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THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST") ASSUMES NO RESPONSIBILITY FOR THE CONTENTS OF THIS ANNOUNCEMENT, MAKES NO REPRESENTATION AS TO THE CORRECTNESS OF ANY OF THE STATEMENTS OR OPINIONS MADE OR REPORTS CONTAINED IN THIS ANNOUNCEMENT.

**BAOXIN AUTO FINANCE I LIMITED AND CHINA GRAND AUTOMOTIVE SERVICES GROUP CO., LTD. ANNOUNCE ADDITIONAL KEY TERMS OF EXCHANGE OFFERS**

October 15, 2019

Reference is made hereby to the announcement of Baoxin Auto Finance I Limited (the "**Existing Securities Issuer**") and China Grand Automotive Services Group Co., Ltd. (廣匯汽車服務集團股份有限公司) (the "**Company**") dated October 9, 2019 (the "**Announcement**") relating to the Company's offer to exchange (the "**Exchange Offers**") up to the relevant Exchange Caps of the following securities for the relevant Exchange Consideration:

| Description of Debt Securities                                                                                                                                                                        | Outstanding Principal Amount | ISIN / Common Code       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|--------------------------|
| US\$400,000,000 8.75% Senior Perpetual Securities issued by the Existing Securities Issuer (as defined below) (" <b>Existing Perpetual Securities</b> ")                                              | US\$400,000,000              | XS1519630484 / 151963048 |
| US\$300,000,000 7.90% Senior Notes due 2020 issued by the Existing Securities Issuer (" <b>Existing Notes</b> ", together with the Existing Perpetual Securities, the " <b>Existing Securities</b> ") | US\$300,000,000              | XS1833291203 / 183329120 |

Unless the context herein defines otherwise, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

**IN RESPECT OF THE EXCHANGE OFFER FOR THE EXISTING PERPETUAL SECURITIES, EXISTING PERPETUAL SECURITIES EXCHANGE PRICE AND ADDITIONAL CASH CONSIDERATION; IN RESPECT OF THE EXCHANGE OFFER FOR THE EXISTING NOTES, MINIMUM YIELD FOR THE NEW 2021 NOTES**

The Exchange Offer for the Existing Perpetual Securities is hereby amended such that: (i) the Existing Perpetual Securities Exchange Price will be at least US\$1,086.7732; and (ii) since, as disclosed in the Exchange Offer Memorandum, the New April 2019 Notes bear interest at a fixed rate of 8.625% per annum, a minimum yield is not and will not be set in respect of the New April 2019 Notes. The final Existing Perpetual Securities Exchange Price will be set by the Company and announced as soon as practicable following the Exchange Expiration Deadline.

Furthermore, the Exchange Offer for the Existing Perpetual Securities is hereby amended such that the Exchange Consideration for Eligible Holders that tender their Existing Perpetual Securities prior to the Exchange Expiration Deadline and accepted by the Company shall be amended to include an additional cash consideration of US\$2 per US\$1,000 of such Existing Perpetual Securities.

In respect of the Exchange Offer for the Existing Notes, the minimum yield for the New 2021 Notes will be 8.885% per annum. The Maturity Date for the New 2021 Notes will be the date that is one year and nine months following the Exchange Settlement Date. The final interest rate of the New 2021 Notes is expected to be set at the pricing of the Concurrent New Money Issuance (if any), or announced as soon as practicable following the Exchange Expiration Deadline if we do not price the Concurrent New Money Issuance.

## ACCRUED INTEREST

Accrued Interest will be payable in cash within 20 days of the Exchange Settlement Date (as defined in the Exchange Offer Memorandum). An announcement will be made as soon as practicable following such payment. Accrued Interest will not be payable in the form of additional New Notes. The cash payments for the Accrued Interest will be made by deposit of funds with Euroclear or Clearstream. No additional accrued distribution or interest will be payable due to such payment for Accrued Interest being made after the Exchange Settlement Date.

