



THE CENTRAL PEOPLE'S GOVERNMENT OF THE PEOPLE'S REPUBLIC OF CHINA

Further Issuance of

RMB-denominated 2.20 per cent. Bonds due 2025

RMB-denominated 2.30 per cent. Bonds due 2026

RMB-denominated 2.52 per cent. Bonds due 2028

and

RMB-denominated 2.71 per cent. Bonds due 2033

Tender Information Memorandum

18 October 2023

Summary

The Ministry of Finance is offering the following Additional Bonds to qualified bidders through a competitive tender:

Series	RMB4 billion 2.20 per cent. Bonds due 2025 (to be consolidated and form a single series with the RMB12 billion 2.20 per cent. Bonds due 2025) (CMU Instrument No: BCMKFB23013)	RMB5 billion 2.30 per cent. Bonds due 2026 (to be consolidated and form a single series with the RMB7 billion 2.30 per cent. Bonds due 2026) (CMU Instrument No: BCMKFB23014)	RMB4 billion 2.52 per cent. Bonds due 2028 (to be consolidated and form a single series with the RMB3 billion 2.52 per cent. Bonds due 2028) (CMU Instrument No: BCMKFB23019)	RMB3 billion 2.71 per cent. Bonds due 2033 (to be consolidated and form a single series with the RMB2 billion 2.71 per cent. Bonds due 2033) (CMU Instrument No: BCMKFB23015)
Currency	Renminbi.			
Status	<p>Upon issuance, the Additional 2025 Bonds will be consolidated and form a single series with the Original 2025 Bonds, the Additional 2026 Bonds will be consolidated and form a single series with the Original 2026 Bonds, the Additional 2028 Bonds will be consolidated and form a single series with the Original 2028 Bonds and the Additional 2033 Bonds will be consolidated and form a single series with the Original 2033 Bonds.</p> <p>The Bonds will constitute direct, unsecured and unsubordinated obligations of the Central People's Government. The Central People's Government will pledge its full faith and credit for the due and punctual payment of all principal of and interest of the Bonds and for the due and timely performance of all its obligations with respect to the Bonds.</p>			
Method of Offering	Competitive price-based bidding in respect of each series of the Additional Bonds. Each tender bid must be for an integral multiple of the denomination of the relevant series of the Additional Bonds specified below. Each bid for a series of the Additional Bonds must indicate the quantity of the relevant series applied for and the bid price, expressed as a percentage and rounded to two decimal places. Successful bidders of each series will be allotted the relevant series of the Additional Bonds at the uniform issue price i.e. the lowest accepted price of the successful competitive tender bids for the relevant series, plus accrued interest specified below.			
Issue Price	Additional Bonds will be issued at the lowest accepted price of the successful competitive tender bids, plus accrued interest.			
Denomination	RMB500,000.			
Form	Each series of the Additional Bonds are represented by a global bond deposited with a sub-custodian nominated by CMU operated by the Hong Kong Monetary Authority (the "HKMA").			
Interest Rates and Accrued Interest (if applicable)	<p>The 2025 Bonds bear interest at 2.20 per cent. per annum and the accrued interest on each 2025 Bond from and including the Original Bonds Issue Date up to but excluding the Further Issue Date is RMB4,008.22.</p> <p>The 2026 Bonds bear interest at 2.30 per cent. per annum and the accrued interest on each 2026 Bond from and including the Original Bonds Issue Date up to but excluding the Further Issue Date is RMB4,190.41.</p> <p>The 2028 Bonds bear interest at 2.52 per cent. per annum and the accrued interest on each 2028 Bond from and including the Original Bonds Issue Date up to but excluding the Further Issue Date is RMB2,899.73.</p> <p>The 2033 Bonds bear interest at 2.71 per cent. per annum and the accrued interest on each 2033 Bond from and including the Original Bonds Issue Date up to but excluding the Further Issue Date is RMB4,937.40.</p>			
Interest Payment Date	<p>Additional 2025 Bonds, Additional 2026 Bonds and Additional 2033 Bonds: 16 June and 16 December in each year, with interest accruing from the Original Bonds Issue Date until the respective maturity dates of each series of the Additional 2025 Bonds, Additional 2026 Bonds and Additional 2033 Bonds, subject to the modified following business day convention.</p> <p>Additional 2028 Bonds: 4 February and 4 August in each year, with interest accruing from the Original Bonds Issue Date until the maturity date of the Additional 2028 Bonds, subject to the modified following business day convention.</p>			
Interest Period	<p>Additional 2025 Bonds, Additional 2026 Bonds and Additional 2033 Bonds: the first interest period shall be the period from and including the Original Bonds Issue Date to but excluding 16 December 2023. Thereafter interest periods will run from and including each interest payment date to but excluding the next interest payment date.</p> <p>Additional 2028 Bonds: the first interest period shall be the period from and including the Original Bonds Issue Date to but excluding 4 February 2024. Thereafter interest periods will run from and including each interest payment date to but excluding the next interest payment date.</p>			
Tender Date	25 October 2023.			

