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## **ROAD KING INFRASTRUCTURE LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1098)**

### **OVERSEAS REGULATORY ANNOUNCEMENT**

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The attached announcement was published on the website of the Singapore Exchange Securities Trading Limited at [www.sgx.com](http://www.sgx.com).

By Order of the Board  
**Road King Infrastructure Limited**  
**Zen Wei Peu, Derek**  
*Chairman*

Hong Kong, 3 July 2024

*As at the date of this announcement, the board of Directors comprises Messrs. Zen Wei Peu, Derek, Fong Shiu Leung, Keter and Ng Fun Hung, Thomas as Executive Directors, Ms. Cai Xun and Mr. Xu Enli as Non-executive Directors and Mr. Wong Wai Ho, Ms. Hui Grace Suk Han, Mr. Cheung Hon Kit and Mr. Ho Tai Wai, David as Independent Non-executive Directors.*

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*This joint announcement is for information purposes only and must be read together with the Tender Offer and Consent Solicitation Memorandum. The Tender Offer and Consent Solicitation Memorandum contains important information which must be read carefully before any decision is made with respect to the Tender Offers and Consent Solicitations described in this joint announcement. Neither this joint announcement nor anything herein forms the basis for any contract or commitment whatsoever. This joint 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.*

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**RKPF Overseas 2019 (A) Limited**

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

**RKPF Overseas 2020 (A) Limited**

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

**RKPF Overseas 2019 (E) Limited**

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

**JOINT ANNOUNCEMENT OF THE RESULTS OF THE**

**INVITATIONS**

**BY RKPF OVERSEAS 2019 (A) LIMITED TO ELIGIBLE HOLDERS OF ITS OUTSTANDING  
6.7% GUARANTEED SENIOR NOTES DUE 2024  
(ISIN/Common Code: XS2057076387/205707638) (THE “2024 NOTES”),  
5.9% GUARANTEED SENIOR NOTES DUE 2025  
(ISIN/Common Code: XS2127855711/212785571) (THE “MARCH 2025 NOTES”) AND  
6.0% GUARANTEED SENIOR NOTES DUE 2025  
(ISIN/Common Code: XS2223762209/222376220) (THE “SEPTEMBER 2025 NOTES”)  
TO TENDER THEIR NOTES FOR PURCHASE BY IT IN CASH**

**AND**

**INVITATIONS BY RKPF OVERSEAS 2020 (A) LIMITED TO ELIGIBLE HOLDERS OF ITS  
OUTSTANDING  
5.2% GUARANTEED SENIOR NOTES DUE 2026  
(ISIN/Common Code: XS2281039771/228103977) (THE “JANUARY 2026 NOTES”) AND  
5.125% GUARANTEED SENIOR NOTES DUE 2026  
(ISIN/Common Code: XS2356173406/235617340) (THE “JULY 2026 NOTES”)  
TO TENDER THEIR NOTES FOR PURCHASE BY IT IN CASH**

**AND**

**CONSENT SOLICITATIONS FOR  
THE 2024 NOTES, MARCH 2025 NOTES, SEPTEMBER 2025 NOTES,  
JANUARY 2026 NOTES, JULY 2026 NOTES AND  
7.75% SENIOR GUARANTEED PERPETUAL CAPITAL SECURITIES  
ISSUED BY RKPF OVERSEAS 2019 (E) LIMITED  
(ISIN/Common Code: XS2079096884/207909688) (THE “2019 PERPETUAL SECURITIES”)**

The boards of directors of each of the Issuers refer to the joint announcements of the Issuers dated 11 June 2024, 20 June 2024 and 24 June 2024 (the “**Announcements**”) in relation to the Tender Offers and Consent Solicitations. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as defined in the Announcements and the Tender Offer and Consent Solicitation Memorandum.

## **BACKGROUND**

On 11 June 2024, the Issuers announced the invitation to (i) the Eligible Holders of the outstanding Notes to tender the Notes for purchase by Issuer A and Issuer B for cash at the respective Purchase Price plus the Accrued Interest; and (ii) to Holders of the Target Securities to approve the Proposed Amendments contained in the Tender Offer and Consent Solicitation Memorandum.

## **RESULTS OF THE TENDER OFFERS**

The boards of directors of each of the relevant Issuers announce that:

- as at the Tender and Voting Deadline, (i) US\$10,980,000 in aggregate principal amount of the 2024 Notes; (ii) US\$11,460,000 in aggregate principal amount of the March 2025 Notes; (iii) US\$10,160,000 in aggregate principal amount of the September 2025 Notes; (iv) US\$12,250,000 in aggregate principal amount of the January 2026 Notes; and (v) US\$4,745,000 in aggregate principal amount of the July 2026 Notes, have been validly tendered pursuant to the Tender Offers;
- as the aggregate principal amount of each Series of Notes validly tendered pursuant to the Tender Offers is less than the applicable Maximum Acceptance Amount in respect of each Series of Notes, the Issuers have decided to accept for purchase all the Notes that have been validly tendered pursuant to the Tender Offers; and
- the aggregate tender consideration to be paid on the Settlement Date by Issuers A and B (being the actual cash amounts used as the 2024 Notes Tender Consideration and the Other Notes Tender Consideration) is US\$18,840,846.86. For the avoidance of doubt, such total amount payable includes the relevant Accrued Interest but does not take into account any Consent Fees payable in respect of the Notes tendered.

