

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION TO ANY U.S. PERSON (AS DEFINED IN REGULATION S UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED) OR IN OR INTO THE UNITED STATES OR ANY OTHER JURISDICTION (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS) WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT. SEE “OFFER AND DISTRIBUTION RESTRICTIONS” BELOW.**

**This announcement is for information purposes only and is not an offer to purchase and does not constitute an invitation or solicitation to sell any securities. This announcement and the Tender Offer Memorandum referred to herein distributed by or on behalf of the Issuer (as defined herein) do not constitute an offer to participate in the Offer (as defined herein) in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or Offer or for there to be such participation under applicable laws. The distribution of this announcement and the distribution of the Tender Offer Memorandum by or on behalf of the Issuer in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum distributed by or on behalf of the Issuer are required to inform themselves about and to observe any such restrictions. Please see “Offer and Distribution Restrictions” below and in the Tender Offer Memorandum distributed by or on behalf of the Issuer for further details.**



**重庆国际物流枢纽园区**  
CHONGQING INTERNATIONAL  
LOGISTICS HUB PARK

**CHONGQING INTERNATIONAL LOGISTICS HUB PARK CONSTRUCTION CO., LTD.**

**(重慶國際物流樞紐園區建設有限責任公司)**

*(incorporated with limited liability in the People's Republic of China)*

(the “Issuer”)

**INVITATIONS BY THE ISSUER TO OFFER TO TENDER NOTES FOR PURCHASE FOR CASH**

**(1) ANY AND ALL OF ITS OUTSTANDING U.S.\$315,000,000 5.30 PER CENT. NOTES DUE 2024 (XS2361085975)**

**(2) ITS OUTSTANDING U.S.\$500,000,000 4.30 PER CENT. NOTES DUE 2024 (XS2050594238) IN AN AGGREGATE PRINCIPAL AMOUNT UP TO THE MAXIMUM PURCHASE AMOUNT (AS DEFINED HEREIN)**

The Issuer announces that it is inviting holders (the “**Holders**”) of its outstanding U.S.\$315,000,000 5.30 per cent. Notes due 2024 (XS2361085975) (the “**2024 315M Notes**”) and its outstanding U.S.\$500,000,000 4.30 per cent. Notes due 2024 (XS2050594238) (the “**2024 500M Notes**” and, together with the 2024 315M Notes, the “**Notes**”) to tender for purchase for cash by the Issuer (1) any and all of the outstanding 2024 315M Notes and/or (2) the outstanding 2024 500M Notes in an aggregate principal amount up to the Maximum Purchase Amount (the “**Offers**”).

The Maximum Purchase Amount shall be the maximum principal amount of the 2024 500M Notes accepted for purchase by the Issuer (excluding any Accrued Interest Payment, and subject to the right of the Issuer, in its sole and absolute discretion, to increase or decrease such amount), being U.S.\$150,000,000 as at the date of the Tender Offer Memorandum (as defined below).

The Offers are made on the terms and subject to the conditions contained in the tender offer memorandum dated 11 December 2023 (the “**Tender Offer Memorandum**”) prepared by the Issuer in connection with the Offers, and are subject to the offer and distribution restrictions set out below and as described in the Tender Offer Memorandum. Capitalised terms used but not otherwise defined in this announcement shall have the meaning given to them in the Tender Offer Memorandum.

**Holders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for participating in, the Offers.**

**Summary**

The following table sets forth the key terms of the Offers:

<b>Notes</b>	<b>Outstanding Principal Amount</b>	<b>ISIN</b>	<b>Tender Offer Price<sup>(1)</sup></b>	<b>Amount Subject to Offer</b>
U.S.\$315,000,000 5.30 per cent. Notes due 2024	U.S.\$315,000,000	XS2361085975	U.S.\$1,000 per U.S.\$1,000 in principal amount	Any and all
U.S.\$500,000,000 4.30 per cent. Notes due 2024	U.S.\$500,000,000	XS2050594238	U.S.\$1,000 per U.S.\$1,000 in principal amount	The Maximum Purchase Amount, being U.S.\$150,000,000 as at the date of the Tender Offer Memorandum

