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鎮江交通產業集團
Zhenjiang Transportation Industry Group

Zhenjiang Transportation Industry Group Co., Ltd.
(鎮江交通產業集團有限公司)

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

(the "**Issuer**")

Consent Solicitation relating to

U.S.$220,000,000 4.78 per cent. bonds due 2028 (the "Bonds")

(Stock Code: 5737)

(ISIN: XS3107147988; Common Code 310714798)

LAUNCH OF CONSENT SOLICITATION

The directors of the Issuer hereby announce that the Issuer has commenced a request to the holders of the Bonds (the "**Bondholders**") to approve certain modifications to the terms and conditions of the Bonds (the "**Consent Solicitation**"), on the terms and subject to the conditions set in the consent solicitation memorandum dated 6 August 2026 (the "**Consent Solicitation Memorandum**"). The Issuer has delivered to the Bondholders a notice of meeting dated 6 August 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 Consent Solicitation Memorandum and the Notice of Meeting. This announcement must be read in conjunction with the Consent Solicitation Memorandum and the Notice of Meeting. Bondholders may obtain the Consent Solicitation Memorandum and the Notice of Meeting from S&P Global (the "Information and Tabulation Agent"), the contact details for which are set out below. In order to access a copy of the Consent Solicitation Memorandum and the Notice of Meeting, a Bondholder will be required to provide confirmation as to such person's status as a Bondholder. The Consent Solicitation Memorandum and the Notice of Meeting contain important information which should be read carefully before any decision is made with respect to the Consent Solicitation. If any Bondholder 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 Bonds 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, Orient Securities (Hong Kong) Limited (the "Solicitation Agent"), the Information and Tabulation Agent, China Construction Bank (Asia) Corporation Limited (中國建設銀行(亞洲)股份有限公司) (the "Trustee"), China Construction Bank (Asia) Corporation Limited (中國建設銀行(亞洲)股份有限公司) (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, consultant, adviser or affiliate of, any such person expresses any opinion about the terms of the Consent Solicitation or makes any recommendation as to whether Bondholders should participate in the Consent Solicitation or participate at the Meeting.

BACKGROUND

The Issuer is seeking to undertake a consent solicitation in light of its current financial condition and operating circumstances, and as part of its efforts to further optimise its debt structure and reduce financing costs.

The Issuer is therefore soliciting consents from the holders of Bonds to pass an Extraordinary Resolution at a meeting of the Bondholders (the "**Meeting**"), which would confer on the Issuer a right to redeem the Bonds in whole, at 100 per cent. of their principal amount together with accrued interest, prior to their scheduled maturity.

MEETING

The Meeting will be held at the venue and time set out in the Consent Solicitation Memorandum and the Notice of Meeting. The provisions governing the convening and holding of the Meeting (the "**Meeting Provisions**") are set out in Schedule 3 of the trust deed dated 16 July 2025, 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 (a)(i) for inspection by the Bondholders 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 Trustee at 3/F, CCB Tower, 3 Connaught Road Central, Central, Hong Kong and at the specified office of the Principal Paying Agent or (a)(ii) electronically to a requesting Bondholder, in each case following prior written request and proof of holding and identity to the satisfaction of the Trustee or, as the case may be, the Principal Paying Agent and (b) on https://debtconnect.spglobal.com/zhenjiang (the "**Consent Website**").

INDICATIVE TIMETABLE

The below is an indicative timetable showing the timing of the Consent Solicitation. 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 Consent Solicitation Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Date	Action
6 August 2026	***Announcement of Consent Solicitation*** The Notice of Meeting made available on the Consent Website and delivered to Bondholders via the Clearing Systems. The launch announcement published on the website of The Stock Exchange of Hong Kong Limited (the "**SEHK**"). The Consent Solicitation Memorandum made available on the Consent Website and from the Information and Tabulation Agent. Documents referred to under "*Documents Available for Inspection*" in the Notice of Meeting made available on the Consent Website and from the Information and Tabulation Agent.
25 August 2026 at 4:00 p.m., London time	***Voting Deadline*** Deadline for receipt by the Information and Tabulation Agent of valid Consent Instructions from Bondholders. This will also be the deadline for making any other arrangements to attend or be represented to vote at the Meeting.
28 August 2026 at 11:00 a.m., Hong Kong time	***Meeting of the Bondholders*** Time and date of the Meeting, at which the Bondholders will vote in relation to the Extraordinary Resolution.
As soon as reasonably practicable after the Meeting on the date of the Meeting	***Amendment Effective Date*** Execution and delivery of the Amendment Documentation. On the date of execution and delivery of the Amendment Documentation, the Proposed Amendments shall become effective.
As soon as reasonably practicable and in any event within 14 days after the Meeting.	***Announcement of results of the Meeting and the Amendment Effective Date*** Announcement of (i) the results of Meeting; and (ii) if the Extraordinary Resolution is passed, the execution and delivery of the Amendment Documentation and the Proposed Amendments being effective.