## **RESULTS OF THE CONSENT SOLICITATIONS**

The boards of directors of each of the Issuers announce that the Meetings were quorate and validly held on 3 July 2024, and that (i) each of the Extraordinary Resolutions as set out in the notice of meeting of each of the Notes were duly passed at the relevant Meeting; and (ii) the relevant Consent Conditions with respect to such Series of Target Securities were satisfied.

As such, the Supplemental Trust Deeds are expected to be executed by the relevant parties on or around 16 July 2024 (but the provisions implementing the Proposed Amendments shall only become operative upon receipt by the relevant trustee of a notification confirming that all the conditions precedent to the effectiveness of such Proposed Amendments (including the satisfaction of the Tender Consummation Condition) have been satisfied and the payment of the Consent Fee and any Ineligible Holder Payment on the Settlement Date.

Subject to the satisfaction of the relevant conditions as set out in the Tender Offer and Consent Solicitation Memorandum, the Issuers will pay the Consent Fee and the Ineligible Holder Payment on the Settlement Date.

## **SETTLEMENT DATE**

Subject to the terms of the Tender Offers and the Consent Solicitations, the Settlement Date is expected to be on or around 16 July 2024.

Any Notes accepted for purchase pursuant to the Tender Offers will be cancelled.

The Tender Offer and Consent Solicitation Memorandum and its related documents are available on the Tender Offer and Consent Website, at <https://projects.morrowsodali.com/roadking>.

## **EARLY REPAYMENT UNDER EACH SERIES OF NOTES**

Subject to and in accordance with the Amended Conditions in respect of the relevant Series of Notes, the respective Issuers shall redeem the following amounts of the respective series of Notes on the Early Repayment Date (being 18 July 2024), at a redemption price equal to 100.0% of the principal amount of the respective series of Notes being redeemed, plus accrued and unpaid interest, if any, to (but not including) the Early Repayment Date on a pro rata basis by way of a proportional reduction in the principal amount of each Note:

- 2024 Notes: 22.5% of the outstanding principal amount of the 2024 Notes immediately after the settlement of the Tender Offers;
- March 2025 Notes: 10% of the outstanding principal amount of the March 2025 Notes immediately after the settlement of the Tender Offers;
- September 2025 Notes: 10% of the outstanding principal amount of the September 2025 Notes immediately after the settlement of the Tender Offers;
- January 2026 Notes: 8% of the outstanding principal amount of the January 2026 Notes immediately after the settlement of the Tender Offers; and
- July 2026 Notes: 8% of the outstanding principal amount of the July 2026 Notes immediately after the settlement of the Tender Offers.

## **ADDITIONAL REDEMPTION OF NOTES**

In accordance with the joint announcement dated 24 June 2024, as the Residual Amounts (as defined in such announcement) exceed US\$30,000,000, RKI has determined that US\$30,000,000 shall be applied towards redemption of principal on the Notes then outstanding in the following manner:

- (i) as to 60% (being US\$18,000,000) towards redemption of the 2024 Notes;
- (ii) as to 10% (being US\$3,000,000) towards redemption of the March 2025 Notes;
- (iii) as to 10% (being US\$3,000,000) towards redemption of the September 2025 Notes;
- (iv) as to 10% (being US\$3,000,000) towards redemption of the January 2026 Notes; and
- (v) as to 10% (being US\$3,000,000) towards redemption of the July 2026 Notes.

Such redemption shall be effected by the relevant Issuer pursuant to its right to redeem the relevant Notes at any time prior to maturity at par, following the consummation of the Consent Solicitations and shall be subject to the notice periods required under the relevant Notes. The redemption is expected to be on or around 15 August 2024 and further announcement(s) shall be published on or around the redemption date.

**THIS JOINT ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES.**

**Holders of the Target Securities and potential investors in any securities of the Issuers should note that completion of the Tender Offers and the Consent Solicitations is subject to the terms and conditions as set forth in the Tender Offer and Consent Solicitation Memorandum.**

**If any Holder is in any doubt as to the action it should take, it is recommended to seek its own financial and legal advice, including with regard to any tax consequences, from its stockbroker, bank manager, solicitor, attorney, tax adviser or other independent financial or legal adviser. None of RKI, the Issuers, the Dealer Manager, the Information, Tender and Tabulation Agent or any of their respective directors, officers, employees, agents or affiliates is providing Holders with any legal, business, tax or other advice.**

**RKPF Overseas 2019 (A) Limited**  
**Zen Wei Peu, Derek**  
*Director*

**RKPF Overseas 2020 (A) Limited**  
**Zen Wei Peu, Derek**  
*Director*

**RKPF Overseas 2019 (E) Limited**  
**Zen Wei Peu, Derek**  
*Director*

Hong Kong, 3 July 2024

*As at the date of this joint announcement, the board of directors of RKPF Overseas 2019 (A) Limited comprises Mr. Zen Wei Peu, Derek, Mr. Fong Shiu Leung, Keter, Mrs. Rexella Diann HODGE, Mrs. Anna-Lee Arelis THOMAS and Mr. Maurice Gerarda Aloysius JANSSEN.*

*As at the date of this joint announcement, the board of directors of RKPF Overseas 2020 (A) Limited comprises Messrs. Zen Wei Peu, Derek, Fong Shiu Leung, Keter and Lee Tak Fai.*

*As at the date of this joint announcement, the board of directors of RKPF Overseas 2019 (E) Limited comprises Messrs. Zen Wei Peu, Derek, Fong Shiu Leung, Keter and Lee Tak Fai.*