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銀城國際控股有限公司

YINCHENG INTERNATIONAL HOLDING CO., LTD.

(於開曼群島註冊成立的有限公司)

(股份代號：1902)

海外監管公告

本海外監管公告乃銀城國際控股有限公司(「本公司」)根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第13.10B條而刊發。

請參閱本公司隨附的公告(「該公告」)，其在新加坡證券交易所有限公司的網站發佈。

於聯交所網站刊載該公告僅為方便向香港投資者進行同等的資訊傳達，並遵守上市規則第13.10B條的規定，不作任何其他目的。

承董事會命
銀城國際控股有限公司
主席
黃清平

香港，2023年3月2日

於本公告日期，本公司執行董事為馬保華先生、朱力先生、王政先生及邵磊女士；本公司非執行董事為黃清平先生及謝晨光先生；以及本公司獨立非執行董事為陳世敏博士、陳炳鈞先生及嚴康焯先生。

*This announcement is for information purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities in Hong Kong, the PRC or the United States or 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. This announcement is not for distribution, directly or indirectly, in or into the United States. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. 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; management, as well as financial statements. The Company does not intend to make any public offering of securities in the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended from time to time (the “**Securities Act**”). No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted.*



EXTENSION OF THE EXTENDED EXPIRATION DEADLINE AND SUPPLEMENT TO THE EXCHANGE OFFER MEMORANDUM DATED FEBRUARY 17, 2023

Reference is made to the announcements of the Company dated February 17, 2023 and February 24, 2023 (the “**Announcements**”) in relation to the Exchange Offer of the Existing Notes. Capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcements.

Further Extension of the Extended Expiration Deadline

The Company hereby announces that with immediate effect, the Extended Expiration Deadline is extended from 4:00 p.m., London Time on March 2, 2023 to 4:00 p.m., London Time on March 16, 2023 (the “**Second Extended Expiration Deadline**”). Correspondingly, subject to satisfaction or waiver of the conditions as set forth in the Exchange Offer Memorandum (as supplemented by the supplemental exchange offer memorandum dated March 2, 2023, the “**Exchange Offer Memorandum**”), settlement of the New Notes and delivery of the Exchange Consideration to Eligible Holders whose Existing Notes have been validly tendered and accepted for exchange are expected to occur on or about March 20, 2023, and listing of the New Notes on the SGX-ST is expected to occur on or about March 22, 2023.

The further extension set forth above will take the Second Extended Expiration Deadline beyond the maturity date of the Existing Notes, and if the Company does not redeem or repay amounts due and payable on the Existing Notes on the maturity date, there will be (i) an event of default under the Existing Notes (in respect of non-payment of principal) and (ii) a default under the Existing Notes (in respect of non-payment of interest). Consequently, notwithstanding anything to the contrary in the Exchange Offer Memorandum, Eligible Holders who have validly tendered their Existing Notes at or prior to the Extended Expiration Deadline may revoke their instructions by submitting a revocation instruction to the Euroclear or Clearstream, via their custodian if applicable, at or prior to 4:00 p.m. London time on March 7, 2023 (the “**Revocation Deadline**”). If no revocation instruction was received from such Eligible Holders via Euroclear or Clearstream at or prior to the Revocation Deadline, their instructions will remain valid and irrevocable after the Revocation Deadline.

Eligible Holders who have not tendered their Existing Notes may tender their Existing Notes at or prior to the Second Extended Expiration Deadline in accordance with the terms and conditions set forth in the Exchange Offer Memorandum.

Instructions in connection with the Exchange Offer are irrevocable unless being validly revoked at or prior to the Revocation Deadline pursuant to the Exchange Offer Memorandum.

Subject to the consummation of the Exchange Offer, the Company will pay, with respect to Existing Notes validly tendered and accepted for exchange at or prior to the Second Extended Expiration Deadline, the Exchange Consideration as set forth in the Exchange Offer Memorandum.

Except for the modifications set forth above, all other terms and conditions of the Exchange Offer as set out in the Exchange Offer Memorandum shall remain unchanged. All documents and materials related to the Exchange Offer will be made available, subject to eligibility, on the Exchange Website: <https://sites.dfkingltd.com/yincheng>.

Questions about the terms of the Exchange Offer, including tender or exchange procedures, should be directed to the Information and Exchange Agent through its telephone numbers and email set forth below:

D.F. King Ltd

In London

65 Gresham Street
London EC2V 7NQ
United Kingdom
Telephone: +44 20 7920 9700

In Hong Kong

Suite 1601, 16th Floor, Central Tower
28 Queen's Road Central
Hong Kong
Telephone: +852 3953 7231

Email: Yincheng@dfkingltd.com

Exchange Website: <https://sites.dfkingltd.com/yincheng>

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE EXISTING NOTES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE EXCHANGE OFFER MEMORANDUM.

SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE EXCHANGE OFFER IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AS SET FORTH IN THE EXCHANGE OFFER MEMORANDUM AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE EXCHANGE OFFER WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE EXCHANGE OFFER WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER. AS THE EXCHANGE OFFER MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE EXISTING NOTES.

The Exchange Offer is not being made to (nor will the tender of the Existing Notes) Holders in any jurisdiction where the making or acceptance of the Exchange Offer would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Exchange Offer would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Exchange Offer will not be made to any Holder residing in such jurisdiction.

By order of the Board
Yincheng International Holding Co., Ltd.
HUANG Qingping
Chairman

Hong Kong, March 2, 2023

As at the date of this announcement, the executive directors of the Company are Mr. Ma Baohua, Mr. Zhu Li, Mr. Wang Zheng and Ms. Shao Lei; the non-executive directors of the Company are Mr. Huang Qingping and Mr. Xie Chenguang; and the independent non-executive directors of the Company are Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Yim Hong Cheuk Foster.