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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)

**ADJUSTMENTS OF THE PLANNED UTILISATION AMOUNT
OF THE PROCEEDS FROM THE PROPOSED A-SHARE OFFERING
AND
OTHER AMENDMENTS TO THE A-SHARE OFFERING PLAN PURSUANT
TO THE IPO REGISTRATION SYSTEM REQUIREMENTS**

References are made to the announcements dated 9 September 2022 and 26 October 2022 as well as the circular dated 10 October 2022 (the “**Circular**”) of Chengdu Expressway Co., Ltd. (the “**Company**”) in relation to, among other things, relevant matters concerning the Proposed A-share Offering of the Company. Save as otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**ADJUSTMENTS OF THE PLANNED UTILISATION AMOUNT OF THE PROCEEDS FROM THE
PROPOSED A-SHARE OFFERING**

In view of the expiry of the validity of the valuation report with a benchmark date of 30 June 2022 issued by an independent valuer with respect to the value of the total shareholders' equity of Chengming Expressway Company, the Company has engaged the independent valuer to issue a new valuation report with respect to the value of the total shareholders' equity of Chengming Expressway Company with a benchmark date of 31 December 2022 (the “**Valuation Report**”). Pursuant to the Valuation Report, the value of the total shareholders' equity of Chengming Expressway Company under the income approach is appraised to be RMB845.100 million, and accordingly, the reference transaction price for its 49% equity interest is estimated at RMB414.099 million.

As such, the Board resolved to adjust the planned utilisation amount of the proceeds from the Proposed A-share Offering allocated to acquisition of 49% equity interest in Chengming Expressway Company from RMB450.000 million to RMB410.000 million pursuant to the authorisation granted by the Shareholders at the EGM and the Class Meetings (collectively, the “**Meetings**”), while the planned utilisation amount allocated to other projects to be financed with the proceeds from the Proposed A-share Offering shall remain unchanged, and the total planned utilisation amount of the proceeds to be raised from the Proposed A-share Offering will be adjusted from RMB1,200.000 million to RMB1,160.000 million accordingly. For the avoidance of doubt, the planned utilisation amount of proceeds for acquisition of 49% equity interest in Chengming Expressway Company represents an estimation only, and the specific amount of funds required for the acquisition is subject to the consideration reached among the parties after arm's-length negotiations with reference to the appraisal value of the target equity interest.

Set out below is the planned utilisation amount allocated to each project to be financed with proceeds from the Proposed A-share Offering after adjustments:

No.	Project Name	Planned Utilisation Amount of Proceeds (RMB0'000)		Implementing Subject
		Before adjustments	After adjustments	
1	Acquisition of 49% equity interest in Chengming Expressway Company	45,000.00	41,000.00	The Issuer
2	Repayment of bank loans	36,000.00	36,000.00	The Issuer and its subsidiary(ies)
3	Construction of Ande Service Area (Phase I)	9,250.00	9,250.00	Expressway Zhenxing Company, a controlling subsidiary of the Issuer
4	Construction of Gaoxinxi Service Area on Chengguan Expressway	5,750.00	5,750.00	The Issuer
5	Replenishment of working capital	24,000.00	24,000.00	The Issuer
	Total	<u>120,000.00</u>	<u>116,000.00</u>	

OTHER AMENDMENTS TO THE A-SHARE OFFERING PLAN PURSUANT TO THE IPO REGISTRATION SYSTEM REQUIREMENTS

In view of the registration-based IPO reform for listing on the main board of the SSE, the Board resolved to make corresponding amendments to the A-share offering plan of the Company pursuant to relevant requirements of the IPO registration system (the “**IPO Registration System Requirements**”). Details are set out below:

- (i) Pursuant to Article 5 in the Administrative Measures for Registration-based IPO (《首次公開發行股票註冊管理辦法》) “issuers seeking initial public offering and listing of shares shall meet the offering conditions, listing conditions and relevant information disclosure requirements, and shall go through the offering and listing review process of stock exchanges in accordance with law and file with the CSRC for registration”, the relevant content under the “Offering Size” reading “The final offering size shall be negotiated and determined by the Board as authorised by the general meeting and the lead underwriter, subject to the approval of the CSRC” as set out in the original A-share offering plan will be amended as follows: “The final offering size shall be negotiated and determined by the Board as authorised by the general meeting and the lead underwriter, subject to the **number approved for offering by the SSE and registration by the CSRC**”; and

- (ii) Pursuant to Article 25 in the Administrative Measures for Registration-based IPO (《首次公開發行股票註冊管理辦法》), the following contents will be included in the original A-share offering plan **“Offering Period: The Shares shall be offered by the Issuer within a period of 12 months from the date on which decision on approval of registration for the Proposed Offering is made by the CSRC”**.

Save and except for the adjustments set out above, as of the date of this announcement, other contents of the A-share offering plan of the Company remain unchanged. The aforesaid amendments were made according to the authorisation granted by the Shareholders at the Meetings, and therefore no further approval from the Shareholders at general meetings of the Company is required.

Shareholders and potential investors of the Company should note that the Proposed A-share Offering is subject to, among other things, approval or decision from relevant regulatory authorities, and there remains uncertainty as to whether the Proposed A-share Offering will be completed or not. Shareholders and potential investors of the Company are advised to exercise caution while dealing in the Shares of the Company. The Company will make further announcement(s) regarding any major updates or progress of the Proposed A-share Offering in accordance with the Listing Rules and other applicable laws and regulations as and when appropriate. This announcement appears for information purpose only, and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

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

Chengdu, the PRC, 15 September 2023

As at the date of this announcement, the Board comprises Mr. Yang Tan 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.