<sup>(1)</sup> The aggregate Tender Offer Price to be received by an Eligible Holder in respect of its Notes purchased pursuant to the Offers will be rounded to the nearest cent, with U.S.\$0.005 to be taken as a full cent. In addition to the Tender Offer Price, the Issuer will also pay the Accrued Interest Payment in respect of Notes accepted for purchase by it pursuant to the Offers.

**Overview of the Offers**

The Issuer proposes to accept (1) any and all of the 2024 315M Notes and/or (2) the 2024 500M Notes in an aggregate principal amount up to the Maximum Purchase Amount tendered for purchase pursuant to the Offers.

In order to participate in the Offers, a holder of the Notes who is lawfully able to participate in the Offers in accordance with the offer and distribution restrictions set out in the Tender Offer Memorandum (an "**Eligible Holder**") must validly tender for purchase an aggregate principal amount of each series of the Notes in an Authorised Submission Amount at or prior to 5:00 p.m. (Hong Kong time) on 22 December 2023 (subject to the right of the Issuer to extend, re-open, amend and/or terminate the Offers (or any part thereof) in respect of any or all series of the Notes or not at all) (the "**Expiration Deadline**"). With respect to the 2024 500M Notes, a separate Tender Instruction must be completed on behalf of each Beneficial Owner and must relate to an aggregate principal amount of the 2024 500M Notes in the Authorised Submission Amount due to possible proration.

Eligible Holders that validly tender their Notes by way of a valid Tender Instruction at or prior to the Expiration Deadline (and provided the Tender Instruction is received by the Information and Tender Agent at or prior to the Expiration Deadline) and accepted for purchase will be eligible to receive the Tender Offer Price and the Accrued Interest Payment, on 28 December 2023 (subject to the right of the Issuer to extend, re-open, amend and/or terminate the Offers in respect of any or all series of the Notes or not at all) (the "**Settlement Date**").

**Rationale**

The Offers are being made as part of the Issuer's efforts to reduce its outstanding debts, alleviate its repayment pressures and improve its cash flow management and long-term business operations. Under the terms and conditions of the Notes, the Notes accepted for purchase by the Issuer will be cancelled on or after the Settlement Date. This Issuer's decision to proceed with the Offers is based on a number of factors, including the amount, structure and maturity profile of its outstanding offshore debts.

### **Tender Offer Price and Accrued Interest Payments**

The Tender Offer Price payable per U.S.\$1,000 principal amount in respect of the 2024 315M Notes validly tendered is U.S.\$1,000.

The Tender Offer Price payable per U.S.\$1,000 principal amount in respect of the 2024 500M Notes validly tendered is U.S.\$1,000.

The aggregate Tender Offer Price to be received by an Eligible Holder in respect of its Notes purchased pursuant to the Offers will be rounded to the nearest cent, with U.S.\$0.005 to be taken as a full cent.

The Issuer will also pay the Accrued Interest Payment in respect of Notes accepted for purchase by it pursuant to the Offers, which will also be rounded to the nearest cent, with U.S.\$0.005 to be taken as a full cent.

In the event of any dispute or controversy regarding the Tender Offer Price and/or the Accrued Interest Payment for any Note, the determination of the Issuer shall be conclusive and binding, absent any manifest error.

### **Scaling of Tenders of 2024 500M Notes**

If the aggregate principal amount of the 2024 500M Notes tendered exceeds the 2024 500M Notes Purchase Amount, then such tenders will be accepted on a pro rata basis so that the aggregate principal amount of the 2024 500M Notes accepted for purchase equals the 2024 500M Notes Purchase Amount. The 2024 500M Notes Purchase Amount shall be the final aggregate principal amount (if any) of the 2024 500M Notes accepted for purchase by the Issuer pursuant to the relevant Offer, which shall not exceed the Maximum Purchase Amount.

