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Chengdu Expressway Co., Ltd.
成都高速公路股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01785)

DISCLOSEABLE TRANSACTION
SUBSCRIPTION FOR STRUCTURED DEPOSITS

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On 3 July 2023, the Company subscribed for the Structured Deposits offered by each of CCB and ICBC in an amount of RMB300 million and RMB150 million, respectively. In addition, on 3 July 2023, the Company and Communications Investment Energy, a subsidiary of the Company, subscribed for the Structured Deposits offered by BoCD in an amount of RMB50 million and RMB100 million, respectively.

LISTING RULES IMPLICATIONS

Pursuant to Rule 14.07 of the Listing Rules, as one or more of the applicable percentage ratios (as defined under the Listing Rules) of each of the CCB Structured Deposit Agreement and the ICBC Structured Deposit Agreement exceeds 5% but all of such ratios are less than 25%, the transactions contemplated thereunder hence constitute discloseable transactions of the Company under the Listing Rules, and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules but are exempt from the Shareholders' approval requirement.

Pursuant to Rule 14.07 of the Listing Rules, as the applicable percentage ratios of each of the First BoCD Structured Deposit Agreement and the Second BoCD Structured Deposit Agreement are lower than 5%, the transactions contemplated thereunder thus do not constitute discloseable transactions of the Company when calculated on a standalone basis. As such transactions are conducted with the same bank and with similar nature, the First BoCD Structured Deposit Agreement and the Second BoCD Structured Deposit Agreement are required to be aggregated as a series of transactions according to Rule 14.22 of the Listing Rules. Given that the highest applicable percentage ratio (as defined under the Listing Rules) of the First BoCD Structured Deposit Agreement and the Second BoCD Structured Deposit Agreement, when aggregated, exceeds 5% but is lower than 25%, the transactions contemplated thereunder hence constitute discloseable transactions of the Company under the Listing Rules, and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules, but are exempt from the Shareholders' approval requirement.

SUBSCRIPTION FOR STRUCTURED DEPOSITS

The Board hereby announces that on 3 July 2023, the Company entered into agreements in relation to the Structured Deposits with each of CCB Chengdu No.1 Sub-branch, ICBC Chengdu Binjiang Sub-branch and BoCD Qintai Sub-branch, and Communications Investment Energy, a subsidiary of the Company, entered into an agreement in relation to the Structured Deposit with BoCD Huaxing Sub-branch. The salient terms of such agreements are set out as follows:

The CCB Structured Deposit Agreement

Date:	3 July 2023
Parties:	(1) the Company; and (2) CCB Chengdu No.1 Sub-branch
Principal amount of the subscription:	RMB300 million
Term of investment:	156 days
Commencement date:	5 July 2023
Expiry date:	8 December 2023
Type of the Structured Deposit:	Principal-guaranteed with floating return
Expected annualised rate of return:	1.50% to 3.00%
Observation period:	Commencement date of the product to two Tokyo business days prior to the expiry of the product (both days inclusive)
Investment scope:	The principal of the Structured Deposit will be integrated into the internal capital management of CCB, and the income will be invested in financial derivative products to which income of the Structured Deposit is linked.
Benchmark:	The performance of the exchange rate of the Euro against the US Dollar during the observation period

Guarantee made by CCB: CCB will provide a guarantee for the principal and the minimum income to be earned at the lowest expected annualised rate of return, observe the exchange rate of the Euro against the US Dollar during the observation period according to market conditions based on the principle of fairness and justice, and will pay the income to the Group in strict accordance with the terms explicitly agreed in the relevant agreement.

Frequency of income payment: Paid in a lump sum upon maturity

Redemption: The Company shall not redeem the principal and income in advance during the term of the Structured Deposit.

The ICBC Structured Deposit Agreement

Date: 3 July 2023

Parties: (1) the Company; and
(2) ICBC Chengdu Binjiang Sub-branch

Principal amount of the subscription: RMB150 million

Term of investment: 156 days

Commencement date: 5 July 2023

Expiry date: 8 December 2023

Type of the Structured Deposit: Principal-guaranteed with floating return

Expected annualised rate of return: 1.20% to 3.04%

Observation period: 5 July 2023 to 6 December 2023 (both days inclusive)

Investment scope: The principal of the Structured Deposit will be integrated into the internal capital management of ICBC, and the income will be invested in derivative products linked to the exchange rate of the US Dollar against the Japanese Yen. The income of the Structured Deposit shall be linked to the performance of the exchange rate of the US Dollar against the Japanese Yen in the international market during the observation period. The Group's income depends on the performance of the exchange rate of the US Dollar against the Japanese Yen during the observation period.

Guarantee made by ICBC: ICBC will provide a guarantee for the principal and the minimum income to be earned at the lowest expected annualised rate of return, observe the exchange rate of the US Dollar against the Japanese Yen during the observation period according to market conditions based on the principle of fairness and justice, and will pay the income to the Group in strict accordance with the terms explicitly agreed in the relevant agreement.

