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NANNING COMMUNICATIONS INVESTMENT GROUP CO., LTD.

(南寧交通投資集團有限責任公司)

(incorporated in the People’s Republic of China with limited liability)

(the “Issuer”)



南宁交投

**NANNING COMMUNICATIONS
INVESTMENT GROUP**

Consent Solicitation in relation to the outstanding

U.S.\$300,000,000 7.30 per cent. Notes due 2027

issued by the Issuer (Stock Code: 4578)

(the “Notes”)

(ISIN: XS2807939140; Common Code: 280793914)

LAUNCH OF CONSENT SOLICITATION

The directors of the Issuer hereby announce that the Issuer has commenced a request to the holders of the Notes (the “**Noteholders**”) to approve certain modifications to the terms and conditions of the Notes (the “**Consent Solicitation**”), on the terms and subject to the conditions set out in the consent solicitation memorandum dated 2 April 2026 (the “**Consent Solicitation Memorandum**”). The Issuer has given the Noteholders a notice of meeting dated 2 April 2026 (the “**Notice of Meeting**”) in connection with the Consent Solicitation for approval by Extraordinary Resolution. Capitalised terms used but not defined herein shall have the meanings given to them in the Consent Solicitation Memorandum or, as applicable, the Notice of Meeting.

This announcement does not contain the full terms of the Extraordinary Resolution, which are contained in the Notice of Meeting and the Consent Solicitation Memorandum. This announcement must be read in conjunction with the Notice of Meeting and the Consent Solicitation Memorandum. The Notice of Meeting and Consent Solicitation Memorandum are available on <https://projects.sodali.com/nanning> (the “Transaction Website”), subject to eligibility confirmation and registration. The Notice of Meeting and the Consent Solicitation Memorandum contain important information which should be read carefully before any decision is made with respect to the Consent Solicitation. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Consent Solicitation or participate at the Meeting (including any Adjourned Meeting). None of the Issuer, BOCOM International Securities Limited (the “Solicitation Agent”), Sodali & Co Limited as information and tabulation agent (the “Information and Tabulation Agent”), China CITIC Bank International Limited (the “Trustee”), China CITIC Bank International Limited (the “Principal Paying Agent”, the “Registrar” and the “Transfer Agent”, and together, the “Agents”) or any person who controls, or any director, officer, employee, agent, adviser or affiliate of, any such person expresses any opinion about the terms of the Consent Solicitation or makes any recommendation as to whether Noteholders should participate in the Consent Solicitation or participate at the Meeting.

BACKGROUND

The Issuer is currently seeking to manage its capital structure and outstanding notes issued by it.

The Issuer therefore is soliciting consents from the holders of Notes to pass at a meeting of the Noteholders (the “**Meeting**”) the Extraordinary Resolution to approve certain amendments and waivers to, among other things, provide for the insertion of a new condition entitling the Issuer to have the option to redeem in whole, but not in part, the Notes outstanding at any time at the redemption price equal to 100 per cent. of the principal amount of the Notes (together with any unpaid interest accrued up to (but not including) the date fixed for redemption) by giving not less than seven Business Days’ notice to the Trustee and the Agents in writing and to the holders of Notes in accordance with the terms and conditions of the Notes (the “**Conditions**”). Please see section headed “*The Proposals*” in the Consent Solicitation Memorandum prepared by the Issuer in relation to the Proposals (as defined in the Consent Solicitation Memorandum) for more information.

MEETING

The Meeting will be held at the venue and the time as set out in the Notice of Meeting and the Consent Solicitation Memorandum. The provisions governing the convening and holding of the Meeting (the “**Meeting Provisions**”) are set out in Schedule 4 of the trust deed dated 30 April 2024, as modified, supplemented and/or restated from time to time (the “**Trust Deed**”) between the Issuer and the Trustee, a copy of which is available for inspection by the Noteholders (i) at all reasonable times during normal business hours (being between 9:00 a.m. (Hong Kong time) and 3:00 p.m. (Hong Kong time) from Monday to Friday other than public holidays) at the specified office of the Principal Paying Agent at 80/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong upon prior written request and satisfactory proof of holdings and (ii) on the Transaction Website.

INDICATIVE TIMETABLE

Below is an indicative timetable showing the timing of the Meeting. The timetable is subject to change and dates and times may be extended or amended by the Issuer in accordance with the terms as set out in the Notice of Meeting and the Consent Solicitation Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Date	Action
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2 April 2026

Commencement of the Consent Solicitation

The Consent Solicitation is announced by way of an announcement to the Noteholders via: (i) the website of the Hong Kong Stock Exchange, (ii) the Clearing Systems through the Information and Tabulation Agent for communication to the Euroclear/Clearstream Direct Participants and (iii) the Transaction Website.