In the circumstances described in the Tender Offer Memorandum in which the Issuer decides to accept valid tenders of the 2024 500M Notes pursuant to the relevant Offer for purchase on a pro rata basis, each such valid tender of the 2024 500M Notes will be accepted for purchase pursuant to the relevant Offer as scaled by a factor for the respective 2024 500M Notes (a “**Scaling Factor**”), equal to (i) the 2024 500M Notes Purchase Amount, divided by (ii) the aggregate principal amount of the 2024 500M Notes that have been validly tendered (subject to adjustment to allow for the aggregate principal amount of the 2024 500M Notes accepted for purchase, following the rounding of tenders of the Notes, to equal exactly the 2024 500M Notes Purchase Amount). Each tender of the 2024 500M Notes that is scaled in this manner will be rounded down to the nearest U.S.\$1,000. In the event that any such scaling would result in the amount being accepted or returned of such 2024 500M Notes from the relevant Eligible Holder in an aggregate principal amount of less than U.S.\$200,000, the Issuer may elect to accept or reject such Tender Instruction in full.

### **Offer and Tender Instructions**

The Issuer expressly reserves the right, in its sole discretion, to delay acceptance of the Notes validly tendered for purchase pursuant to the Offers in order to comply with applicable law and regulation. In all cases, the Issuer will only accept Notes tendered for purchase pursuant to the Offers after the submission of a valid Tender Instruction in accordance with the procedures described in the Tender Offer Memorandum and acceptance of the Offers as announced by it.

The Issuer is not under any obligation to accept, and shall have no liability to any person for any non-acceptance of, any tender of the Notes for purchase pursuant to the Offers. Notes tendered may be rejected in the sole discretion of the Issuer for any reason and the Issuer is not under any obligation to Holders to furnish any reason or justification for refusing to accept a tender of the Notes for purchase. For example, tenders of the Notes for purchase may be rejected if the Offers are terminated, if such tenders of the Notes for purchase do not comply with the relevant requirements of a particular jurisdiction or for any other reason.

The Issuer may, in its sole discretion, extend, re-open, amend, waive any condition of or terminate the Offers at any time in respect of any or all of the Notes or not at all (subject to applicable law and as provided in the Tender Offer Memorandum). Details of any such extension, re-opening, amendment, waiver or termination will be announced as provided in the Tender Offer Memorandum as soon as reasonably practicable after the relevant decision is made.

Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes whether such intermediary needs to receive instructions from an Eligible Holder before the deadlines specified in the Tender Offer Memorandum in order for that Eligible Holder to be able to participate in the Offers. The deadlines set by the Clearing Systems for the submission and withdrawal of Tender Instructions will be earlier than the deadlines specified in the Tender Offer Memorandum.

### **Announcements**

Unless stated otherwise, announcements in connection with the Offers will be made by publication on the website of the Singapore Exchange Securities Trading Limited (“SGX-ST”) and by delivery of notices to the Clearing Systems for communication to Direct Participants.

Copies of the Tender Offer Memorandum and any related announcements, press releases and notices, together with any updates, will be available on the Offer Website at <https://projects.morrowsodali.com/COLGST> or alternatively they can also be obtained upon request from the Information and Tender Agent, the contact details of which can be found below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Holders are urged to contact the Information and Tender Agent for the relevant announcements during the course of the Offers. In addition, Holders may contact the Sole Dealer Manager for information using the contact details which can be found below.

### **Indicative Timetable**

The indicative timetable in respect of the Offers is summarised below:

#### **Events**

#### **Times and Dates**

##### ***Announcement and Commencement of the Offers***

The Offers announced. Notice of the Offers submitted to the Clearing Systems and uploaded to the Offer Website. The Tender Offer Memorandum is available on the Offer Website (subject to the distribution restrictions set out therein) and from the Information and Tender Agent upon request.