Frequency of income payment: Paid in a lump sum upon maturity

Redemption: The Company shall not redeem the principal and income in advance during the term of the Structured Deposit.

The First BoCD Structured Deposit Agreement

Date: 3 July 2023

Parties: (1) the Company; and
(2) BoCD Qintai Sub-branch

Principal amount of the subscription: RMB50 million

Term of investment: 156 days

Commencement date: 5 July 2023

Expiry date: 8 December 2023

Type of the Structured Deposit: Principal-guaranteed with floating return

Expected annualised rate of return: 1.54% to 3.04%

Observation date: 6 December 2023

Investment target and scope: Derivative products linked to the exchange rate in the international exchange market

Subject of linkage: The performance of the exchange rate of the Euro against the US Dollar on the observation date

Guarantee made by BoCD: If the Structured Deposit is established and the Company holds the Structured Deposit until maturity, or if BoCD early terminates the Structured Deposit, BoCD shall provide a guarantee to the Company on repaying in full the principal to the Company, and shall pay the Company income to be accrued on the Structured Deposit based on the performance of the subject of linkage as agreed. BoCD has guaranteed a lowest annualised rate of return of 1.54%.

Frequency of income payment: Paid in a lump sum upon maturity

Redemption: The Company shall not redeem the principal and income in advance during the term of the Structured Deposit.

The Second BoCD Structured Deposit Agreement

Date: 3 July 2023

Parties: (1) Communications Investment Energy; and
(2) BoCD Huaxing Sub-branch

Principal amount of the subscription: RMB100 million

Term of investment: 86 days

Commencement date: 4 July 2023

Expiry date: 28 September 2023

Type of the Structured Deposit: Principal-guaranteed with floating return

Expected annualised rate of return: 1.43% to 2.90%

Observation date: 26 September 2023

Investment target and scope: Derivative products linked to the exchange rate in the international exchange market

Subject of linkage: The performance of the exchange rate of the Euro against the US Dollar on the observation date

Guarantee made by BoCD: If the Structured Deposit is established and Communications Investment Energy holds the Structured Deposit until maturity, or if BoCD early terminates the Structured Deposit, BoCD shall provide a guarantee to Communications Investment Energy on repaying in full the principal to Communications Investment Energy, and shall pay Communications Investment Energy income to be accrued on the Structured Deposit based on the performance of the subject of linkage as agreed. BoCD has guaranteed a lowest annualised rate of return of 1.43%.

Frequency of income payment: Paid in a lump sum upon maturity

Redemption: Communications Investment Energy shall not redeem the principal and income in advance during the term of the Structured Deposit.

The Group subscribed for the Structured Deposits with its own idle funds.

BASIS FOR DETERMINING THE CONSIDERATIONS

The directors of the Company (including the independent non-executive directors) confirmed that, the considerations of RMB300 million, RMB150 million and RMB150 million, respectively underlying the subscription by the Group for the Structured Deposits offered by each of CCB, ICBC and BoCD has been determined by the Group and each of CCB, ICBC and BoCD after arm's length negotiations on commercial terms taking into account the idle cash that is available to the Group for cash management purposes, the risk profiles of the products, investment terms and the annualised rates of return.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

In order to enhance the capital efficiency as well as the return of the capital operation, the Group reasonably utilised its idle funds to subscribe for the Structured Deposits issued by each of CCB, ICBC and BoCD. Taking into account, among others, (i) the nature of principal-guaranteed with floating return; (ii) the expected rates of return; and (iii) the short terms of 86 days and 156 days of the Structured Deposits, the Group believes the use of idle funds to subscribe for the Structured Deposits of each of CCB, ICBC and BoCD will have higher returns on deposits than those generally available from commercial banks and is conducive to improving the efficiency of the use of the Group's own idle funds and increasing the Group's additional income without adversely affecting its normal operation, principal business development and the rights and interests of investors. The condition of the Structured Deposits will be closely and effectively monitored by the Company. The directors of the Company (including independent non-executive directors) are of the view that, the subscription for the Structured Deposits is conducted on normal commercial terms, which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES

The Group is primarily engaged in the operation, management and development of expressways in and around Chengdu, Sichuan Province, carries out retail of refined oil and also expands into operation of natural gas.

Communications Investment Energy is an indirect non-wholly-owned subsidiary of the Company, and is principally engaged in investment in energy projects and retail of petrol and diesel oil, etc. The Group is primarily engaged in the operation, management and development of expressways in and around Chengdu, Sichuan Province and also carries out operation of refined oil and natural gas. The controlling Shareholder of the Company is Chengdu Communications Investment Group Co., Ltd. (成都交通投資集團有限公司), which is principally engaged in the investment, the financing and the construction, development, operation and management of transportation infrastructure in Sichuan Province, and its ultimate beneficial owner is the State-owned Assets Supervision and Administration Commission of Chengdu Municipal Government (成都市國有資產監督管理委員會).

