

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



China Hongqiao Group Limited

中國宏橋集團有限公司

(Incorporated under the laws of Cayman Islands with limited liability)

(Stock Code: 1378)

ADJUSTMENT OF CONVERSION PRICE OF US\$300,000,000 5.25% CONVERTIBLE BONDS DUE 2026

AND

ADJUSTMENT OF CONVERSION PRICE OF US\$300,000,000 1.50% CONVERTIBLE BONDS DUE 2030

ADJUSTMENT OF CONVERSION PRICE OF US\$300,000,000 5.25% CONVERTIBLE BONDS DUE 2026

In accordance with the 2021 CB Terms and Conditions, as a result of the declaration of the Dividends by the Company, the conversion price of the 2021 Convertible Bonds will be adjusted from HK\$6.14 per Share to HK\$5.68 per Share with effect from 30 May 2025, being the business day immediately after the record date, i.e. 29 May 2025, in connection with such declaration.

ADJUSTMENT OF CONVERSION PRICE OF US\$300,000,000 1.50% CONVERTIBLE BONDS DUE 2030

In accordance with the 2025 CB Terms and Conditions, as a result of the declaration of the Dividends by the Company, the conversion price of the 2025 Convertible Bonds will be adjusted from HK\$20.88 per Share to HK\$19.36 per Share with effect from 30 May 2025, being the business day immediately after the record date, i.e. 29 May 2025, in connection with such declaration.

References are made to the announcement (the “**2021 Placing Announcement**”) of China Hongqiao Group Limited (the “**Company**”) dated 8 January 2021 in relation to, among other things, the issue of the US\$300,000,000 5.25% convertible bonds due 2026 (the “**2021 Convertible Bonds**”) by the Company, and the announcement of the Company dated 17 March 2025, the announcement of the Company dated 18 March 2025 (the “**2025 CB Announcement**”) and the announcement of the Company dated 26 March 2025 in relation to, among other things, the issue of US\$300,000,000 1.50% convertible bonds due 2030 (the “**2025 Convertible Bonds**”) by the Company.

References are also made to the announcement of the Company dated 11 June 2021, the supplemental announcement of the Company dated 15 June 2021, as well as the announcements of the Company dated 25 November 2021, 31 May 2022, 21 November 2022, 31 May 2023, 24 November 2023, 30 May 2024 and 22 November 2024 in relation to, among other things, adjustment of the conversion price of the 2021 Convertible Bonds, and the annual results announcement of the Company dated 14 March 2025 for the year ended 31 December 2024 (the “**Annual Results Announcement**”).

Capitalised terms used herein have the same meaning as those defined in the 2021 Placing Announcement and the 2025 CB Announcement, unless otherwise defined herein.

ADJUSTMENT OF CONVERSION PRICE OF US\$300,000,000 5.25% CONVERTIBLE BONDS DUE 2026

The terms and conditions of the 2021 Convertible Bonds (the “**2021 CB Terms and Conditions**”) provided, among other things, that if the Company pays or makes any Capital Distribution (as defined in the 2021 CB Terms and Conditions) to the shareholder of the Company (the “**Shareholders**”), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such Capital Distribution by the following fraction:

$$\frac{A - B}{A}$$

Where:

A is the Current Market Price (as defined in the 2021 CB Terms and Conditions) of one Share on the date on which the Capital Distribution is publicly announced; and

B is the Fair Market Value (as defined in the 2021 CB Terms and Conditions) on the date of such announcement of the portion of the Capital Distribution attributable to one Share.

Such adjustment shall become effective on the date that such Capital Distribution is actually made or if a record date is fixed therefor, the business day immediately after such record date.

