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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.

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

Hong Kong, 24 June 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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RKPF Overseas 2019 (A) Limited
(Incorporated with limited liability under the laws of the British Virgin Islands)

RKPF Overseas 2020 (A) Limited
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RKPF Overseas 2019 (E) Limited
(Incorporated with limited liability under the laws of the British Virgin Islands)

JOINT VOLUNTARY ANNOUNCEMENT IN RELATION TO

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”)

Background

Reference is made to the joint announcements of the Issuers dated 11 June 2024 and 20 June 2024 (the “**Announcements**”) and the Tender Offer and Consent Solicitation Memorandum in relation to the Tender Offers and the Consent Solicitations. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Tender Offer and Consent Solicitation Memorandum.

The Tender Offers and the Consent Solicitations form part of the efforts of the RKI Group to seek extension of its debt maturity profile and improve its overall financial condition, which would be in the interests of all its stakeholders, including the holders of the Target Securities.

Clarifications on the Tender Offers

Pursuant to the terms of the Tender Offers, the maximum amount of cash allocated for the purposes of the Tender Offers is US\$60,000,000, with (a) US\$30,000,000 in cash being allocated towards the acceptance and purchase of validly tendered 2024 Notes and (b) the difference between (i) US\$60,000,000 and (ii) the cash amounts applied towards purchase of validly tendered 2024 Notes (being an amount no more than US\$30,000,000), being allocated towards the acceptance and purchase of the remaining Notes, in each case in accordance with the terms of the Tender Offers. Any cash amounts left over from the US\$60,000,000 following application of (a) and (b) shall be the “**Residual Amounts**”.

With respect to the Residual Amounts, in the interests of continuing to maintain fair treatment of all of its creditors and stakeholders, RKI clarifies that:

1. such Residual Amounts shall constitute cash amounts which RKI has discretion to apply towards repayment or repurchase of indebtedness;
2. RKI intends for such Residual Amounts to be applied for the benefit of its Noteholders; and
3. in particular, if the Tender Offers are consummated and the Extraordinary Resolution in respect of each of the Target Securities is passed, up to US\$30,000,000 of such Residual Amounts are intended to be applied in and towards the redemption of principal on the Notes then outstanding in the following manner:
 - (i) as to 60% towards redemption of the 2024 Notes; and
 - (ii) as to the remaining 40% towards redemption of the remaining Notes, split as close to equally as practicable across each of the remaining Series of Notes.

RKI intends for such redemptions to 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 (subject to any notice periods required under the relevant Notes), which redemption is expected to be on or around 15 August 2024 based on the indicative timetable set out in the Tender Offer and Consent Solicitation Memorandum in relation to the Tender Offers and the Consent Solicitations.

For the avoidance of doubt, the foregoing is not an amendment in respect of the Tender Offers or the Consent Solicitations and is a clarification of RKI’s intentions with respect to the application of any Residual Amounts at RKI’s discretion following consummation of the Tender Offers and the Consent Solicitations.

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, 24 June 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.