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LOGAN

龙光集团

Logan Group Company Limited

龍光集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3380)

**OFFER TO PURCHASE
THE OUTSTANDING 5.75% SENIOR NOTES DUE 2022
(ISIN: XS1541978851; Common Code: 154197885; Stock Code: 5341)**

Description of the 2022 Notes	ISIN/ Common Code	Outstanding principal amount of the 2022 Notes ⁽¹⁾	Purchase Price ⁽²⁾	Expiration Deadline
5.75% Senior Notes due 2022	XS1541978851/ 154197885	US\$244,075,000	US\$1,000	4:00 p.m. (London Time) on 10 November, 2021 ⁽³⁾

Notes:

- (1) As of the date of this announcement, the Company has repurchased and not yet canceled an aggregate principal amount of US\$18,050,000 of the 2022 Notes (the “Repurchased 2022 Notes”). The Company intends to cancel the Repurchased 2022 Notes.
- (2) Per US\$1,000 principal amount of the relevant 2022 Notes accepted for purchase.
- (3) Unless extended, re-opened, amended and/or terminated by the Company.

The Company is making an offer to purchase for cash any and all of its outstanding 2022 Notes at a purchase price of US\$1,000 per US\$1,000 principal amount of the 2022 Notes (the “**2022 Notes Purchase Price**”) (the “**Offer**”). The Company has made available today to the Eligible Holders the Offer to Purchase setting out, among others, the terms and conditions of the Offer. The Offer to Purchase is available on the Offer Website.

The Offer is being made as part of the Company’s policy to actively manage its balance sheet liabilities and optimize its debt structure.

Deutsche Bank, Guotai Junan International and Haitong International, each in their capacity are acting as the Dealer Managers and D.F. King Ltd is acting as the Information and Tender Agent in relation to the Offer.

BACKGROUND

The 2022 Notes are listed on the Stock Exchange. The obligations of the Company under the 2022 Notes are guaranteed by certain of the Company's existing subsidiaries. As of the date of this announcement, an aggregate principal amount of US\$244,075,000 of the 2022 Notes remains outstanding.

The Company is making an offer to purchase for cash any and all of its outstanding 2022 Notes at the 2022 Notes Purchase Price. The Company has made available today to the Eligible Holders the Offer to Purchase setting out, among others, the terms and conditions of the Offer.

THE OFFER

On the terms and subject to the conditions of the Offer, the Company is offering to purchase for cash an aggregate principal amount of the 2022 Notes.

PURCHASE PRICE

The 2022 Notes Purchase Price payable to the Eligible Holders whose 2022 Notes are accepted for purchase will be equal to US\$1,000 for each US\$1,000 in principal amount of the 2022 Notes.

ACCRUED INTEREST PAYMENT

The Company will also pay an Accrued Interest Payment in respect of the 2022 Notes accepted for purchase pursuant to the Offer on the Settlement Date.

SOURCES OF FUNDS

The Company intends to finance the Offer with its internal resources.

TENDER INSTRUCTION

In order to participate in the Offer, Eligible Holders must validly tender their 2022 Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Information and Tender Agent by the Expiration Deadline, unless extended, re-opened, amended and/or terminated as provided in the Offer to Purchase. Tender Instructions will be irrevocable once delivered in accordance with the terms of the Offer.

Each Tender Instruction must specify the principal amount of the 2022 Notes that the relevant Eligible Holder is tendering at the Purchase Price. The 2022 Notes may be tendered only in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof.

DEALER MANAGERS AND INFORMATION AND TENDER AGENT

The Company has appointed Deutsche Bank, Guotai Junan International and Haitong International, as the Dealer Managers and D.F. King Ltd as the Information and Tender Agent in relation to the Offer.

INDICATIVE TIMETABLE FOR THE OFFER

Events	Times and Dates
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Commencement of the Offer	3 November 2021
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The Offer is announced. Offer to Purchase available from the Information and Tender Agent, and notice of the Offer delivered via the websites of the Stock Exchange and the Offer Website to the Clearing Systems for communication to Direct Participants and published on the Offer Website.

Expiration Deadline	4:00 p.m. (London Time) on 10 November 2021
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Final deadline for receipt of valid Tender Instructions by the Information and Tender Agent.

Announcement of Results	As soon as reasonably practicable after the Expiration Deadline
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Announcement of whether the Company will accept valid tenders of the 2022 Notes pursuant to the Offer and, if so accepted, (i) the aggregate principal amount of the 2022 Notes accepted for tender, (ii) the 2022 Notes Purchase Price and (iii) the Accrued Interest (expressed per US\$1,000 in principal amount of the 2022 Notes accepted for purchase by the Company).

The Company plans to cancel the 2022 Notes it purchases pursuant to the Offer. The 2022 Notes that have not been validly tendered and accepted for purchase pursuant to the offer will remain outstanding after the Settlement Date.

Settlement Date	On or about 12 November 2021
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EXPECTED SETTLEMENT DATE FOR THE OFFER

The above times and dates are subject to the right of the Company to extend, re-open, amend and/or terminate the Offer (subject to applicable law and as provided in the Offer to Purchase).

Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold the 2022 Notes when such intermediary would need to receive instructions from an Eligible Holder in order for that Eligible Holder to be able to participate in the Offer by the deadline set out above. The deadline set by any such intermediary and each Clearing System for the submission of Tender Instructions may be earlier than the deadline described above.

Unless stated otherwise, announcements in connection with the Offer will be made through the websites of the Stock Exchange, the issue of a press release to a Notifying News Service and/or the delivery of notices to the Clearing Systems for communication to Direct Participants and on the Offer Website. Copies of the announcements, press releases and notices can also be obtained from the Information and Tender Agent, the contact details for which are on page 6 of this announcement. Significant delays may be experienced where notices are delivered to the Clearing Systems, and Eligible Holders are urged to contact the Information and Tender Agent for the relevant announcements during the course of the Offer. In addition, Eligible Holders may contact the Dealer Managers for information using the contact details on page 6 of this announcement.

