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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

**ARRANGEMENT ON SETTLEMENT OF THE EXCHANGE
CONSIDERATION 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, July 15, 2022 and July 18, 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.

ARRANGEMENT ON SETTLEMENT OF THE EXCHANGE CONSIDERATION

The Company hereby announces that the payment for Accrued Interest in cash which forms the entire cash portion of the Exchange Consideration will not be made by deposit of funds directly to the Clearing Systems and will be made separately outside of the Clearing Systems to Eligible Holders whose Old Notes have been validly tendered and accepted for exchange in the Exchange Offer. The Company has reached out to each Eligible Holder whose Old Notes have been validly tendered and accepted for exchange to agree on the settlement mechanisms with such Eligible Holder in respect of such cash portion of the Exchange Consideration. Holders of the Old Notes requiring further information in relation to the aforementioned arrangement may contact the Company at Suites 911–912, 9/F, One Pacific Place, 88 Queensway, Hong Kong or ir@huijingholdings.com.

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.

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 20, 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.