As announced in the Annual Results Announcement, the board of directors (the “**Board**”) of the Company will pay a final dividend for 2024 of HK102.0 cents per Share for the year ended 31 December 2024 (the “**Dividends**”) to the Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 29 May 2025. Pursuant to the 2021 CB Terms and Conditions, the Dividends fall within the definition of Capital Distribution. Accordingly, the Conversion Price per Share will be adjusted from HK\$6.14 per Share to HK\$5.68 per Share effective from 30 May 2025 (Hong Kong time), being the business day immediately after the record date, i.e. 29 May 2025, in connection with the declaration of the Dividends (the “**2021 CB Adjustment**”). Apart from the 2021 CB Adjustment, there is no change in the 2021 CB Terms and Conditions.

As at the date of this announcement, the total number of the issued shares of the Company is 9,288,308,925 Shares. Following the 2021 CB Adjustment, the number of Conversion Shares issuable by the Company upon full conversion of the outstanding 2021 Convertible Bonds will increase by 30,678,362 Shares and the maximum number of Conversion Shares to be issued by the Company upon full conversion of the outstanding 2021 Convertible Bonds will become 409,489,436 Shares. Such Conversion Shares will be issued and allotted pursuant to the general mandate granted by the Shareholders to the Directors at the annual general meeting of the Company held on 7 May 2025.

ADJUSTMENT OF CONVERSION PRICE OF US\$300,000,000 1.50% CONVERTIBLE BONDS DUE 2030

The terms and conditions of the 2025 Convertible Bonds (the “**2025 CB Terms and Conditions**”) provided, among other things, that if the Company pays or makes any Capital Distribution (as defined in the 2025 CB Terms and Conditions) to the Shareholders, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such Capital Distribution by the following fraction:

$$\frac{A - B}{A}$$

Where:

A is the Current Market Price (as defined in the 2025 CB Terms and Conditions) of one Share on the date on which the Capital Distribution is publicly announced; and

B is the Fair Market Value (as defined in the 2025 CB Terms and Conditions) on the date of such announcement of the portion of the Capital Distribution attributable to one Share.

Such adjustment shall become effective on the date that such Capital Distribution is actually made or if a record date is fixed therefor, the business day immediately after such record date.

As announced in the Annual Results Announcement, the Board will pay the Dividends to the Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 29 May 2025. Pursuant to the 2025 CB Terms and Conditions, the Dividends fall within the definition of Capital Distribution. Accordingly, the Conversion Price per Share will be adjusted from HK\$20.88 per Share to HK\$19.36 per Share effective from 30 May 2025 (Hong Kong time), being the business day immediately after the record date, i.e. 29 May 2025, in connection with the declaration of the Dividends (the “**2025 CB Adjustment**”). Apart from the 2025 CB Adjustment, there is no change in the 2025 CB Terms and Conditions.

As at the date of this announcement, the total number of the issued shares of the Company is 9,288,308,925 Shares. Following the 2025 CB Adjustment, the number of Conversion Shares issuable by the Company upon full conversion of the outstanding 2025 Convertible Bonds will increase by 8,767,105 Shares and the maximum number of Conversion Shares to be issued by the Company upon full conversion of the outstanding 2025 Convertible Bonds will become 120,432,334 Shares. Such Conversion Shares will be issued and allotted pursuant to the general mandate granted by the Shareholders to the Directors at the annual general meeting of the Company held on 7 May 2025.

Holders of the 2021 Convertible Bonds and 2025 Convertible Bonds who are in any doubt as to the action to be taken should consult their stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

By order of the Board
China Hongqiao Group Limited
Zhang Bo
Chairman

Shandong Province, the People's Republic of China
29 May 2025

As at the date of this announcement, the Board comprises twelve directors, namely Mr. Zhang Bo, Ms. Zheng Shuliang, Ms. Zhang Ruilian and Ms. Wong Yuting as executive directors, Mr. Yang Congsen, Mr. Zhang Jinglei, Mr. Tian Mingming (Mr. Zhang Hao as his alternate) and Ms. Sun Dongdong as non-executive directors, and Mr. Wen Xianjun, Mr. Han Benwen, Mr. Dong Xinyi and Ms. Fu Yulin as independent non-executive directors.