

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only, and does not constitute an invitation or an offer to acquire, purchase or subscribe for securities. No public offer of the securities referred to herein will be made in Hong Kong, the United States or any other jurisdiction.*

*Neither this announcement nor anything herein constitutes and should not be construed as an offer of securities for sale or solicitation of an offer to buy securities 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 jurisdictions. 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 making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*



## **VCREDIT Holdings Limited** **維 信 金 科 控 股 有 限 公 司**

*(registered by way of continuation in the Cayman Islands with limited liability)*  
**(Stock Code: 2003)**

### **PROPOSED ISSUE OF USD DENOMINATED SENIOR NOTES**

The Company proposes to issue USD denominated senior notes. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investor interest. Goldman Sachs is the sole global coordinator, sole lead manager and sole bookrunner. As at the date of this announcement, the terms and conditions of the Notes are still being determined and the Notes are proposed to be guaranteed by the Subsidiary Guarantors. Upon, amongst other things, finalizing the terms of the Notes, it is expected that Goldman Sachs and other initial purchasers (if any), together with the Subsidiary Guarantors and the Company, will enter into the Purchase Agreement. The Company currently intends to use the net proceeds of the Notes primarily for general working capital purposes. The Company may adjust the foregoing plans in response to changing market conditions, and thus, reallocate the use of proceeds in the future.

The Notes will only be offered outside the United States in compliance with Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or any other jurisdiction or any connected person of the Company.

**No PRIIPs KID** — No PRIIPs key information document has been prepared as the Notes are not available to any retail investor in the European Economic Area.

The Company will seek a listing of the Notes on the SEHK. Application will be made for the listing of, and permission to deal in, the Notes on the SEHK. The SEHK assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the SEHK and quotation of the Notes on the SEHK is not to be taken as an indication of the merits of the Company, its subsidiaries and associated companies or the Notes.

**As no binding agreement (including the Purchase Agreement) in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.**

This announcement is made by the Company pursuant to Rule 13.09 of 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).

## **THE PROPOSED NOTES ISSUE**

### **Introduction**

The Company proposes to issue USD denominated senior notes. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investor interest. Goldman Sachs is the sole global coordinator, sole lead manager and sole bookrunner. As at the date of this announcement, the terms and conditions of the Notes are still being determined and the Notes are proposed to be guaranteed by the Subsidiary Guarantors. Upon, amongst other things, finalizing the terms of the Notes, it is expected that Goldman Sachs and other initial purchasers (if any), together with the Subsidiary Guarantors and the Company, will enter into the Purchase Agreement, pursuant to which Goldman Sachs will be an initial purchaser of the Notes. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

The Notes will only be offered outside the United States in compliance with Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or any other jurisdiction or any connected person of the Company.

**No PRIIPs KID** — No PRIIPs key information document has been prepared as the Notes are not available to any retail investor in the European Economic Area.

The Company currently intends to use the net proceeds of the Notes primarily for general working capital purposes. The Company may adjust the foregoing plans in response to changing market conditions, and thus, reallocate the use of proceeds in the future.

## **Listing**

The Company will seek a listing of the Notes on the SEHK. Application will be made for the listing of, and permission to deal in, the Notes on the SEHK. The SEHK assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the SEHK and quotation of the Notes on the SEHK is not to be taken as an indication of the merits of the Company, its subsidiaries and associated companies or the Notes.

## **GENERAL**

**As no binding agreement (including the Purchase Agreement) in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.**

## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

“Board”	:	the board of directors of the Company
“Company”	:	VCREDIT Holdings Limited (維信金科控股有限公司), a company registered by way of continuation in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the SEHK

“Goldman Sachs”	:	Goldman Sachs (Asia) L.L.C., the sole global coordinator, sole lead manager and sole bookrunner in respect of the offer and sale of the Notes
“Hong Kong”	:	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	:	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notes”	:	the USD denominated senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement
“PRC”	:	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purposes of this announcement
“Proposed Notes Issue”	:	the proposed issue of the Notes by the Company
“Purchase Agreement”	:	the agreement to be entered into between, among others, the Company, the Subsidiary Guarantors, and Goldman Sachs in relation to the Proposed Notes Issue
“Securities Act”	:	the United States Securities Act of 1933, as amended
“SEHK”	:	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantors”	:	non-PRC subsidiaries of the Company that on the issue date of the Notes will provide subsidiary guarantees to the Company’s obligations under the Notes
“U.S.” or “United States”	:	the United States of America, its territories and possessions and all areas subject to its jurisdiction

“US\$” or “USD” : United States dollar(s), the lawful currency of the United States

By order of the Board  
**VCREDIT Holdings Limited**  
**Ma Ting Hung**  
*Chairman*

Hong Kong, 12 June 2019

*As at the date of this announcement, the board of directors of the Company comprises Mr. Ma Ting Hung as the chairman and a non-executive director; Mr. Liu Sai Wang Stephen and Mr. Liu Sai Keung Thomas as executive directors; Mr. Chen Derek, Ms. Liu Yang and Mr. Yip Ka Kay as non-executive directors; and Mr. Chen Penghui, Dr. Seek Ngee Huat and Mr. Wu Chak Man as independent non-executive directors.*