The Notice of Meeting is delivered via the Clearing Systems through the Information and Tabulation Agent for communication to the Euroclear/Clearstream Direct Participants and made available on the Transaction Website.

The Consent Solicitation Memorandum is available to Noteholders via the Transaction Website.

22 April 2026
5:00 p.m., Hong Kong time /
11:00 a.m., Central
European Summer time

Voting Deadline

Deadline for receipt by the Information and Tabulation Agent of valid Electronic Voting Instructions pursuant to the Extraordinary Resolution through the Clearing Systems, including authorising the Principal Paying Agent to appoint the Information and Tabulation Agent as its proxy or making any other arrangements to attend the Meeting in person or by proxy other than the Information and Tabulation Agent. Please refer to “*Procedures in connection with the Consent Solicitation*” of the Consent Solicitation Memorandum for further details.

The deadlines set by any intermediary or the Clearing Systems may be earlier than the deadlines set out above.

24 April 2026
5:00 p.m., Hong Kong time

Meeting

To be held at the venue as set out in the Notice of Meeting and the Consent Solicitation Memorandum.

24 April 2026 or such later
date
as soon as reasonably
practicable after the Meeting

Announcement of Result of Meeting

Announcement of the results of the Meeting shall be distributed by way of announcements to the Noteholders via: (i) the website of the Hong Kong Stock Exchange, (ii) the Clearing Systems through the Information and Tabulation Agent for communication to the Euroclear/Clearstream Direct Participants and (iii) the Transaction Website.

24 April 2026 or such later
date as soon as reasonably
practicable after the
Meeting.

If the Extraordinary Resolution is passed and the Eligibility Condition is satisfied

Execution of the Supplemental Trust Deed and the Supplemental Agency Agreement, the forms of which are scheduled to the Notice of Meeting and the Consent Solicitation Memorandum and are available on the Transaction Website.

Electronic Voting Instructions are to be submitted through the relevant Clearing System by each Euroclear/Clearstream Direct Participant in the form as described in the Notice of Meeting and in the “*Procedures in connection with the Consent Solicitation*” of the Consent Solicitation Memorandum in order for Noteholders holding through Euroclear/Clearstream to participate in the Consent Solicitation. If the Electronic Voting Instructions are submitted by relevant Euroclear/Clearstream Direct Participants, instructing the relevant Clearing System that the vote(s) attributable to the Notes the subject of such electronic voting instruction should be cast in a particular way (either in favour, against or abstain from voting) in relation to the Extraordinary Resolution, such instruction shall be deemed to have automatically instructed and authorised the Principal Paying Agent to appoint one or more representatives of the

Information and Tabulation Agent (nominated by it) as such Noteholder's proxy in relation to a corresponding Meeting.

If the Noteholder wishes to attend the Meeting in person or by proxy other than the Information and Tabulation Agent, the relevant Electronic Voting Instructions submitted through the Clearing Systems will need to indicate the name of the attendee, their email address and passport or other identification number. By submitting such instruction, a Noteholder is deemed to consent to such information being provided to the Principal Paying Agent for creation of the relevant voting certificate. A separate instruction must be submitted on behalf of such Noteholder. Such attendee will be required to produce his or her identity document as evidence of his or her identity and a valid voting certificate issued by the Principal Paying Agent relating to the Notes in respect of which it wishes to vote at the Meeting. The receipt of such instruction by Euroclear/Clearstream will be acknowledged in accordance with the standard practices of Euroclear/Clearstream and will result in the blocking of the Notes in the relevant Noteholder's account with Euroclear/Clearstream so that no transfers may be effected in relation to such Notes.

Electronic Voting Instructions must be delivered in minimum denominations of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof. Any Electronic Voting Instructions or other instructions given may not be revoked in any circumstances, except in the limited circumstances described in "*Amendment and Termination – Revocation Rights*" of the Consent Solicitation Memorandum.

Euroclear or Clearstream may impose earlier deadlines in order to properly process Electronic Voting Instructions. As part of the electronic voting process through Euroclear or Clearstream, Noteholders should be aware of and comply with any such deadlines.

Beneficial Owners should be aware that their broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadline for participation in the Consent Solicitation. Accordingly, Beneficial Owners wishing to participate in the Consent Solicitation should contact their broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the time by which such beneficial owner must take action in order to so participate.

