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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 TO BONDHOLDERS OF
CHONGQING NAN'AN URBAN CONSTRUCTION & DEVELOPMENT (GROUP) CO., LTD.
IN RESPECT OF**

**U.S.\$150,000,000 4.20 per cent. Bonds due 2024
(ISIN: XS2356402011)**

The Company hereby announces an invitation to Eligible Holders (as defined in the tender offer memorandum dated 9 November 2023 distributed by or on behalf of the Company (the “**Tender Offer Memorandum**”)) of its U.S.\$150,000,000 4.20 per cent. bonds due 2024 (ISIN: XS2356402011) listed on Singapore Exchange Securities Trading Limited (the “**2021 Bonds**”) and its U.S.\$500,000,000 4.66 per cent. bonds due 2024 (XS1994697974) listed on The Stock Exchange of Hong Kong Limited (the “**2019 Bonds**”, together with the 2021 Bonds, the “**Bonds**”) to tender one or more series of the Bonds for purchase by the Company for cash (each an “**Offer**”, and together the “**Offers**”) subject to the offer restrictions, upon the terms and subject to the conditions and in the manner set out in the Tender Offer Memorandum in an aggregate principal amount up to the relevant Maximum Acceptance Amount (as defined below). Capitalised terms used but not defined herein shall have the respective meanings given to them in the Tender Offer Memorandum.

The full terms and conditions of the Offers carried out by the Company are set out in the Tender Offer Memorandum. All documentation relating to the Offers carried out by the Company and any updates thereto will be made available by the Company on the Offer Website at www.dfkingltd.com/CQNA, access to which is subject to certain offer and distribution restrictions as further described in the Tender Offer Memorandum. All announcements in connection with the Offers will be made by publication on the websites of HKEX and SGX-ST and on the Offer Website, and by the delivery of notices to the Clearing Systems for communication to each person who is shown in the records of the Clearing Systems as a holder of the Bonds.

The information below summarises only certain terms of the Offers carried out by the Company, as stated in the Tender Offer Memorandum, and is qualified by and is not a substitute for careful review by Eligible Holders and their advisers of the Tender Offer Memorandum.

Summary of the Offers

The Offers commence on 9 November 2023 and will end at 4.00 p.m. (London time) on 24 November 2023 (subject to the right of the Company to extend, re-open, amend and/or terminate the Offers (or any part thereof) in respect of any or all series of the Bonds or not at all) (the “**Expiration Deadline**”).

Description of the Bonds	Outstanding Principal Amount ⁽¹⁾	ISIN	Purchase Price ⁽²⁾⁽³⁾	Maximum Acceptance Amount ⁽⁴⁾
4.66 per cent. Bonds due 2024 (the 2019 Bonds)	U.S.\$500,000,000	XS1994697974	100.00 per cent. (being U.S.\$1,000 per U.S.1,000 in principal amount)	Up to U.S.\$255,000,000 in aggregate principal amount of the 2019 Bonds
4.20 per cent. Bonds due 2024 (the 2021 Bonds)	U.S.\$150,000,000	XS2356402011	100.00 per cent. (being U.S.\$1,000 per U.S.1,000 in principal amount)	Up to U.S.\$25,000,000 in aggregate principal amount of the 2021 Bonds

(1) As at the date of this announcement.

(2) The aggregate Purchase Price to be received by an Eligible Holder in respect of its Bonds purchased pursuant to the Offers will be rounded to the nearest cent, with U.S.\$0.005 to be taken as a full cent.

(3) The Purchase Price of each series of the Bonds is exclusive of accrued and unpaid interest on such Bonds, if any, from (and including) the immediately preceding interest payment date of such Bonds to (but excluding) the Settlement Date, determined in accordance with the terms and conditions of the relevant series of the Bonds. Any such accrued and unpaid interest in relation to Bonds accepted for purchase will be paid in addition to the Purchase Price.

(4) The Company may, in its sole and absolute discretion, accept significantly more than or significantly less than such Maximum Acceptance Amount, or to accept none of the Bonds, for purchase pursuant to the Offers. The Final Acceptance Amount (as defined below) will be determined after the Expiration Deadline and will be notified to holders of the Bonds.

