

**NOT FOR DISTRIBUTION IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS DOCUMENT.**

**THIS ANNOUNCEMENT IS FOR INFORMATION ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY NOTES.**

May 3, 2021



## **NOTICE OF TENDER OFFER**

### **Invitation by PT Chandra Asri Petrochemical Tbk (the “Company”) to the holders of its 4.95% Senior Unsecured Notes due 2024 (the “Notes”)**

The Company hereby announces the commencement of its invitation to holders of the Notes (the “**Holders**”) to submit tenders to the Company to purchase their Notes for cash on the terms and subject to the conditions contained in the Tender Offer Memorandum dated May 3, 2021 (the “**Tender Offer**”) (the “**Tender Offer Memorandum**”). Capitalized terms used in this announcement have the meanings ascribed to them in the Tender Offer Memorandum, unless the context requires otherwise.

#### **OVERVIEW OF THE TENDER OFFER**

<b>The Notes</b>	4.95% Senior Unsecured Notes due 2024 (Regulation S Notes – CUSIP: Y7141G AA0, ISIN: USY7141GAA05, Common Code: 171131308) (Rule 144A Notes – CUSIP: 69371G AA8, ISIN: US69371GAA85, Common Code: 171131294)
<b>Modified Dutch Auction Bid Range</b>	Between U.S.\$1,000 (the “ <b>Minimum Purchase Price</b> ”) and U.S.\$1,024.75 (the “ <b>Maximum Purchase Price</b> ”), inclusive of the Early Tender Offer Premium <sup>(1)(2)</sup>
<b>Early Tender Deadline</b>	5:00 p.m. (New York City time) on May 14, 2021 (unless extended as provided in the Tender Offer Memorandum)
<b>Expiration Deadline</b>	11:59 p.m. (New York City time) on May 28, 2021 (unless the Tender Offer is extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum)
<b>Outstanding Principal Amount</b>	U.S.\$267,780,000 (as of the date of the Tender Offer Memorandum)
<b>Target Acceptance Amount</b>	Up to a maximum of U.S.\$75,000,000 in aggregate principal amount of the Notes validly tendered and accepted for purchase (subject to the right of the Company to amend such amount as provided in the Tender Offer Memorandum)

(1) Per US\$1,000 principal amount of Notes accepted for purchase. The Company will also pay accrued and unpaid interest to, but not including, the applicable Payment Date (as defined below).

(2) Holders who tender Notes at or prior to the Early Tender Deadline may specify a purchase price, which must be within the Modified Dutch Auction Bid Range.

The Company is undertaking the Tender Offer in order to optimize and proactively manage its internal cash, debt profile and capital structure. The Company intends to fund the aggregate Consideration and aggregate Accrued Interest Payment on Notes accepted for purchase pursuant to the Tender Offer with cash on hand generated from its operations.

Lucid Issuer Services Limited is acting as the information and tender agent (the “**Information and Tender Agent**”) for the Tender Offer. DBS Bank Ltd. and The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch are acting as dealer managers (the “**Dealer Managers**”) for the Tender Offer.

The Company will, on the applicable Payment Date, pay for Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline pursuant to the Tender Offer and accepted by it for purchase, a cash amount (rounded to the nearest U.S.\$0.01), expressed per U.S.\$1,000 principal amount of the Notes (the “**Clearing Price**”), as determined pursuant to the modified Dutch auction procedure described in the Tender Offer Memorandum (the “**Modified Dutch Auction Procedure**”), which includes the Early Tender Offer Premium of U.S.\$30.00 per U.S.\$1,000 principal amount of the Notes. The Company will, on the Final Payment Date, pay for Notes validly tendered and not validly withdrawn after the Early Tender Deadline but at or before the Expiration Deadline pursuant to the Tender Offer and accepted by it for purchase, a cash amount, expressed per U.S.\$1,000 principal amount of the Notes (the “**Tender Offer Consideration**”), which is the Early Tender Offer Consideration (which will be equal to the Clearing Price) *minus* the Early Tender Offer Premium.

Only Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline will be eligible to receive the Early Tender Offer Consideration, which includes the Early Tender Offer Premium. Notes validly tendered after the Early Tender Deadline but at or before the Expiration Deadline will be eligible to receive only the Tender Offer Consideration, which is the Early Tender Offer Consideration *minus* the Early Tender Offer Premium. Each of the Early Tender Offer Consideration and the Tender Offer Consideration is referred to herein as the applicable or relevant “**Consideration**,” as the case may be.