	<p>Tenders must be submitted through the CMU BID operated by the HKMA from 9:30 a.m. to 10:30 a.m. Hong Kong time on the Tender Date in accordance with the operating procedures of the CMU</p> <p>The Ministry of Finance reserves the right to close the tender early, or allow more time, without prior notice. The Ministry of Finance reserves the right to cancel the tender at any time on or before the Tender Date. Tender results will be announced not later than 5:00 p.m. Hong Kong time on the Tender Date.</p>
Qualification of Bidder	Qualified Bidders (see below the definition) only.
Settlement	Settlement will be effected on the second Settlement Business Day following the Tender Date.
Repayment	The Bonds will be redeemed at par on their respective maturity dates.
Listing	The Additional Bonds will be listed on The Stock Exchange of Hong Kong Limited (the “ Hong Kong Stock Exchange ”).
Further Issues	that series in all respects, except for the issue date, the issue price and the first payment of interest thereon. Additional bonds issued in this manner will be consolidated with and will form a single series with that series of Bonds.
Taxation	The Bonds are not subject to individual or enterprise income tax or stamp duty in the People's Republic of China nor to profits tax or stamp duty in Hong Kong.
Governing Law	The laws of the Hong Kong Special Administrative Region of the People's Republic of China.
Issuing and Lodging Agent	Bank of Communications Co., Ltd. Hong Kong Branch.
Fiscal Agent	Bank of Communications Co., Ltd. Hong Kong Branch.

This Tender Information Memorandum is published in Chinese and English. The Chinese version shall be the authoritative version of this Tender Information Memorandum. The English version is intended merely for ease of reference. In the event of any inconsistency between the Chinese version and the English version of this Tender Information Memorandum, the Chinese version shall prevail.

Interpretation and Definitions

Unless otherwise defined in this Tender Information Memorandum, the following terms shall have the following meaning:

Bonds	2025 Bonds, 2026 Bonds, 2028 Bonds and 2033 Bonds.
Additional Bonds	Additional 2025 Bonds, Additional 2026 Bonds, Additional 2028 Bonds and Additional 2033 Bonds.
Additional 2025 Bonds	RMB4 billion Bonds due 2025 with an annual interest rate of 2.20 per cent. (to be consolidated and form a single series with the Original 2025 Bonds) (CMU Instrument No: BCMKFB23013).
Additional 2026 Bonds	RMB5 billion Bonds due 2026 with an annual interest rate of 2.30 per cent. (to be consolidated and form a single series with the Original 2026 Bonds) (CMU Instrument No: BCMKFB23014).
Additional 2028 Bonds	RMB4 billion Bonds due 2028 with an annual interest rate of 2.52 per cent. (to be consolidated and form a single series with the Original 2028 Bonds) (CMU Instrument No: BCMKFB23019).
Additional 2033 Bonds	RMB3 billion Bonds due 2033 with an annual interest rate of 2.71 per cent. (to be consolidated and form a single series with the Original 2033 Bonds) (CMU Instrument No: BCMKFB23015).
Original Bonds	Original 2025 Bonds, Original 2026 Bonds, Original 2028 Bonds and Original 2033 Bonds.
Original 2025 Bonds	RMB12 billion Bonds due 2025 with an annual interest rate of 2.20 per cent. (CMU Instrument No: BCMKFB23013).
Original 2026 Bonds	RMB7 billion Bonds due 2026 with an annual interest rate of 2.30 per cent. (CMU Instrument No: BCMKFB23014).
Original 2028 Bonds	RMB3 billion Bonds due 2028 with an annual interest rate of 2.52 per cent. (CMU Instrument No: BCMKFB23019).
Original 2033 Bonds	RMB2 billion Bonds due 2033 with an annual interest rate of 2.71 per cent. (CMU Instrument No: BCMKFB23015).
2025 Bonds	Original 2025 Bonds and Additional 2025 Bonds.
2026 Bonds	Original 2026 Bonds and Additional 2026 Bonds.
2028 Bonds	Original 2028 Bonds and Additional 2028 Bonds.
2033 Bonds	Original 2033 Bonds and Additional 2033 Bonds.
Central People's Government	the Central People's Government of the People's Republic of China.
Ministry of Finance	the Ministry of Finance of the People's Republic of China.
Operator	the Hong Kong Monetary Authority (the system administrator and service provider of the CMU and CMU BID).
CMU	the Central Moneymarkets Unit operated by the HKMA.
CMU BID	the CMU BID Service operated by the HKMA.
CMU BID Conditions	Applicable Terms and Conditions of CMU BID issued by the HKMA as the system administrator and service provider of the CMU BID, as amended from time to time.
Operating Procedures	has the same meaning ascribed to it in the CMU BID Conditions.
RMB RTGS System	the RMB Real Time Gross Settlement System operated by the Hong Kong Interbank Clearing Limited as the system administrator and service provider, which is linked to the CMU for settlement of Bonds on a delivery versus payment ("DvP") basis.
Settlement Account	has the same meaning ascribed to it in the CMU BID Conditions.
Tender Date	25 October 2023 or such other Tender Business Day determined in accordance with the provisions of this Tender Information Memorandum.
Further Issue Date	27 October 2023 or such other Settlement Business Day determined in accordance with the provisions of this Tender Information Memorandum.
Original Bonds Issue Date	16 June 2023 in respect of the Original 2025 Bonds, the Original 2026 Bonds and the Original 2033 Bonds; 4 August 2023 in respect of the Original 2028 Bonds.

