U.S. Securities Act or any securities laws and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

No PRIIPs key information document has been prepared as the New Notes are not available to retail investors in the EEA and the United Kingdom.

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or elsewhere. No securities of the Company or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. Nothing in this announcement shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

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. Forward-looking statements in this announcement, including, among others, those statements relating to the Exchange Offer are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Old Notes and/or the New Notes, changes in the business and financial condition of the Company and its subsidiaries, changes in the property industry and changes in the capital markets in general.

The distribution of the Exchange Offer Memorandum is restricted by law in certain jurisdictions. Persons who come into possession of the Exchange Offer Memorandum are required to inform themselves of and to observe any of these restrictions. The Exchange Offer Memorandum does not constitute, and may not be used in connection with, an offer to sell or buy Old Notes or New Notes or a solicitation to sell or buy Old Notes or New Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

**Shareholders, holders of the Old Notes and potential investors in securities of the Company should note that completion of the Exchange Offer is subject to the fulfillment or waiver of certain conditions precedent to the Exchange Offer. No assurance can be given that the Exchange Offer will be completed and the Company reserves the right, in its sole and absolute discretion, to extend, amend, withdraw or terminate the Exchange Offer with or without conditions, subject to applicable laws.**

**The Company may, in its sole discretion, amend or waive certain of the conditions precedent to the Exchange Offer, in each case in whole or in part, at any time before the New Settlement Date. As the Exchange Offer may or may not proceed, Shareholders, holders of the Old Notes and potential investors should exercise caution when dealing in the securities of the Company.**

By order of the Board  
**Huijing Holdings Company Limited**  
**Lun Zhao Ming**  
*Executive Director*

Hong Kong, July 18, 2022

*As at the date of this announcement, the Board comprises Mr Lun Zhao Ming, Mr Lu Peijun and Mr Luo Chengyu as executive Directors, Mr Lun Ruixiang as a non-executive Director, and Ms Chiu Lai Kuen Susanna, Mr Hung Wan Shun Stephen and Ms Lin Yanna as independent non-executive Directors.*