### **Accrued Interest will not be payable prior to or on the Exchange Settlement Date.**

Eligible Holders who validly tender Existing Securities in the Exchange Offers will, upon acceptance by us and receipt of the relevant Exchange Consideration (other than the Accrued Interest) on the Exchange Settlement Date, waive any and all rights with respect to such Existing Securities and will release and discharge us from any and all claims such Eligible Holders may have, now or in the future, arising out of or related to such Existing Securities, except for the right to receive the Accrued Interest in cash within 20 days of the Exchange Settlement Date.

The Exchange Offers hereby are amended such that the Existing Securities will be submitted for cancellation and markdown on the Exchange Settlement Date upon the receipt by Eligible Holders of the relevant Exchange Consideration (other than Accrued Interest). As a result, such Eligible Holders will cease to be securityholders on the records of the clearing systems and will cease to have any right as securityholders of the Existing Securities on the Exchange Settlement Date, other than the right to receive the Accrued Interest in cash within 20 days of the Exchange Settlement Date. If the Company defaults in the payment of Accrued Interest in cash within 20 days of the Exchange Settlement Date, such Eligible Holders could only initiate proceedings against the Company individually and could face difficulties with pursuing claims against the Existing Securities Issuer and the Company for such default. In particular, because the Existing Securities will have been cancelled on the Exchange Settlement Date, such Eligible Holders will not be able to pursue any claim for such default against the Existing Securities Issuer and the Company through the Existing Securities Trustee (as defined in the Exchange Offer Memorandum).

The Existing Securities Trustee makes no recommendations and gives no legal or investment advice herein or as to the Existing Securities generally. Eligible Holders should seek and rely on their own independent legal, financial, tax or other professional advice relating to the Existing Securities. Each Eligible Holder, upon acceptance of the terms described herein, will be deemed to have released, discharged and exonerated the Existing Securities Trustee from any and all claims such Eligible Holders may have, now or in the future, arising out of or relating to the Existing Securities and their respective indentures, including any unpaid Accrued Interest payable in connection with the Exchange Offers.

## EXPECTED TIMETABLE OF EVENTS

The following summarizes the updated schedule for the Exchange Offers. Please note that the expiration of the Exchange Offers, the settlement of the New Notes, as well as the other events listed below, may be earlier or later than indicated below, as described elsewhere in this announcement and in the Exchange Offer Memorandum.

In relation to the times and dates indicated below, Eligible Holders should note the particular practices and policies of the relevant Clearing System regarding their communications deadlines, which will determine the latest time at which tenders of the Existing Securities for exchange may be delivered to the relevant Clearing System (which may be earlier than the deadlines set forth below) so that they are received by the Information and Exchange Agent within the deadlines set forth below.

All notices to Eligible Holders will be released through delivery to the Clearing Systems for communication to direct participants. All notices and documents will be made available on the Exchange Offers Website maintained by the Information and Exchange Agent at: <https://sites.dfkingltd.com/ChinaGrandAuto>.

| <b>Date</b>                                      | <b>Event</b>                                                                                                                                                                                     |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| October 17, 2019 at 4:00 pm<br>London time ..... | <b><i>Withdrawal Deadline</i></b><br><br>This being the last date and time at which Instructions may be revoked, except in the limited circumstances described in the Exchange Offer Memorandum. |

