

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

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.

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 Offer (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”)

**VOLUNTARY ANNOUNCEMENT TO BONDHOLDERS OF
U.S.\$200,000,000 4.50 per cent. Bonds due 2026 (ISIN: XS1442177645)
(Stock Code: 5699)**

**ISSUED BY CHONGQING NAN'AN URBAN CONSTRUCTION & DEVELOPMENT
(GROUP) CO., LTD. IN RESPECT OF A TENDER OFFER OF ITS
4.98 per cent. Bonds due 2025 with an outstanding amount of U.S.\$212,292,000 (ISIN:
XS2451515279)**

This announcement is made by the Company on a voluntary basis, which relates to a tender offer in relation to its 4.98 per cent. Bonds due 2025 with an outstanding amount of U.S.\$212,292,000 (ISIN: XS2451515279) (the “**SGX Bonds**”) listed on Singapore Exchange Securities Trading Limited.

The Company hereby announces an invitation to the Holders (as defined in the tender offer memorandum dated 7 February 2025 distributed by or on behalf of the Company (the “**Tender Offer Memorandum**”)) of the SGX Bonds, subject to the offer and distribution restrictions referred to in “*Offer and Distribution Restrictions*” of the Tender Offer Memorandum, and upon the terms and subject to the conditions set out in the Tender Offer Memorandum, to tender for purchase for cash the SGX Bonds in an aggregate principal amount up to the Maximum Acceptance Amount (as defined below) at the Purchase Price (as defined below) in accordance with the procedures described in the Tender Offer Memorandum (the “**Offer**”). 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 Offer carried out by the Company are set out in the Tender Offer Memorandum. All announcements in connection with the Offer will be made by publication on the websites of SGX-ST and

HKEX, 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 SGX Bonds.

The information below summarises only certain terms of the Offer 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 Offer

The Offer commences on 7 February 2025 and will end at 4:00 p.m. (London time) on 18 February 2025 (subject to the right of the Company to extend, re-open, amend and/or terminate the Offer (or any part thereof) in respect of the SGX Bonds or not at all) (the “**Expiration Deadline**”).

Description of the SGX Bonds	Outstanding Principal Amount ⁽¹⁾	ISIN	Purchase Price ⁽²⁾⁽³⁾	Maximum Acceptance Amount ⁽⁴⁾
4.98 per cent. Bonds due 2025 (the SGX Bonds)	U.S.\$212,292,000	XS2451515279	100 per cent. (being U.S.\$1,000 per U.S.\$1,000 in principal amount)	Up to U.S.\$120,000,000 in aggregate principal amount of the SGX Bonds, subject to the right of the Company to amend such amount as provided in “ <i>Amendment and Termination</i> ” in the Tender Offer Memorandum.

- (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 Offer will be rounded to the nearest cent, with U.S.\$0.005 to be taken as a full cent.
- (3) The Purchase Price of the SGX 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 SGX 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 SGX Bonds, for purchase pursuant to the Offer. The Final Acceptance Amount (as defined below) will be determined after the Expiration Deadline and will be notified to holders of the SGX Bonds.

Rationale of the Offer

The Company is conducting the Offer to reduce its outstanding indebtedness. Bonds which are tendered and accepted for purchase pursuant to the Offer will be cancelled on the Settlement Date in accordance with the terms and conditions of the SGX Bonds. The Company believes that conducting the Offer 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 Offer will be funded by the Group’s liquidity, including cash recovered from local government and other third parties’ receivables after 30 June 2024.

Purchase Price and Accrued Interest Payment

On the Settlement Date, the Company will pay, for the SGX Bonds validly tendered and accepted, the Purchase Price in cash, expressed as an amount per U.S.\$1,000 of the principal amount of the SGX Bonds tendered, which 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 Offer will be rounded to the nearest cent, with U.S.\$0.005 being rounded up to the nearest cent.

The Company will also, on the Settlement Date, pay an amount in cash (rounded to the nearest U.S.\$0.01, with U.S.\$0.005 rounded upwards) equal to the accrued and unpaid interest on the SGX Bonds validly tendered for purchase by an Eligible Holder and accepted by the Company pursuant to the Offer from (and including) the immediately preceding interest payment date for such Bonds to (but excluding) the Settlement Date, determined at the rate specified in the terms and conditions of the SGX Bonds.