11 December 2023

The Issuer will make an announcement in relation to the Offers on the website of the SGX-ST.

##### ***Expiration Deadline***

Final deadline for receipt of valid Tender Instructions by the Information and Tender Agent in order for Eligible Holders to be able to participate in the Offers.

5:00 p.m. (Hong Kong time) on 22 December 2023

***End of Tender Period, subject to the right of the Issuer to extend, re-open, amend and/or terminate the Offers in respect of any or all series of the Notes or not at all.***

##### ***Announcement of Results of the Offers***

Announcement of (i) whether the Issuer will accept valid tenders of Notes pursuant to any, all or part of the Offers and, if so accepted, (ii) details of the 2024 315M Notes Purchase Amount and the 2024 500M Notes Purchase Amount, (iii) where the Issuer decides to accept valid tenders in respect of the 2024 500M Notes for purchase pursuant to the relevant Offer, and the aggregate principal amount of the 2024 500M Notes validly tendered for purchase is greater than the 2024 500M Notes Purchase Amount, any Scaling Factor (if applicable) which would apply to such valid tenders of the 2024 500M Notes on a pro rata basis pursuant to the relevant Offer such that the

As soon as reasonably practicable following the Expiration Deadline, and expected to be on or around 22 December 2023

aggregate principal amount of the 2024 500M Notes accepted for purchase is no greater than the 2024 500M Notes Purchase Amount, (iv) the aggregate principal amount of each of the 2024 315M Notes and the 2024 500M Notes that will remain outstanding after the Settlement Date and (v) the Accrued Interest in respect of each of the 2024 315M Notes and the 2024 500M Notes validly tendered for purchase by an Eligible Holder and accepted by the Issuer pursuant to the Offers, to be submitted by the Issuer to the SGX-ST for publication on the website of the SGX-ST, distributed through the relevant Clearing Systems and posted on the Information and Tender Agent's website.

***Settlement Date***

Expected settlement date for the Offers, including delivery of the Tender Offer Price and the Accrued Interest Payment. Expected on or around 28 December 2023

The above times and dates are subject to the right of the Issuer to extend, re-open, amend and/or terminate the Offers (subject to applicable law and as provided in the Tender Offer Memorandum). The Issuer is entitled to extend, re-open, amend and/or terminate the Offers (or any part thereof) in respect of any or all series of the Notes or not at all. Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes whether such intermediary needs to receive instructions from an Eligible Holder before the deadlines set out above in order for that Eligible Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offers. The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the deadlines specified above.

Guotai Junan Securities (Hong Kong) Limited is acting as Sole Dealer Manager for the Offers. Morrow Sodali Limited is acting as Tender and Information Agent. For detailed terms of the Offers please refer to the Tender Offer Memorandum which (subject to distribution restrictions) can be obtained from the Tender and Information Agent referred to below.

By Order of the Board

**CHONGQING INTERNATIONAL LOGISTICS HUB PARK  
CONSTRUCTION CO., LTD.**

(重慶國際物流樞紐園區建設有限責任公司)

Liu Jinping

Chairman

11 December 2023

As at the date of this announcement, the directors of the Issuer are Mr. Liu Jinping, Mr. Huang Pu, Ms. Wang Lanfang, Mr. Chen Bing and Ms. Qi Yingying.

**THE ISSUER**

**Chongqing International Logistics Hub Park Construction Co., Ltd.**  
**((重慶國際物流樞紐園區建設有限責任公司))**

199 Tuzhu Middle Road  
Tuzhu Town, Shapingba District  
Chongqing, PRC

*Requests for information in relation to the Offers should be directed to:*

**THE SOLE DEALER MANAGER**

**Guotai Junan Securities (Hong Kong) Limited**

27/F, Low Block, Grand Millennium Plaza

181 Queen's Road Central

Hong Kong

For information by telephone: +852 2509 9118

Attention: Fixed Income Currencies and Commodities Department

Email: [dcm.silkroad2019@gtjas.com.hk](mailto:dcm.silkroad2019@gtjas.com.hk)