Bondholders are advised to check with any bank, securities broker or other intermediary through which they hold their Bonds when such intermediary would need to receive instructions from a Bondholder in order for such Bondholder to participate in, or (in the limited circumstances in which revocation is permitted) to validly revoke their instruction to participate in, the Consent Solicitation and/or the Meeting by the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and (where permitted) revocation of Consent Instructions will be earlier than the relevant deadlines above.

A separate instruction must be completed on behalf of each Bondholder wishing to attend and vote at, or to appoint a proxy (other than the Information and Tabulation Agent or its nominees) to attend and vote at, the Meeting (including any adjourned Meeting) with each instruction needing to provide the name, email address and passport or other identification number of the person attending the Meeting in person in their Consent Instructions by the Voting Deadline or by any earlier deadline set by any relevant Clearing System or any intermediary, in each case in accordance with the procedures set out in the terms and conditions of the Bonds, Meeting Provisions, Trust Deed and Notice of Meeting.

Bondholders may only submit Consent Instructions in principal amounts of U.S.$200,000 and integral multiples of U.S.$1,000 in excess thereof. Any Consent Instructions or other instructions given is irrevocable and may only be revoked by a Bondholder in the limited circumstances described in "*Amendment of the Consent Solicitation and Withdrawal Rights*" of the Consent Solicitation Memorandum or as otherwise permitted pursuant to the Trust Deed and the Meeting Provisions, by submission to the Information and Tabulation Agent of a Revocation Instruction, by a properly transmitted message, in accordance with the procedures of Euroclear or Clearstream (as applicable).

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

If the Meeting is not quorate on the date stated above, the Meeting shall stand adjourned for such period being not less than 14 nor more than 42 days, and at such time and place as may be appointed by the chairman of the Meeting and notice of any adjourned Meeting shall be given in the same manner as notice of the original Meeting, save that at least 10 days' notice (exclusive of the day on which the notice is given and of the day of the adjourned Meeting) shall be given

The Issuer may, at its option and in its sole discretion, cancel the Meeting or postpone the date of the Meeting by giving prior notice to the Bondholders in accordance with the Meeting Provisions.

Unless stated otherwise, announcements and notices in connection with the Consent Solicitation and the Meeting will be made by delivery to the holders of the Bonds via: (i) the website of the SEHK, (ii) the Clearing Systems through the Information and Tabulation Agent for communication to Euroclear/Clearstream Direct Participants and/or (iii) the Consent Website. Copies of all such announcements 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 Bondholders are urged to contact the Information and Tabulation Agent for the relevant announcements and notices 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 Bondholder is solely responsible for making its own independent appraisal of all matters as such Bondholder deems appropriate (including those relating to the Consent Solicitation, the Meeting, the Extraordinary Resolution and the Issuer) and each Bondholder must make its own decision as to whether to participate in the Consent Solicitation or 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 Bondholder as to whether such Bondholder 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 Orient Securities (Hong Kong) Limited to act as the Solicitation Agent and S&P Global to act as the Information and Tabulation Agent in connection with the Consent Solicitation.

Copies of the Notice of Meeting, the Consent Solicitation Memorandum and their related documents may be found on the Consent Website or may be requested from the Information and Tabulation Agent at:

S&P Global

In London	In Hong Kong
Ropemaker Place,	Level 3, Three Exchange Square,
25 Ropemaker Street,	8 Connaught Place,
London, EC2Y 9YL	Central, Hong Kong
+44 (0)207 1767 653	+852 2532 8048

Email: zhenjiang@spglobal.com
Consent Website: https://debtconnect.spglobal.com/zhenjiang

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

Orient Securities (Hong Kong) Limited
28/F-29/F, 100 QRC
Central, Hong Kong
Email: codcm@dfzq.com.hk

Any questions or requests for assistance in connection with submission of an instruction may be directed to the Information and Tabulation Agent at:

S&P Global

In London	In Hong Kong
Ropemaker Place,	Level 3, Three Exchange Square,
25 Ropemaker Street,	8 Connaught Place,
London, EC2Y 9YL	Central, Hong Kong
+44 (0)207 1767 653	+852 2532 8048

Email: zhenjiang@spglobal.com
Consent Website: https://debtconnect.spglobal.com/zhenjiang

6 August 2026

As at the date of this announcement, the directors of the Issuer are PAN Jie, CAI Chao, SUN Youmei, TIAN Xigao, WANG Wei, XIE Zhuyun, ZHANG Yulong, LIU Hua, and ZHU Taotao.