The Company reserves the right, in its sole discretion and for any reason, to change the Target Acceptance Amount or to accept less or more than the Target Acceptance Amount of Notes tendered for purchase pursuant to the Tender Offer. The Company will determine, in its sole discretion, the aggregate principal amount of the Notes validly tendered and not validly withdrawn pursuant to the Tender Offer that it will accept for purchase (the “**Acceptance Amount**”). If, at the Early Tender Deadline, the aggregate principal amount of Notes validly tendered and not validly withdrawn and which the Company accepts for purchase is equal to or exceeds the Acceptance Amount, the Company reserves the right, at its option, not to accept any additional Notes tendered by Holders after the Early Tender Deadline.

In addition to the applicable Consideration, the Company will pay accrued and unpaid interest in respect of any Notes purchased in the Tender Offer from, and including, the last interest payment date to, but excluding, the Early Payment Date (if any) or the Final Payment Date (each, as defined below), as the case may be (such amount, rounded to the nearest U.S.\$0.01, an “**Accrued Interest Payment**”).

Subject to the terms and conditions of the Tender Offer, the Company reserves the right, in its sole discretion, at any time following the Early Tender Deadline but at or prior to the Expiration Deadline (the “**Early Acceptance Date**”), to accept for purchase the Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline, up to the Target Acceptance Amount. If the Company elects to exercise this option, it will pay the Early Tender Offer Consideration for the Notes validly tendered and not validly withdrawn and accepted for purchase at the Early Acceptance Date on a date (the “**Early Payment Date**”) promptly following the Early Tender Deadline. Such Early Payment Date, if any, is expected to be May 19, 2021, three Business Days after the Early Tender Deadline, but is subject to change without notice. Also, on the Early Payment Date, if any, the Company will pay the relevant Accrued Interest Payment to, but excluding, the Early Payment Date, on Notes validly tendered and not validly withdrawn and accepted for purchase at the Early Acceptance Date. If the Company does not elect to have an Early Payment Date, payment for such Notes will be made on the Final Payment Date.

Subject to the terms and conditions of the Tender Offer, and to the Company’s right, in its sole discretion, to extend, amend, terminate or withdraw the Tender Offer, the Company reserves the right, after the Expiration Deadline (the “**Final Acceptance Date**”), to accept for purchase the Notes validly tendered, not previously accepted (if any) and not validly withdrawn at or before the Expiration Deadline, up to the Target Acceptance Amount. The Company will pay the Tender Offer Consideration for Notes accepted for purchase at the Final Acceptance Date on a date (the “**Final Payment Date**”) promptly following the Expiration Deadline. Such Final Payment Date, if any, is expected to be June 3, 2021, three Business Days after the Expiration Deadline, but is subject to change without notice. Also, on the Final Payment Date, the Company will pay the relevant Accrued Interest Payment to, but excluding, the Final Payment Date on Notes validly tendered and accepted for purchase at the Final Acceptance Date. Each of the Early Payment Date (if any) and the Final Payment Date is referred to herein as the relevant or applicable “**Payment Date**,” as the case may be.

The acceptance for purchase of Notes tendered in the Tender Offer is subject to the satisfaction or (in the Company’s sole discretion) waiver of certain conditions, further described in the Tender Offer Memorandum.

The Company reserves the right, in its sole discretion but subject to applicable law, to (1) extend, terminate or withdraw the Tender Offer at any time and (2) otherwise amend the Tender Offer in any respect. The foregoing rights are in addition to the right to delay acceptance for purchase of Notes tendered pursuant to the Tender Offer or the payment for Notes accepted for purchase pursuant to the Tender Offer in order to comply with any applicable law, subject to Rule 14e-1(c) under the U.S. Securities Exchange Act of 1934 (the “**Exchange Act**”), which requires that the Company pay the consideration offered or return the deposited Notes promptly after the termination or withdrawal of the Tender Offer.

## **MODIFIED DUTCH AUCTION PROCEDURE**

To be eligible to receive the applicable Consideration pursuant to the Tender Offer, Holders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Information and Tender Agent on or before the Expiration Deadline.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Tender Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the deadlines specified in the Tender Offer Memorandum.

Except in limited circumstances that are further described in the Tender Offer Memorandum, Tender Instructions will be irrevocable once delivered in accordance with the terms of the Tender Offer.