If the Meeting is not quorate or the Meeting is quorate and the Extraordinary Resolution is passed but the Eligibility Condition is not satisfied on the date stated above, the Meeting shall stand adjourned for such period, being not less than 13 Clear Days nor more than 42 Clear Days, and to such time and place as the chairman of the Meeting may decide and approved by the Trustee. Notice of any Adjourned Meeting shall be given in the same manner as notice of the original Meeting, save that at least 10 Clear Days' notice (exclusive of the day on which the notice is given and of the day on which the meeting to be adjourned is held) (containing the information required for the notice of the original Meeting and stating the required quorum) shall be given. Noteholders should note that valid Electronic Voting Instructions given in respect of the Meeting shall remain valid and irrevocable for any Adjourned Meeting unless validly revoked in the limited circumstances in which revocation is permitted.

If the Extraordinary Resolution is passed and the Eligibility Condition is satisfied, the proposed amendments and waivers will be binding on all Noteholders, whether or not present at the Meeting at which it is passed, including those Noteholders who vote against the proposed amendments and waivers or do not vote at all at the Meeting (or Adjourned Meeting, as applicable).

Unless stated otherwise, announcements in connection with the Consent Solicitation and the Meeting will be made by delivery of notices to the holders of the Notes via: (i) the website of the Hong Kong Stock Exchange, (ii) the Clearing Systems through the Information and Tabulation Agent for communication to the Euroclear/Clearstream Direct Participants and (iii) the Transaction Website. Copies of all such announcements, notices and press releases and notices can also be obtained from the Information and Tabulation Agent, the contact details of whom are set out below. Significant delays may be experienced where notices are delivered via the Clearing Systems and Noteholders are urged to contact the Information and Tabulation Agent for the relevant announcements relating to the Consent Solicitation.

There are no consent fees payable in relation to the Consent Solicitation.

GENERAL

This announcement does not constitute an invitation to participate in the Consent Solicitation in or from any jurisdiction

in or from which, or to or from any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws or otherwise. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by the Issuer and the Solicitation Agent to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction by the Solicitation Agent or by the Issuer.

Each Noteholder is solely responsible for making its own independent appraisal of all matters as such Noteholder deems appropriate (including those relating to the Proposals, the Consent Solicitation, the Meeting, the Extraordinary Resolution, the Notes and the Issuer) and each Noteholder must make its own decision as to whether to participate in the Consent Solicitation or to attend and vote at the Meeting.

None of the Issuer, the Solicitation Agent, the Information and Tabulation Agent, the Trustee, the Agents or any person who controls, or any director, officer, employee, agent, adviser or affiliate of, any such person expresses any opinion on the merits of, or makes any representation or recommendation whatsoever regarding, the Consent Solicitation, the Meeting or the Extraordinary Resolution or makes any recommendation to any Noteholder as to whether such Noteholder should participate in the Consent Solicitation or attend and vote at the Meeting, and none of them has authorised any person to make any such recommendation.

FURTHER DETAILS

The Issuer has appointed BOCOM International Securities Limited to act as the Solicitation Agent and Sodali & Co Limited to act as the Information and Tabulation Agent in connection with the Meeting.

Copies of the Notice of Meeting, the Consent Solicitation Memorandum and its related documents may be found on the Transaction Website or may be requested from the Information and Tabulation Agent. Any questions or requests for assistance in connection with submission of an instruction may be directed to the Information and Tabulation Agent at:

Sodali & Co Limited

In Hong Kong
1401, 14/F
90 Connaught Road Central
Sheung Wan
Hong Kong
Telephone No.: +852 2319 4130

In London
Leadenhall Building
122 Leadenhall Street
City of London, EC3V 4AB
United Kingdom
Telephone No.: +44 20 4513 6933

Email: nanning@investor.sodali.com

Transaction Website: <https://projects.sodali.com/nanning>

Any questions or requests for assistance concerning the Consent Solicitation may be directed to the Solicitation Agent at:

BOCOM International Securities Limited

11th Floor, Man Yee Building
68 Des Voeux Road, Central
Hong Kong
Email: yongjiang20262@bocomgroup.com

Hong Kong, 2 April 2026

As at the date of this announcement, the directors of Nanning Communications Investment Group Co., Ltd. (南寧交通投資集團有限責任公司) are Mr. CAO Zhuang, Mr. XIE Jiang, Mr. QIN Shengyou, Mr. ZHOU Tianzhong, Ms. XIONG Xin, Mr. MO Weihua and Mr. XIE Danyi.