OFFER TO PURCHASE

The Offer to Purchase, available from the Offer Website, contains important information which should be read carefully by Eligible Holders before any decision is made with respect to the Offer. Eligible Holders are recommended to seek their own financial and legal advice, including in respect of any tax consequences, from their broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

The terms of the Offer are more fully described in the Offer to Purchase, which sets out further details regarding the tender procedures and the conditions of the Offer.

None of the Company, the Dealer Managers or the Information and Tender Agent (or any of their respective directors, employees or affiliates) makes any recommendation as to whether the Eligible Holders should tender their 2022 Notes in response to the Offer.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, ANY SECURITIES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE OFFER TO PURCHASE.

DEALER MANAGERS

Deutsche Bank AG, Singapore Branch

One Raffles Quay
#17-00 South Tower
Singapore 048583
Tel (Hong Kong): +852 2203 8532
Tel (London): +44 207 545 8011
Attention: Global Risk Syndicate

Guotai Junan Securities (Hong Kong) Limited

27/F., Low Block, Grand Millennium Plaza
181 Queen's Road Central
Hong Kong
Facsimile No.: +852 2509 0030
Attention: Fixed Income, Currencies and Commodities Department

Haitong International Securities Company Limited

28/F, One International Finance Centre
No.1 Harbour View Street, Central
Hong Kong
Facsimile No.: +852 2973 6741
Attention: Debt Capital Markets

INFORMATION AND TENDER AGENT

D.F. King Ltd

In London
65 Gresham Street
London EC2V 7NQ
United Kingdom
Tel: +44 20 7920 9700

In Hong Kong
Suite 1601, 16th Floor, Central Tower
28 Queen's Road Central
Hong Kong
Tel: +852 3953 7208

Email: logan@dfkingltd.com
Offer Website: <https://sites.dfkingltd.com/logan>

DEFINITIONS

“2022 Notes”	5.75% Senior Notes due January 2022 (ISIN: XS1541978851; Common Code: 154197885) which were issued by the Company on 3 January 2017 and on 9 January 2019
“Accrued Interest”	collectively refers to the interest accrued and unpaid on the principal amount of 2022 Notes from and including the last interest payment date of 3 July 2021 up to, but excluding, the Settlement Date
“Accrued Interest Payment”	an amount in cash (rounded to the nearest US\$0.01, with half a cent rounded upwards) equal to the Accrued Interest on the 2022 Notes accepted for purchase by the Company
“Board”	the board of directors of the Company
“Clearing System Notice”	the form of notice to be sent to Direct Participants by each of the Clearing Systems on or about the date of the Offer to Purchase informing Direct Participants of the procedures to be followed in order to participate in the Offer
“Clearing Systems”	Euroclear Bank SA/NV and Clearstream Banking S.A.
“Company”	Logan Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Dealer Managers”	Deutsche Bank, Guotai Junan International and Haitong International
“Deutsche Bank”	Deutsche Bank AG, Singapore Branch
“Direct Participant”	each person who is shown in the records of the Clearing Systems as a holder of the 2022 Notes
“Eligible Holders”	holders of the 2022 Notes who are non-U.S. persons located outside United States (as those terms are defined in Regulation S under the United States Securities Act of 1933, as amended)
“Expiration Deadline”	4:00 p.m. (London Time) on 10 November, 2021 (subject to the right of the Company to extend, re-open, amend and/or terminate the Offer)
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited

“Haitong International”	Haitong International Securities Company Limited
“Information and Tender Agent”	D.F. King Ltd
“Notifying News Service”	a recognized financial news service or services (e.g. Reuters/Bloomberg) as selected by the Company
“Offer”	the offer to purchase for cash by the Company any and all of its outstanding 2022 Notes, on the terms and conditions set out in the Offer to Purchase
“Offer to Purchase”	an Offer to Purchase dated 3 November 2021 issued to the Eligible Holders by the Company in connection with the Offer
“Offer Website”	the website, https://sites.dfkingltd.com/logan , operated by the Information and Tender Agent for the purpose of the Offer
“Purchase Price”	refers to the 2022 Notes Purchase Price
“Settlement Date”	on or about 12 November 2021 (subject to the right of the Company to extend, re-open, amend or terminate the Offer at any time)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tender Instruction”	<p>the electronic tender and blocking instruction in the form specified in the Clearing System Notice for submission by Direct Participants to the Information and Tender Agent via the relevant Clearing System and in accordance with the requirements of such Clearing System by the deadline in order for Eligible Holders to be able to participate in the Offer</p> <p>Such electronic tender and blocking instruction must specify the principal amount of the 2022 Notes that the relevant Eligible Holder is tendering at the Purchase Price. The 2022 Notes may be tendered only in minimum denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof</p>
“United States”	The United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and The Commonwealth of the Northern Mariana Islands), any state of the United States of America and the District of Columbia

“US\$” United States dollars

“%” per cent

By Order of the Board
Logan Group Company Limited
Kei Hoi Pang
Chairman

Hong Kong, 3 November 2021

As at the date of this announcement, the executive directors of the Company are Mr. Kei Hoi Pang, Mr. Lai Zhuobin, Mr. Xiao Xu and Mr. Zhong Huihong; the non-executive director of the Company is Ms. Kei Perenna Hoi Ting; and the independent non-executive directors of the Company are Mr. Zhang Huaqiao, Ms. Liu Ka Ying, Rebecca and Mr. Cai Suisheng.