At or before the Early Tender Deadline, Tender Instructions relating to the Notes may be submitted on a “non-competitive” or a “competitive” basis as follows:

- a “**Non-Competitive Tender Instruction**” is a Tender Instruction that either (i) does not specify a purchase price for the Notes, or (ii) specifies a purchase price less than or equal to the Minimum Purchase Price. Each Non-Competitive Tender Instruction, whether falling within (i) or (ii) above, will be deemed to have specified the Minimum Purchase Price for the tendered Notes; and
- a “**Competitive Tender Instruction**” is a Tender Instruction that specifies a purchase price (i) greater than the Minimum Purchase Price and (ii) less than or equal to the Maximum Purchase Price for the Notes. Purchase prices may only be specified in increments of U.S.\$0.05 per U.S.\$1,000 principal amount in such Competitive Tender Instructions. If a Competitive Tender Instruction specifies a purchase price that is not an increment of U.S.\$0.05 per U.S.\$1,000 principal amount above the Minimum Purchase Price, the purchase price so specified shall be rounded down to the nearest such increment of U.S.\$0.05 per U.S.\$1,000 principal amount, and such Competitive Tender Instruction shall be deemed to have specified such rounded figure as the purchase price.

Tender Instructions that specify a purchase price greater than the Maximum Purchase Price will not be accepted and will not be used for purposes of calculating the Clearing Price. The final determination of the Clearing Price will be made at the Company’s sole discretion promptly following the Early Tender Deadline, on the Pricing Date.

A Holder who elects to participate in the Tender Offer after the Early Tender Deadline should note that the purchase price set forth in the Agent’s Message or the Tender Instructions, as applicable, will be disregarded. Such Holder will only be eligible to receive the Tender Offer Consideration and will not be eligible to receive the Early Tender Offer Premium. Tenders of Notes after the applicable Early Tender Deadline (regardless of the purchase price set forth in the Agent’s Message or the Tender Instructions, as applicable) will not be used for purposes of calculating the Clearing Price, as described in the Tender Offer Memorandum.

Each Tender Instruction should also specify the aggregate principal amount of the Notes which is the subject of such Tender Instruction.

Tender Instructions must be submitted in minimum denominations of U.S.\$200,000 and integral multiples of U.S.\$1,000 excess thereof (the “**Authorized Denominations**”).

A separate Tender Instruction must be completed on behalf of each beneficial owner, due to potential pro-ration.

## Acceptance Priority and Proration

If the purchase of all Notes validly tendered at or prior to the Early Tender Deadline with a purchase price that is equal to or less than the Clearing Price would cause the Company to purchase more than the Acceptance Amount, taking into account the aggregate principal amount of Notes validly tendered, the Early Tender Offer Consideration and the pro-rationing described below, then the Tender Offer will be oversubscribed at the Early Tender Deadline and (i) the Company reserves the right not to accept for purchase any Notes tendered after the Early Tender Deadline and (ii) the Company will (assuming satisfaction or, where applicable, the waiver of the conditions to the Tender Offer) accept for purchase on the Early Acceptance Date (or, if there is no Early Acceptance Date, the Final Acceptance Date), the Notes tendered at or prior to the Early Tender Deadline as follows:

- first, the Company will accept for purchase all Notes validly tendered at or prior to the Early Tender Deadline with a purchase price that is less than the Clearing Price; and
- second, the Company will accept for purchase all Notes validly tendered at or prior to the Early Tender Deadline with a purchase price that results in a purchase price equal to the Clearing Price on a prorated basis, such that the Company will not accept for purchase Notes of an aggregate principal amount in excess of the Acceptance Amount. The proration factor will be calculated by dividing (i) the aggregate principal amount of Notes with a purchase price that is equal to the Clearing Price which the Company would need to purchase to reach the Acceptance Amount by (ii) the aggregate principal amount of the Notes validly tendered with a purchase price equal to the Clearing Price.

If the Tender Offer is oversubscribed at the Early Tender Deadline, then the Company reserves the right, at its option, to issue a press release promptly after the Early Tender Deadline stating that Notes tendered after the Early Tender Deadline will not be purchased pursuant to the Tender Offer.