Maximum Acceptance Amount and Final Acceptance Amount

The Company proposes to accept for purchase pursuant to the Offer up to U.S.\$120,000,000 in aggregate principal amount of the SGX Bonds (the “**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 SGX Bonds tendered for purchase pursuant to the Offer.

If the Company decides to accept the SGX Bonds validly tendered for purchase pursuant to the Offer, the Final Acceptance Amount 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 the SGX Bonds tendered exceeds the Maximum Acceptance Amount (or, if the Company exercises its discretion to accept the tendered Bonds in an amount less than the Maximum Acceptance Amount, such lesser amount), such tenders will be accepted on a pro rata basis so that the aggregate principal amount of the SGX Bonds accepted for purchase equals the 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 SGX 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 SGX Bonds in full if application of proration will otherwise result in either (i) the Company accepting the SGX Bonds from any Eligible Holder in a principal amount of less than U.S.\$200,000 or (ii) the principal amount of the SGX Bonds not purchased due to pro rata application being less than U.S.\$200,000.

If the Company accepts the SGX 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 Offer. The acceptance for purchase by the Company of the SGX Bonds tendered pursuant to the Offer 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 Offer, 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 Tender Agent (as defined below) at or prior to the Expiration Deadline) will be eligible to receive the Tender Consideration, unless the Offer is 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 SGX 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 Offer. 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
<i>Announcement and Commencement of the Offer</i>	
The Offer announced. Notices of the Offer are submitted to the Clearing Systems. The Tender Offer Memorandum is made available from the Tender Agent.	7 February 2025
The Company will announce the Offer on the websites of SGX-ST and HKEX.	
<i>Expiration Deadline</i>	
Deadline for receipt of valid Tender Instructions by the Tender Agent in order for Eligible Holders to be able to participate in the Offer.	4:00 p.m. (London time) on 18 February 2025
<i>End of Tender Period, subject to the right of the Company to extend, re-open, amend and/or terminate the Offer.</i>	
<i>Announcement of the Results of the Offer</i>	
Announcement of whether the Company will accept the SGX Bonds validly tendered pursuant to the Offer, and if so, details of the Final Acceptance Amount.	As soon as reasonably practicable following the Expiration Deadline, and expected to be on or around 21 February 2025
<i>Settlement Date</i>	
Expected settlement date for the Offer, including delivery of the Tender Consideration.	Expected to be on or around 28 February 2025
Eligible Holders are advised to check with any bank, securities broker or other intermediary through which they hold the SGX 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 Offer. 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.	

Other Purchase, Repurchase or Redemption of the SGX Bonds

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

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 Offer. Any questions or requests for information in connection with the Offer and the Tender Offer Memorandum may be directed to Huatai Financial Holdings (Hong Kong) 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 The Bank of New York Mellon, London Branch (the “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 Offer 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 Offer. Neither the Dealer Manager nor the Tender Agent (or their respective directors, officers, employees, agents or affiliates) expresses any opinion about the terms of the Offer, or makes any representation or recommendation whatsoever regarding the Tender Offer Memorandum or the Offer. The Tender Agent is the agent of the Company and does not owe any duty to any holder of the SGX Bonds.

No assurance can be given that the Offer 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 Offer or waive any of the terms and conditions of the Offer at any time in respect of the SGX Bonds. As the Offer may or may not proceed, holders of the SGX Bonds should exercise caution when dealing in the SGX Bonds.

By Order of the Board
**CHONGQING NAN’AN URBAN
CONSTRUCTION & DEVELOPMENT
(GROUP) CO., LTD.**
Mr. Zhang Peng
Chairman

Hong Kong, 7 February 2025

As at the date of this announcement, the directors of the Company are Mr. Zhang Peng, Mr. Jin Yang, Ms. Tang Ping, Mr. Zhang Jiarui, Ms. Wang Min and Mr. Zhou Siqi.