Rationale of the Offers

The Company is conducting the Offers to reduce its outstanding indebtedness. Bonds which are tendered and accepted for purchase pursuant to the Offers will be cancelled on the Settlement Date in accordance with the terms and conditions of the relevant series of Bonds. The Company believes that conducting the Offers reduces the Group's short-term indebtedness, and it is beneficial for lowering its pressure of debt repayment and for cashflow management to improve its business operations in a long run. This decision is made based on multiple factors such as the amount, structure and maturity profile of the Group's outstanding offshore indebtedness.

The Offers will be funded by the Group's liquidity, including cash recovered from local government and other third parties' receivables after 30 June 2023.

Purchase Price and Accrued Interest Payment

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, expressed as an amount per U.S.\$1,000 of the principal amount of the Bonds tendered, 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.

The aggregate Purchase Price to be received by an Eligible Holder in respect of its Bonds purchased pursuant to the Offers will be rounded to the nearest cent, with U.S.\$0.005 to be taken as a full cent.

The Company will also, on the Settlement Date, pay an amount in cash (rounded to the nearest cent, with U.S.\$0.005 rounded upwards) equal to the interest accrued and unpaid on the Bonds validly tendered for purchase by an Eligible Holder and accepted by the Company pursuant to the Offers from (and including) the immediately preceding interest payment date for such Bonds to (but excluding) the Settlement Date, determined at the rate specified the terms and conditions of the relevant series of the Bonds.

Maximum Acceptance Amount and Final Acceptance Amount

The Company proposes to accept for purchase pursuant to the Offers up to U.S.\$255,000,000 in aggregate principal amount of the 2019 Bonds and up to U.S.\$25,000,000 in aggregate principal amount of the 2021 Bonds (each, a "**Maximum Acceptance Amount**") on the terms and subject to the conditions set out in the Tender Offer Memorandum. The Company reserves the right, in its sole and absolute discretion and for any reason, to change any Maximum Acceptance Amount or to accept significantly more than or significantly less than such Maximum Acceptance Amount, or to accept none of the Bonds tendered for purchase pursuant to the Offer.

If the Company decides to accept the Bonds validly tendered for purchase pursuant to the Offers, the Final Acceptance Amount in respect of each series of the Bonds will be determined and announced by the Company, in its sole and absolute discretion, as soon as reasonably practicable after the Expiration Deadline. The Company reserves the right, in its sole and absolute discretion, to determine the Final Acceptance Amount and to accept significantly more than or significantly less than the Maximum Acceptance Amount, or to accept none of such Bonds, for purchase pursuant to the Offer.

Proration

If the aggregate principal amount of any series of the Bonds tendered exceeds the relevant Maximum Acceptance Amount (or, if the Company exercises its discretion to accept the tendered Bonds in an amount less than the relevant Maximum Acceptance Amount in respect of any series of the Bonds, such lesser amount), such tenders will be accepted on a pro rata basis so that the aggregate principal amount of the Bonds accepted for purchase equals the relevant Maximum Acceptance Amount (or, if applicable, the lesser amount described above).

In the event of any such proration, the Company will round downward, if necessary, to ensure all purchases of the Bonds will be in a minimum principal amount of U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof. However, the Company may elect to accept or reject any tender of the Bonds in full if application of proration will otherwise result in either (i) the Company accepting the Bonds from any Eligible Holder in a principal amount of less than U.S.\$200,000 or (ii) the principal amount of the Bonds not purchased due to pro rata application being less than U.S.\$200,000.

If the Company accepts the Bonds validly tendered for purchase on a pro rata basis, Eligible Holders will only receive the Tender Consideration in respect of those Bonds validly tendered and accepted for purchase by the Company. All Bonds not accepted as a result of pro-rata will be returned to Eligible Holders. The Company is not under any obligation to accept for purchase any Bond tendered pursuant to the Offers. The acceptance for purchase by the Company of the Bonds tendered pursuant to the Offers is at the sole and absolute discretion of the Company and tenders may be rejected by the Company for any reason.

Tender Instructions

Subject to the conditions to the Offers, Eligible Holders that validly tender their Bonds by way of a valid Tender Instruction at or prior to the Expiration Deadline (and provided such tender is received by the Information and Tender Agent (as defined below) at or prior to the Expiration Deadline) will be eligible to receive the Tender Consideration, unless the Offers are extended, re-opened, amended and/or terminated as provided in the Tender Offer Memorandum.

