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**Xinjiang Transportation Construction Investment Holding Co., Limited**  
(新疆交通建設投資控股有限公司)  
(incorporated with limited liability in the People’s Republic of China)  
(the “**Issuer**”)

**Offer and Consent Solicitation in respect of the  
U.S.\$70,000,000 5.80 per cent. Bonds due 2025 (the “Bonds”)  
(Stock Code: 5304)**

## **INTRODUCTION**

On the date of this Announcement, the Issuer invited Eligible Holders to offer to tender their Bonds for purchase (the “**Offer**”), upon the terms and subject to the conditions set forth in the Offer and Consent Solicitation Memorandum dated 11 April 2023 (the “**Memorandum**”). Eligible Holders who validly tender their Bonds on or prior to the Expiration Date (as defined below) are eligible to receive U.S.\$1,000 per U.S.\$1,000 in aggregate principal amount of such Bonds tendered and accepted for purchase (the “**Tender Consideration**”) and accrued but unpaid interest (rounded to the nearest U.S.\$0.01, with U.S.\$0.005 rounded upwards) on the Bonds (“**Accrued Interest**”) up to (but excluding) the Settlement Date (as defined below).

Concurrent with the Offer, the Issuer invited the holders of the Bonds (each, a “**Holder**”, and collectively, the “**Holders**”) to approve (the “**Consent Solicitation**”) the amendments (the “**Proposed Amendments**”) to the terms and conditions of the Bonds (the “**Conditions**”) providing for the addition of a new provision entitling the Issuer an option to, at any time, on giving not less than five days’ notice (an “**Optional Redemption Notice**”) to the Bondholders (as defined in the Conditions) in accordance with the Conditions and in writing to the Trustee (as defined in the Conditions) and the Principal Paying Agent (as defined in the Conditions), redeem all, but not some only, of the Bonds on the redemption date specified in the Optional Redemption Notice (the “**Optional Redemption Date**”) at their principal amount, together with interest accrued but unpaid, if any, to, but excluding, the Optional Redemption Date (the “**Early Redemption Option**”), as set out in the Memorandum and as proposed by the Issuer for approval by an extraordinary resolution (the “**Extraordinary Resolution**”) of the Holders by way of Electronic Consent (the “**Circulating**”).

**Resolution**”), as further described in the Memorandum. The Proposed Amendments are to be effected by execution of a supplemental trust deed (the “**Supplemental Trust Deed**”).

The Offer and the Consent Solicitation will expire at 6:00 p.m. (Hong Kong time) on 18 April 2023, unless extended, amended or earlier terminated (such time and date, as the same may be extended or amended, the “**Expiration Date**”).

All Eligible Holders submitting Tender Instructions will be deemed to have voted in favour of the Extraordinary Resolution for the purposes of the Consent Solicitation with respect to all of their Bonds that are tendered, regardless of whether such tenders are accepted, as further described in the Memorandum.

To be passed by way of Electronic Consent, the Extraordinary Resolution requires a majority in favour consisting of not less than 90 per cent. of the aggregate principal amount of the Bonds for the time being outstanding by the Expiration Date. If Electronic Consent is granted, the Extraordinary Resolution will take effect on the Expiration Date and shall be binding on all Holders, whether or not they participated in the Electronic Consent and regardless of whether they voted in favour of the Extraordinary Resolution.

Capitalised terms used herein shall have the same meanings as those defined in the Memorandum unless otherwise stated.

## **PURPOSE**

The Offer and the Consent Solicitation are intended to reduce the Issuer’s indebtedness and to enable the Issuer to early redeem any Bonds not purchased pursuant to the Offer.

## **INDICATIVE TIMETABLE**

The following summarises the indicative timetable for the Offer and the Consent Solicitation:

| <b><u>Date and Time</u></b>   | <b><u>Event(s)</u></b>   |
|---|--|
| 11 April 2023.  | Commencement and announcement of the Offer and the Consent Solicitation.<br><br>The Memorandum is available on the Offer and Consent Solicitation Website and from the Information, Tender and Tabulation Agent.<br><br>The form of Circulating Resolution by Electronic Consent as set out in the Annex to the Memorandum is made available by the Issuer to the Holders. |
| Expected to be at 6:00 p.m. (Hong Kong time) on 18 April 2023, unless extended, amended or earlier terminated (the “ <b>Expiration Date</b> ”).   | Deadline for receipt by the Information, Tender and Tabulation Agent (i) from Eligible Holders of valid Tender Instructions in order for Eligible Holders to be eligible to receive the Tender Consideration and Accrued Interest and (ii) from Holders of valid Consent Instructions.   |
| As soon as reasonably practicable after the Expiration Date, expected to be on 19 April 2023, unless extended, amended or earlier terminated (the | Announcement of: (i) in relation to the Offer, (a) the aggregate principal amount of Bonds validly tendered pursuant to the Offer on or prior to the Expiration Date, (b) the aggregate principal amount of Bonds that will be accepted for purchase by the Issuer and (c) the   |

