

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION TO ANY U.S. PERSON (AS DEFINED IN REGULATION S UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED) OR IN OR INTO THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

This announcement is for information purposes only and is not an offer to purchase and does not constitute an invitation or solicitation to sell any securities. This announcement and the Tender Offer Memorandum referred to herein distributed by or on behalf of the Company (as defined herein) do not constitute an offer to participate in the Offers (as defined herein) in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or for there to be such participation under applicable laws. The distribution of this announcement and the distribution of the Tender Offer Memorandum by or on behalf of the Company in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum distributed by or on behalf of the Company are required to inform themselves about and to observe any such restrictions. In particular, this announcement is not directed at, and is not meant to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance. Please refer to “Offer and Distribution Restrictions” in the Tender Offer Memorandum distributed by or on behalf of the Company for further details.



CHONGQING NAN'AN URBAN CONSTRUCTION & DEVELOPMENT (GROUP) CO., LTD.

(重慶市南岸區城市建設發展(集團)有限公司)

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

(the “Company”)

ANNOUNCEMENT OF RESULTS OF

TENDER OFFER FOR PURCHASE FOR CASH OF (1) U.S.\$500,000,000 4.66 PER CENT. BONDS DUE 2024 (XS1994697974) (THE “2019 BONDS”) AND/OR (2) U.S.\$150,000,000 4.20 PER CENT. BONDS DUE 2024 (XS2356402011) (THE “2021 BONDS”) (TOGETHER, THE “OFFERS”)

Reference is made to the announcement made by the Company on 9 November 2023 in relation to the Offers. The full terms and conditions of the Offers are set out in the tender offer memorandum dated 9 November 2023 (the “**Tender Offer Memorandum**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as given to them in the Tender Offer Memorandum.

This is the Announcement of Results of the Offers referred to in the Tender Offer Memorandum. All documentation relating to the Offers, together with any updates, will be available on the Offer Website at www.dfkingltd.com/CQNA.

The Offers commenced on 9 November 2023 and expired at 4:00 p.m. (London time) on 24 November 2023. The Company hereby announces that:

1. based on the information provided by the Information and Tender Agent, as at the Expiration Deadline, U.S.\$401,735,000 in an aggregate principal amount of the 2019 Bonds and U.S.\$120,575,000 in an aggregate principal amount of the 2021 Bonds have been validly tendered pursuant to the Offers;
2. the Company has decided to increase (i) the Maximum Acceptance Amount in respect of the 2019 Bonds from U.S.\$255,000,000 to U.S.\$272,420,000 in aggregate principal amount of the 2019 Bonds, and (ii) the Maximum Acceptance Amount in respect of the 2021 Bonds from U.S.\$25,000,000 to U.S.\$28,205,000 in aggregate principal amount of the 2021 Bonds, pursuant to the right of the Company, in its sole and absolute discretion, to amend such amounts as provided in the Tender Offer Memorandum. Accordingly, all references to (i) the Maximum Acceptance Amount in respect of the 2019 Bonds in the Tender Offer Memorandum shall be deemed to refer to the increased amount of U.S.\$272,420,000 and, (ii) the Maximum Acceptance Amount in respect of the 2021 Bonds in the Tender Offer Memorandum shall be deemed to refer to the increased amount of U.S.\$28,205,000. For the avoidance of doubt, all other terms of the Tender Offer Memorandum remain unchanged as at the date of this announcement;
3. the Company has decided to accept for purchase U.S.\$272,420,000 in an aggregate principal amount of the 2019 Bonds and U.S.\$28,205,000 in an aggregate principal amount of the 2021 Bonds (each, being the Final Acceptance Amount in respect of the relevant series of the Bonds);
4. as the aggregate principal amount of the Bonds tendered in respect of each of the 2019 Bonds and the 2021 Bonds exceeds the relevant Maximum Acceptance Amount, proration will be applied and the tenders will be accepted on a

pro rata basis so that the aggregate principal amount of the Bonds accepted for purchase for each of the 2019 Bonds and the 2021 Bonds equals the relevant Maximum Acceptance Amount;

5. on the Settlement Date, the Company will pay, for the Bonds validly tendered and accepted, the Purchase Price in respect of each series of the Bonds in cash, as following:
 - the Purchase Price payable per U.S.\$1,000 of principal amount of the 2019 Bonds validly tendered is U.S.\$1,000; and
 - the Purchase Price payable per U.S.\$1,000 of principal amount of the 2021 Bonds validly tendered is U.S.\$1,000;
6. on the Settlement Date, the Company will also pay, for the Bonds validly tendered and accepted, the Accrued Interest Payment in respect of each series of the Bonds, being an amount in cash (rounded to the nearest cent, with U.S.\$0.005 rounded upwards) equals to the interest accrued and unpaid on such Bonds from (and including) the immediately preceding interest payment date for such Bonds to (but excluding) the Settlement Date, as following:
 - the Accrued Interest Payment per U.S.\$1,000 of principal amount of the 2019 Bonds validly tendered is U.S.\$22.782222; and
 - the Accrued Interest Payment per U.S.\$1,000 of principal amount of the 2021 Bonds validly tendered is U.S.\$16.683333;
7. the Settlement Date of the Offers is expected to be on or around 30 November 2022, when payment of the Purchase Price and the Accrued Interest Payment by the Company will be made, upon which all validly tendered Bonds accepted for purchase by the Company will be cancelled in accordance with the terms and conditions of the relevant series of Bonds; and
8. following the settlement of the Offers, U.S.\$227,580,000 in aggregate principal amount of the 2019 Bonds and U.S.\$121,795,000 in aggregate principal amount of the 2021 Bonds will remain outstanding.

Further Details

The terms and conditions of the Offers are more fully described in the Tender Offer Memorandum. For additional information regarding the Offers, please refer to the Tender Offer Memorandum.

The Company has appointed China International Capital Corporation Hong Kong Securities Limited as the Dealer Manager and D.F. King Limited as the Information and Tender Agent with respect to the Offers.

Copies of the Tender Offer Memorandum and other documents related to the Offers may be found on the Offer Website and any related queries may be directed to the Information and Tender Agent at:

D.F. King Limited

In London:

65 Gresham Street
London, EC2V 7NQ
United Kingdom
Telephone: +44 20 7920 9700

In Hong Kong:

Suite 1601, 16/F, Central Tower
28 Queen's Road Central
Hong Kong
Telephone: +852 3953 7208

Email: CQNA@dfkingltd.com
Offer Website: www.dfkingltd.com/CQNA

Any questions or requests for assistance concerning the Offers may be directed to the Dealer Manager at:

China International Capital Corporation Hong Kong Securities Limited

29/F, One International Finance
Centre 1 Harbour View Street, Central

Hong Kong

For information by telephone: +852 2872 2000

Attention: IBD Fixed-Income Team

Email: IB_ProjectSBank@cicc.com.cn

IMPORTANT NOTICE

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction. None of the Company, the Dealer Manager or the Information and Tender Agent is providing any legal, business, tax or other advice in this announcement or the Tender Offer Memorandum.

By Order of the Board
**CHONGQING NAN'AN URBAN
CONSTRUCTION & DEVELOPMENT
(GROUP) CO., LTD.**
Lei Yong
Chairman of the Board

Hong Kong, 27 November 2023

As at the date of this announcement, the directors of the Company are Mr. Lei Yong, Mr. Jin Yang, Ms. Chen Xiaoyan, Ms. Tang Ping, Ms. Wang Min and Ms. Li Li.