A separate Tender Instruction must be submitted on behalf of each Beneficial Owner of the Bonds due to possible pro-rata.

Tender Instructions will be irrevocable once delivered in accordance with the terms of the Offer, except in the limited circumstances described in the Tender Offer Memorandum.

Indicative Timetable

The following table summarises the key dates for the Offers. This is an indicative timetable and is subject to change. This summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing in the Tender Offer Memorandum.

Events

Times and Dates

Announcement and Commencement of the Offers

The Offers announced. Notice of the Offers submitted to the Clearing Systems and uploaded to the Offer Website. The Tender Offer Memorandum available on the Offer Website (subject to the distribution restrictions set out in “*Offer and Distribution Restrictions*” in the Tender Offer Memorandum) operated by the Information and Tender Agent.

9 November 2023

The Company will announce the Offers on the websites of HKEX and SGX-ST.

Expiration Deadline

Deadline for receipt of valid Tender Instructions by the Information and Tender Agent in order for Eligible Holders to be able to participate in the Offers.

4.00 p.m. (London time) on 24 November 2023

End of Tender Period, subject to the right of the Company to extend, re-open, amend and/or terminate the Offers in respect of any series of the Bonds.

Announcement of the Results of the Offers

Announcement of whether the Company will accept the Bonds validly tendered pursuant to the Offers, and if so, details of the Final Acceptance Amount of each series of the Bonds accepted for purchase.

As soon as reasonably practicable following the Expiration Deadline, and expected to be on or around 27 November 2023

Settlement Date

Expected settlement date for the Offers, including delivery of the Tender Consideration.

Expected on or around 30 November 2023

Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold the Bonds whether such intermediary needs to receive instructions from an Eligible Holder before the deadlines set out above in order for that Eligible Holder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offers. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Tender Instructions (in the limited circumstances described in “*Amendment and Termination*” in the Tender Offer Memorandum) will be earlier than the deadlines specified above.

Each Offer in relation to one series of the Bonds is an independent transaction and not contingent upon the occurrence or consummation of the Offer in relation to the other series of the Bonds. The Company may, at its own discretion, apply different timetables (including but not limited to different deadlines and settlement dates) to an Offer in relation to each series of the Bonds.

Other Offer(s) to Purchase

Whether or not an Offer is completed, the Company may in the future consider other liability management exercises in respect of one or more series of the Bonds. The Company has reserved the right to and will from time to time, consider subsequent offer(s) to purchase the Bonds (not purchased pursuant to the Offers) at any time following the conclusion of the Offers. The purchase price for such subsequent offer(s) to purchase may be different to the Tender Consideration for the Offers. Accordingly, holders of the Bonds should inform themselves about the consequences of participating or not participating in the Offers.

Further Details

Eligible Holders are advised to read carefully the Tender Offer Memorandum for the full details of, and information on the procedures for participating in, the Offers. Any questions or requests for information in connection with the Offers and the Tender Offer Memorandum may be directed to China International Capital Corporation Hong Kong Securities Limited (the “Dealer Manager”) using the contact details set out on the back cover of the Tender Offer Memorandum. Any questions or requests for assistance in connection with the delivery of Tender Instructions may be directed to D.F. King Limited (the “Information and Tender Agent”) using the contact details provided on the back cover of the Tender Offer Memorandum.

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.

Each Eligible Holder is solely responsible for making its own independent appraisal of all matters such Eligible Holder deems appropriate (including those relating to the Offers and the Company) and each Eligible Holder must make its own decision as to whether to tender any or all of its Bonds for purchase pursuant to the Offers. Neither the Dealer Manager nor the Information and Tender Agent (or their respective directors, officers, employees, agents or affiliates) expresses any opinion about the terms of the Offers, or makes any representation or recommendation whatsoever regarding the Tender Offer Memorandum or the Offers. The Information and Tender Agent is the agent of the Company and does not owe any duty to any holder of the Bonds.

No assurance can be given that the Offers will be completed, and the Company reserves the right, in its sole and absolute discretion, subject to applicable law, to extend, close, re-open, amend or terminate the Offers or waive any of the terms and conditions of the Offers at any time in respect of any or all series of the Bonds. As the Offers may or may not proceed, holders of the Bonds should exercise caution when dealing in the Bonds.

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

Lei Yong
Chairman of the Board

Hong Kong, 9 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.