| <b>Date</b>                                                                                       | <b>Event</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| October 21, 2019 at 4:00 pm<br>London time .....                                                  | <b><i>Exchange Expiration Deadline</i></b><br><br>This being the last date and time at which Eligible Holders of the Existing Securities who validly submit Instructions are eligible (subject to the Exchange Caps) to receive the Exchange Consideration.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| As soon as practicable after the<br>Exchange Expiration Deadline ....                             | <b><i>Announcement of Existing Securities tendered pursuant to the Exchange Offers</i></b><br><br>Announcement of the amount of valid tenders for exchange received prior to the Exchange Expiration Deadline.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| As soon as practicable after the<br>Exchange Expiration Deadline ....                             | <b><i>Pricing of Concurrent New Money Issuance, if any, subject to market conditions; announcement of pricing of New Notes in relation to the Exchange Offers and Concurrent New Money Issuance and Exchange Offers results</i></b><br><br>Announcement of (i) the determination of the final interest rate of the New 2021 Notes, (ii) pricing of the Concurrent New Money Issuance (if any), (iii) the final aggregate principal amount of Existing Securities accepted for exchange, (iv) the final aggregate principal amount of the New Notes to be issued to investors in exchange for the Existing Securities validly tendered, accepted and exchanged and (v) any cash amount payable in respect of Accrued Interest (if any) and fractional amounts of New Notes. |
| On or about October 25, 2019 .....                                                                | <b><i>Exchange Settlement Date</i></b><br><br>Settlement and issuance of the New Notes, delivery of the Exchange Consideration (other than the Accrued Interest) to Eligible Holders whose Existing Securities have been validly tendered and accepted for exchange.<br><br>Cancellation of the Existing Securities.                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| On or about October 29, 2019 .....                                                                | <b><i>Listing of New Notes on SGX-ST</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| On or before about November 14,<br>2019 - Within 20 days of the<br>Exchange Settlement Date ..... | Payment of Accrued Interest in cash due to Eligible Holders under the Exchange Offers whose Existing Securities have been validly tendered and accepted for exchange.<br><br>See "Accrued Interest" above for certain risks relating to such payment being scheduled after the Exchange Settlement Date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

All references to times are to London time, unless stated otherwise.

The Company reserves the right to extend the Exchange Expiration Deadline in its sole discretion. In such a case, the date on which the subsequent announcement relating to the Exchange Offers will be delivered and the Exchange Settlement Date will be adjusted accordingly. Eligible Holders should inform themselves of any earlier deadlines that may be imposed by the Clearing Systems and/or any intermediaries, which may affect the timing of the submission of an Instruction.

The Exchange Offers in respect of the Existing Perpetual Securities and the Existing Notes are independent transactions and not contingent upon the occurrence or consummation of the other. The Company may, at its discretion, apply different timetables (including but not limited to different expiration deadlines and settlement dates) to the Exchange Offers in respect of the Existing Perpetual Securities and the Existing Notes.

The Company reserves the right, but is not obligated, to increase, decrease or waive the Exchange Caps in its sole discretion without extending the Exchange Expiration Deadline.

#### **FOR FURTHER INFORMATION**

The Company has retained China International Capital Corporation Hong Kong Securities Limited and Morgan Stanley & Co. International plc to act as the dealer managers for the Exchange Offers.

The Company has retained D.F. King Ltd. as the Information and Exchange Agent. D.F. King Ltd. may be contacted by phone in London, +44 20 7920 9700 and in Hong Kong, +852 3953 7231, or via email at [ChinaGrandAuto@dfkingltd.com](mailto:ChinaGrandAuto@dfkingltd.com).

The Exchange Offer Memorandum will be distributed in electronic format to Eligible Holders via the Exchange Website: <https://sites.dfkingltd.com/ChinaGrandAuto>. Any requests for additional copies of the Exchange Offer Memorandum should be directed to D.F. King Ltd. at the above points of contact.

## GENERAL

No offer or invitation to acquire or exchange any securities is being made pursuant to this announcement. This announcement and the Exchange Offer Memorandum contain important information, which must be read carefully before any decision is made with respect to the Exchange Offers. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax and financial advice, including as to any tax consequences, from its stock broker, bank manager, solicitor, accountant or other independent financial adviser.

This announcement and the Exchange Offer Memorandum do not constitute an offer to sell or buy or the solicitation of an offer to sell or buy the Existing Securities and/or New Notes, as applicable, (and offers of Existing Securities for exchange pursuant to the Exchange Offers will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful.

**PLEASE NOTE: The Exchange Offers are available only to investors who are non-U.S. persons outside the United States. U.S. PERSONS AND PERSONS LOCATED IN THE UNITED STATES ARE NOT PERMITTED TO TENDER EXISTING SECURITIES IN THE EXCHANGE OFFERS.**

**Prohibition of sales to EEA retail investors** – The securities described in this document are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**MIFID II product governance/Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the securities has led to the conclusion that: (i) the target market for the securities is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the securities described in this document to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the securities described in this document (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**Singapore Securities and Futures Act Product Classification** – Solely for the purposes of the Company's obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), we have determined, and hereby notify all relevant persons (as defined in Section 309A of the SFA) that the securities described in this document are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).