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| “Results Announcement Date”).  | Settlement Date; and (ii) in relation to the Consent Solicitation, (a) the results of the Electronic Consent and (b) the Amendment Effective Date.   |
| Expected to be on 21 April 2023, unless extended, amended or earlier terminated (the “Settlement Date”).   | Subject to the terms of the Offer, payment is made to the Eligible Holders of the Bonds who submitted their Tender Instructions on or prior to the Expiration Date and whose Bonds are accepted for purchase by the Issuer, in the amount and manner as further described in the Memorandum. |
| As soon as reasonably practicable after the Results Announcement Date, expected to be on 21 April 2023, unless extended, amended or earlier terminated (the “Amendment Effective Date”). | Execution and delivery of the Supplemental Trust Deed.   |

Please note the above dates and times relating to the Offer and/or the Consent Solicitation are indicative only and are subject to change.

**Holders are advised to read the Memorandum carefully for full details of, and information on the procedures for tendering Bonds pursuant to the Offer and/or procedures for participating in the Consent Solicitation.**

**THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE BONDS. AN OFFER MAY ONLY BE MADE UPON THE TERMS AND SUBJECT TO THE CONDITIONS SET FORTH IN THE MEMORANDUM.**

**ELIGIBLE HOLDERS AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE OFFER AND THE CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS TO THE OFFER AND THE CONSENT SOLICITATION AS SET FORTH IN THE MEMORANDUM AND SUMMARISED IN THIS ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE OFFER AND THE CONSENT SOLICITATION WILL BE COMPLETED AND THE ISSUER RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE OFFER AND/OR THE CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.**

**THE ISSUER MAY, AT ITS SOLE AND ABSOLUTE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS TO THE OFFER AND/OR THE CONSENT SOLICITATION. AS THE OFFER AND/OR THE CONSENT SOLICITATION MAY OR MAY NOT PROCEED, HOLDERS AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE ISSUER OR THE BONDS.**

The Offer and the Consent Solicitation are not being made to (nor will the tender of the Bonds and the delivery of Consent Instructions be accepted from or on behalf of) Holders in any jurisdiction where the making or acceptance of the Offer or the Consent Solicitation would not comply with the laws of such jurisdiction. If the Issuer becomes aware of any jurisdiction in which the making of the Offer or the Consent Solicitation or the delivery of Consent Instructions would not be in compliance with applicable laws, the Issuer may or may not, at its sole and absolute discretion, make an effort to comply with any such law. If, after such effort, if any, the Issuer cannot comply with any such law, the Offer and the Consent Solicitation will not be made to (nor will tenders or Consent Instructions be accepted from or on behalf of) any Holder residing in such jurisdiction.

## **FORWARD-LOOKING STATEMENTS**

Forward-looking statements in this announcement, including those statements relating to the Offer and the Consent Solicitation, are based on current expectations, assumptions, estimates and projections about the Issuer and the industries in which the Issuer operates. These statements are not guarantees of future performance and that the Issuer's actual results of operations, financial condition and liquidity, and the development of the industries in which the Issuer operates, may differ materially from those made in, or suggested by, the forward-looking statements in this announcement. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Important factors that could cause those differences include, but are not limited to, changes in the competitive environment and regulatory environment of the industries in the PRC relevant to the business of the Issuer, changes in the business and financial condition of the Issuer and its subsidiaries and changes in the general economic trend in the PRC.

## **QUESTIONS / FURTHER INFORMATION**

Holders who need assistance with respect to the procedures for tendering Bonds pursuant to the Offer and/or procedures for participating in the Consent Solicitation should contact the Information, Tender and Tabulation Agent for further information:

### **Kroll Issuer Services Limited**

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Attention: Mu-yen Lo / Illia Vyshenskyi

11 April 2023

*As at the date of this announcement, the directors of the Issuer are Li Maowen, Gulinuer Bieke and Xu Jian.*