If the Tender Offer is not oversubscribed at the Early Tender Deadline but the purchase of all Notes validly tendered after the Early Tender Deadline and at or prior to the Expiration Deadline, when considered together with the Notes that were tendered for purchase as of the Early Tender Deadline, would cause the Company to accept Notes of an aggregate principal amount in excess of the Acceptance Amount, then the Tender Offer will be oversubscribed at the Expiration Deadline and the Company will (assuming satisfaction or, where applicable, the waiver of the conditions to the Tender Offer) accept for purchase on the Expiration Deadline, such Notes tendered after the Early Tender Deadline on a prorated basis, such that the Company will not accept for purchase Notes of an aggregate principal amount in excess of the Acceptance Amount. The proration factor will be calculated by dividing (i) the aggregate principal amount of Notes validly tendered after the Early Tender Deadline and at or prior to the Expiration Deadline which the Company would need to purchase to reach the Acceptance Amount by (ii) the aggregate principal amount of the Notes validly tendered after the Early Tender Deadline and at or prior to the Expiration Deadline.

All Notes not accepted as a result of pro-rationing and all tenders of Notes with a purchase price in excess of the Clearing Price will be rejected.

If any Notes are purchased in the Tender Offer, Notes tendered with a purchase price equal to or less than the Clearing Price at or prior to the Early Tender Deadline will be accepted for purchase in priority to Notes tendered after the Early Tender Deadline and at or prior to the Expiration Deadline. Accordingly, if the Acceptance Amount is reached in respect of tenders made at or prior to the Early Tender Deadline, no Notes tendered after the Early Tender Deadline will be accepted for purchase.

In the event proration is required, the Company will multiply the principal amount of Notes subject to proration by the applicable proration factor. To avoid purchases of Notes in principal amounts other than in Authorized Denominations and to ensure the Company returns Notes in Authorized Denominations, if necessary, the Company will make appropriate adjustments downward to the nearest minimum Authorized Denomination. If application of pro-ration will result in either (i) the relevant Holder transferring Notes to the Company in a principal amount of less than U.S.\$200,000 or (ii) Notes in a principal amount of less than U.S.\$200,000 being returned to a Holder, then the Company will, in its sole and absolute discretion, either reject all or accept all of such Holder's validly tendered Notes. Notes not accepted for purchase as a result of pro-ration will be returned to the relevant Holder. Holders who tender less than all their Notes must continue to hold Notes in Authorized Denominations.

If pro-ration of the tendered Notes is required, the Company will determine the applicable proration factor as soon as reasonably practicable following the Early Tender Deadline or the Expiration Deadline, as the case may be, and after giving effect to any increase or decrease in the Acceptance Amount.

#### **INDICATIVE TIMETABLE**

The below timetable is indicative and shows one possible outcome for the timing of the Tender Offer based on the dates in the Tender Offer Memorandum. This timetable is subject to change and dates and times may be extended or amended by the Company in accordance with the terms of the Tender Offer, as described in the Tender Offer Memorandum, and applicable law. Accordingly, the actual timetable may differ significantly from the timetable below.

<b>Events</b>	<b>Time and Date</b>
<b>Commencement Date</b>	May 3, 2021
<b>Early Tender Deadline</b>	5:00 p.m. (New York City time) on May 14, 2021
<b>Pricing Date</b>	May 17, 2021
<b>Early Payment Date</b>	May 19, 2021
<b>Expiration Deadline</b>	11:59 p.m. (New York City time) on May 28, 2021
<b>Final Payment Date</b>	June 3, 2021

#### **FURTHER INFORMATION**

For a detailed statement of the terms and conditions of the Tender Offer, Holders should refer to the Tender Offer Memorandum. The Tender Offer Memorandum will also be made available to the Holders by the Dealer Managers and the Information and Tender Agent.

Questions and requests for assistance in connection with the Tender Offer should be directed to the Dealer Managers:

**DBS Bank Ltd.**  
12 Marina Boulevard, Level 42  
DBS Asia Central, Marina Bay Financial Centre  
Tower 3  
Singapore 018982  
Telephone: +65 6878 9821  
Email: [liabilitymanagement@dbs.com](mailto:liabilitymanagement@dbs.com)  
Attention: T&M – Fixed Income Origination

**The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch**  
10 Marina Boulevard  
45-01 Marina Bay Financial Centre Tower 2  
Singapore 018983  
Telephone: +852 3941 0223 (Hong Kong) / +44 20 7992 6237 (London) / +1 212 525 5552 (United States)  
Email: [liability.management@hsbcib.com](mailto:liability.management@hsbcib.com)  
Attention: Liability Management Group

Questions and requests for assistance in connection with tendering Notes and participating in the Tender Offer and the submission of a Tender Instruction should be directed to the Information and Tender Agent:

#### **INFORMATION AND TENDER AGENT**

##### **Lucid Issuer Services Limited**

**In London**  
Tankerton Works, 12 Argyle Walk  
London WC1H 8HA, United Kingdom  
Telephone: +44 20 7704 0880

**In Hong Kong**  
3<sup>rd</sup> Floor, Three Pacific Place  
1 Queen's Road East, Hong Kong  
Telephone: +852 2281 0114

Email: [chandra@lucid-is.com](mailto:chandra@lucid-is.com)  
Attention: Mu-yen Lo/Arlind Bytyqi

Electronic copies of all documents related to the Tender Offer will be available online via the Tender Offer Website at <https://deals.lucid-is.com/chandra> until the consummation or termination of the Tender Offer.

