

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.*

*This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The New Notes and the guarantee of the New Notes have not been and will not be registered under the Securities Act, as amended, and may not be offered or sold within the United States or to any U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the New Notes are being offered and sold only to non-U.S. persons outside the United States in offshore transactions in compliance with Regulation S.*

## **RKPF Overseas 2019 (B) Limited**

*(Incorporated with limited liability under the laws of the British Virgin Islands)*

### **ANNOUNCEMENT TO NOTEHOLDERS IN RESPECT OF RESULTS OF THE EXCHANGE AND TENDER OFFER FOR US\$400,000,000 7.75% GUARANTEED SENIOR NOTES DUE 2021**

(Common code: 193431135; ISIN code: XS1934311355)

Reference is made to the announcements of the Company dated 25 and 26 August 2020 (the “**Announcements**”). Terms defined in the Announcements shall have the same meanings when used herein.

The Exchange and Tender Offer expired at 4 p.m. London time, on 2 September 2020. The Company has determined to accept US\$115,588,000 of the Existing Notes validly submitted for the Exchange Offer and US\$53,797,000 of the Existing Notes validly submitted for the Tender Offer. The details of the final results of the Exchange and Tender Offer are as follows:

- (i) US\$115,588,000 of the Existing Notes, representing approximately 30.0% of the total aggregate principal amount of the outstanding Existing Notes, has been validly submitted and accepted for exchange for the New Notes pursuant to the Exchange and Tender Offer. As the aggregate principal amount of such Existing Notes validly tendered for the Exchange Offer has exceeded the Maximum Exchange Acceptance Amount of US\$100,000,000 initially set and announced in respect of the Exchange Offer, the Offeror decided to raise the Maximum Exchange Acceptance Amount to US\$115,588,000 and accepted all the Existing Notes validly tendered for the Exchange Offer; and
- (ii) US\$53,797,000 of the Existing Notes, representing approximately 14.0% of the total aggregate principal amount of the outstanding Existing Notes, has been validly submitted and accepted for tender pursuant to the Exchange and Tender Offer. The Maximum Tender Acceptance Amount has not been exceeded.

Subject to the satisfaction of conditions to the Exchange and Tender Offer and the Concurrent New Money Issuance, the Issuer will issue US\$115,588,000 of the New Notes pursuant to the Exchange Offer and the notes on the same terms in the principal amount of US\$300,000,000 pursuant to the Concurrent New Money Issuance.

This announcement must be read in conjunction with the Exchange and Tender Offer Memorandum.

All documents related to the Exchange and Tender Offer can be found on the Offer Website: <https://bonds.morrowsodali.com/roadking>. HSBC, J.P. Morgan Securities plc and UBS AG Hong Kong Branch (in alphabetical order) are acting as the dealer managers and Morrow Sodali Ltd is acting as the information, exchange and tender agent for the Exchange and Tender Offer:

*The information, exchange and tender agent is:*

**Morrow Sodali Ltd**

Tel: +44 208 089 3287/+852 2158 8405

Email: [roadking@investor.morrowsodali.com](mailto:roadking@investor.morrowsodali.com)

*The dealer managers are:*

**J.P. Morgan Securities plc    The Hongkong and Shanghai Banking Corporation Limited    UBS AG HongKong Branch**

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## GENERAL

The New Notes and the notes to be issued pursuant to the Concurrent New Money Issuance have not been, and will not be, registered under the Securities Act, or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and applicable state securities laws. This announcement is not an offer to purchase or a solicitation of an offer to sell securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful.

For and on behalf of  
**RKPF Overseas 2019 (B) Limited**  
**Zen Wei Peu, Derek**  
*Director*

Hong Kong, 3 September 2020

*As at the date of this announcement, the board of directors of the Company comprises Messrs. Zen Wei Pao, William, Zen Wei Peu, Derek, Ko Yuk Bing and Fong Shiu Leung, Keter.*