CCB is a large commercial bank established in the PRC with the approval from the China Banking Regulatory Commission, mainly engaged in absorbing public deposits, granting loans, handling domestic and foreign settlements, handling bills acceptance and discount, issuing financial bonds and other business. Its controlling shareholder is Central Huijin Investment Ltd. (中央匯金投資有限責任公司), which is ultimately wholly owned by the State Council (國務院). To the best of knowledge, information and belief of the directors of the Company after making all reasonable enquiries, as at the date of this announcement, each of CCB and its ultimate beneficial owner is a third party independent of the Company and its connected persons.

ICBC is a large commercial bank established in the PRC with the approval from the China Banking Regulatory Commission, mainly engaged in absorbing public deposits, granting loans, handling domestic and foreign settlements, handling bills acceptance and discount, issuing financial bonds and other business. Its substantial shareholders are Central Huijin Investment Ltd. and the Ministry of Finance of the PRC, of which Central Huijin Investment Ltd. is ultimately wholly owned by the State Council. To the best of knowledge, information and belief of the directors of the Company after making all reasonable enquiries, as at the date of this announcement, each of ICBC and its ultimate beneficial owners is a third party independent of the Company and its connected persons.

BoCD is a state-controlled local joint-stock commercial bank, and is mainly engaged in absorbing public deposits and granting loans, etc. The substantial shareholder of BoCD is Chengdu Jiaozi Financial Holding Group Co., Ltd. (成都交子金融控股集團有限公司), which is ultimately wholly owned by the State-owned Assets Supervision and Administration Commission of Chengdu Municipal Government. To the best of knowledge, information and belief of the directors of the Company after making all reasonable enquiries, as at the date of this announcement, each of BoCD and its ultimate beneficial owner is a third party independent of the Company and its connected persons.

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Pursuant to Rule 14.07 of the Listing Rules, as the applicable percentage ratios of each of the First BoCD Structured Deposit Agreement and the Second BoCD Structured Deposit Agreement are lower than 5%, the transactions contemplated thereunder thus do not constitute discloseable transactions of the Company when calculated on a standalone basis. As such transactions are conducted with the same bank and with similar nature, the First BoCD Structured Deposit Agreement and the Second BoCD Structured Deposit Agreement are required to be aggregated as a series of transactions according to Rule 14.22 of the Listing Rules. Given that the highest applicable percentage ratio (as defined under the Listing Rules) of the First BoCD Structured Deposit Agreement and the Second BoCD Structured Deposit Agreement, when aggregated, exceeds 5% but is lower than 25%, the transactions contemplated thereunder hence constitute discloseable transactions of the Company under the Listing Rules, and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules, but are exempt from the Shareholders' approval requirement.

DEFINITIONS

In this announcement, unless otherwise indicated, the following terms shall have the meanings set out below:

“Board”	the board of directors of the Company
“BoCD”	Bank of Chengdu Co., Ltd (成都銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Shanghai Stock Exchange (stock code: 601838)
“CCB”	China Construction Bank Corporation (中國建設銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Shanghai Stock Exchange (stock code: 601939) and the Stock Exchange (stock code: 939)
“CCB Structured Deposit Agreement”	the agreement entered into between the Company and CCB Chengdu No.1 Sub-branch on 3 July 2023 in relation to subscription for the Structured Deposit in an amount of RMB300 million by the Company
“Communications Investment Energy”	Chengdu Communications Investment Energy Development Co., Ltd. (成都交投能源發展有限公司), a company incorporated in the PRC with limited liability, which is a subsidiary of the Company
“Company”	Chengdu Expressway Co., Ltd. (成都高速公路股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“First BoCD Structured Deposit Agreement”	the agreement entered into between the Company and BoCD Quintai Sub-branch on 3 July 2023 in relation to subscription for the Structured Deposit in an amount of RMB50 million by the Company

“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“ICBC”	Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Shanghai Stock Exchange (stock code: 601398) and the Stock Exchange (stock code: 1398)
“ICBC Structured Deposit Agreement”	the agreement entered into between the Company and ICBC Chengdu Binjiang Sub-branch on 3 July 2023 in relation to subscription for the Structured Deposit in an amount of RMB150 million by the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Second BoCD Structured Deposit Agreement”	the agreement entered into between Communications Investment Energy and BoCD Huaxing Sub-branch on 3 July 2023 in relation to subscription for the Structured Deposit in an amount of RMB100 million by Communications Investment Energy
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Structured Deposit(s)”	the structured deposit(s) (individually or collectively) issued by CCB, ICBC and BoCD, the salient terms of which are summarised in this announcement
“%”	per cent

On behalf of the Board
Chengdu Expressway Co., Ltd.
Yang Tan
Chairman

Chengdu, the PRC, 3 July 2023

As at the date of this announcement, the Board comprises Mr. Yang Tan, Mr. Luo Dan and Mr. Ding Dapan as executive directors, Ms. Wu Haiyan and Mr. Yang Bin as non-executive directors, and Mr. Leung Chi Hang Benson, Mr. Qian Yongjiu and Mr. Wang Peng as independent non-executive directors.