*All documents or materials relating to the Offers can be found on the Offer Website. Requests for information in relation to the procedures for offering Notes in, and for any documents or materials relating to, the Offers should be directed to:*

**THE INFORMATION AND TENDER AGENT**

**Morrow Sodali Limited**

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

Offer Website: <https://projects.morrowsodali.com/CQLGST>

In London  
103 Wigmore Street, W1U 1QS, London  
United Kingdom  
Telephone: +44 20 4513 6933

In Hong Kong  
29/F, No. 28 Stanley Street  
Central, Hong Kong  
Telephone: +852 2319 4130

## **DISCLAIMER**

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offers. If any Holder is in any doubt as to the contents of the Tender Offer Memorandum or this announcement or action it should take, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender Notes in the Offers. None of the Issuer, the Sole Dealer Manager and the Tender and Information Agent nor any of their respective directors, employees or affiliates makes any recommendation as to whether Holders should tender Notes in the Offers. None of the Issuer, the Sole Dealer Manager and the Tender and Information Agent (or any of their respective directors, employees or affiliates) is providing Holders with any legal, business, tax or other advice in this announcement. Holders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Notes for cash.

## **OFFER AND DISTRIBUTION RESTRICTIONS**

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offers 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 this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Issuer, the Sole Dealer Manager and the Information and Tender Agent to inform themselves about, and to observe, any such restrictions. No action has been or will be taken in any jurisdiction in relation to the Offers that would permit a public offering of securities.

### **United States of America**

The Offers are not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States of America. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet. The Notes may not be tendered in the Offers by any such use, means, instrumentality or facility from or within the United States of America or by persons located or resident in the United States of America as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or to U.S. persons as defined in Regulation S of the Securities Act (each a “**U.S. Person**”). Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States of America or to U.S. Persons. Any purported tender of the Notes in the Offers resulting directly or indirectly from a violation of these restrictions will be invalid, and any purported tender of the Notes in the Offers made by a person located in the United States of America or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States of America will be invalid and will not be accepted.

Each Holder participating in the Offers will represent that it is not a U.S. Person and it is not located in the United States of America and is not participating in the Offers from the United States of America or it is acting on a non-discretionary basis for a principal located outside the United States of America that is not giving an order to participate in the Offers from the United States of America. For the purposes of this and the above paragraph, “**United States of America**” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

### **United Kingdom**

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers are not being made by, and such documents and/or materials have not been approved by, an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The

communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Financial Promotion Order)) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

### **Hong Kong**

The contents of this announcement and the Tender Offer Memorandum have not been reviewed by any regulatory authority in Hong Kong. Holders should exercise caution in relation to the Offers. If Holders are in any doubt about any of the contents of this announcement and the Tender Offer Memorandum, such Holder should obtain independent professional advice.

The Offers have not been made and will not be made in Hong Kong, by means of any document other than: (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of the laws of Hong Kong (the “SFO”) and any rules made under that ordinance; or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the laws of Hong Kong or which do not constitute an offer to the public within the meaning of that ordinance.

Further, no person has issued or had in its possession for the purposes of issue, or will issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Offers, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Offers which is or is intended to be made only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under that ordinance. This announcement and the Tender Offer Memorandum and the information contained herein may not be used other than by the person to whom it is addressed and may not be reproduced in any form or transferred to any person in Hong Kong.

The Offers are not intended to be made to the public in Hong Kong and it is not the intention of the Issuer that the Offers be made to the public in Hong Kong.

### **Singapore**

This announcement and the Tender Offer Memorandum has not and will not be registered as a prospectus with the Monetary Authority of Singapore. The Offers do not constitute a public tender offer for the purchase of the Notes nor an offering of securities in Singapore pursuant to the Securities and Futures Act, Chapter 289 of Singapore.