## Disclaimer

This announcement is for informational purposes only and should be read in conjunction with the Tender Offer Memorandum. Holders should carefully consider all of the information in the Tender Offer Memorandum and seek their own financial and legal advice from their stockbroker, bank manager, solicitor, accountant or other independent financial adviser. The Tender Offer Memorandum sets out the full terms of the Tender Offer. Copies of the Tender Offer Memorandum are available from the Information and Tender Agent, at the address set out above.

None of the Company, the Trustee, the Dealer Managers or the Information and Tender Agent makes any recommendation about whether Holders should tender their Notes.

Neither the Tender Offer Memorandum nor this announcement constitutes an offer to buy or the solicitation of an offer to sell Notes, (and tenders of Notes will not be accepted from Holders) in any circumstances in which the Tender Offer or solicitation is unlawful. If a jurisdiction requires that the Tender Offer be made by a licensed broker or dealer, and the Dealer Managers or any of their affiliates is a licensed broker or dealer in that jurisdiction, the Tender Offer shall be deemed to be made by such person on behalf of the Company in such jurisdiction.

The Tender Offer Memorandum does not constitute an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required to inform themselves about and to observe any such restrictions.

Nothing in this communication constitutes an offer to purchase or an offer of securities for sale in the United States or any other jurisdiction. 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 and its management and financial statements. No public offer of securities is to be made by the Company in the United States. The Notes have not been registered under the U.S. Securities Act of 1933, as amended, or the securities laws of the United States or any state thereof or the applicable laws of any other jurisdiction.

The Tender Offer is not being made in any Member State of the European Economic Area or in the United Kingdom, other than to persons who are “qualified investors” as defined in Regulation (EU) No 2017/1129 (as amended, the “**Prospectus Regulation**”), or in other circumstances falling within Article 1(4) of the Prospectus Regulation.

The Tender Offer is not being made, and has not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, the Tender Offer is not being made to the general public in the United Kingdom. This communication is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion).

This announcement and the Tender Offer do not constitute a public offering or private placement in Indonesia under Law No. 8 of 1995 on Capital Markets and its implementing regulations including OJK Regulation No. 30/POJK.04/2019 on Private Placement of Debt Securities and/or Sukuk (“**POJK No. 30/2019**”). The Tender Offer has not been offered or sold and will not be offered or sold in Indonesia or to any Indonesian nationals (wherever domiciled), corporations or residents, including by way of invitation, offering or advertisement, and the Tender Offer Memorandum and any other offering material relating to the Tender Offer, including this announcement, have not been distributed, and will not be distributed, in Indonesia or to any Indonesian nationals (wherever domiciled), corporations or residents in a manner which constitutes a public offering or private placement under the laws and regulations in Indonesia, including POJK No. 30/2019.

Each Holder participating in the Tender Offer will be deemed to give certain representations in respect of the jurisdictions referred to above and generally as set out in “Procedures for Participating in the Tender Offer” in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Tender Offer from a Holder that is unable to make these representations will not be accepted. Each of the Company and the Information and Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase

pursuant to the Tender Offer, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender of Notes shall not be accepted.

### **Cautionary Note Concerning Forward-Looking Statements**

This announcement contains both historical and forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements are not historical facts, but only predictions and generally can be identified by use of statements that include phrases such as “will,” “may,” “should,” “continue,” “anticipate,” “believe,” “expect,” “plan,” “appear,” “project,” “estimate,” “intend,” or other words or phrases of similar import. Similarly, statements that describe the Company’s objectives, plans or goals also are forward-looking statements. These forward-looking statements are subject to risks and uncertainties which could cause actual results to differ materially from those currently anticipated. The forward-looking statements included in this announcement are made only as of the date of this announcement, and the Company undertakes no obligation to update publicly these forward-looking statements to reflect new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events might or might not occur. The Company cannot assure you that projected results or events will be achieved.