Settlement Business Day

means a day on which CMU and RMB RTGS System are opened for business.

Tender Business Day

has the same meaning as a “business day” in the CMU BID Conditions.

Qualified Bidder

any qualified institutional investor who satisfies all of the following conditions (and who shall be a Bidder as referred to in the CMU BID Conditions for the purpose of tendering the Bonds):

- it must be a CMU member;
- it has executed and submitted to the Operator Form A in the prescribed form set out in the CMU BID Conditions before the commencement of tender on the Tender Date; and
- it is able to settle the Bonds through the RMB RTGS System on the DvP basis.

CMU Member

has the same meaning ascribed to it in the CMU BID Conditions.

Fiscal Agency Agreement

The Fiscal Agency Agreement dated 8 December 2016, as amended from time to time, between the Ministry of Finance (as issuer) and Bank of Communications Co., Ltd. Hong Kong Branch (as fiscal agent, lodging agent, calculation agent and principal paying agent).

Tender Arrangements

General

The Ministry of Finance is tendering the Additional 2025 Bonds, the Additional 2026 Bonds, the Additional 2028 Bonds and the Additional 2033 Bonds for competitive price-based bidding through the CMU BID. Upon issuance, the Additional 2025 Bonds will be consolidated and form a single series with the Original 2025 Bonds, the Additional 2026 Bonds will be consolidated and form a single series with the Original 2026 Bonds, the Additional 2028 Bonds will be consolidated and form a single series with the Original 2028 Bonds and the Additional 2033 Bonds will be consolidated and form a single series with the Original 2033 Bonds.

The Ministry of Finance has appointed the Issuing and Lodging Agent to administer the tender of the Additional Bonds on its behalf.

The tender and settlement of the Additional Bonds will be governed by this Tender Information Memorandum and the CMU BID Conditions, the Operating Procedures and other relevant CMU rules as formulated and amended by the Operator from time to time (subject to any amendments under this Tender Information Memorandum).

This section describes the details of the tender, including the tender arrangements and the procedures of application, payment and settlement.

Tender Procedures

All tenders must be made on the Tender Date. If for any reason the specified Tender Date is not a Tender Business Day (e.g. if there is a typhoon signal no. 8 or higher or a black rainstorm warning), tenders may be submitted on the next following Tender Business Day which shall then be automatically designated as the Tender Date. The Issuing and Lodging Agent will arrange for the announcement of the aggregate principal amount, settlement date and other important information about each series of the Additional Bonds on the website of the HKMA and the CMU Website at least 4 Tender Business Days before the Tender Date.

Tenders may only be made by Qualified Bidders. Any investors who wish to subscribe for the Additional Bonds must tender through Qualified Bidders.

All tenders for the Additional Bonds must be in the form set out in Annex A to this Tender Information Memorandum.

Tender forms in respect of the Additional Bonds must reach the Operator from 9:30 a.m. to 10:30 a.m. Hong Kong time on the Tender Date. They should be transmitted via the Qualified Bidder's CMU Member Terminal ("**CMT**") or authenticated fax or by such other means as may be designated by the Issuing and Lodging Agent and the Operator pursuant to the Operating Procedures. The Ministry of Finance reserves the right to close the tender early, or allow more time, without prior notice. The Ministry of Finance further reserves the right to cancel the tender at any time on or before the Tender Date.

All the tenders submitted (whether in Chinese or English) are binding and are irrevocable from 10:30 a.m. Hong Kong time on the Tender Date. Submission of a tender form of the relevant series of the Additional Bonds by a Qualified Bidder to the Operator will constitute an irrevocable, unconditional offer by the Qualified Bidder to the Ministry of Finance, the Issuing and Lodging Agent and the Operator to subscribe for the relevant series of the Additional Bonds in the amount specified in the tender form and at the uniform issue price i.e. the lowest accepted price of the successful competitive tender bids for the relevant series (subject to the terms and conditions of the relevant series of the Additional Bonds) plus accrued interest, and to transfer sufficient RMB funds to its Settlement Account before 11:30 a.m. Hong Kong time on the Further Issue Date.

Tender Limits

Tenders for each series of Additional Bonds will be made at the specified price, expressed as a percentage and rounded to two decimal places. The difference between any multiple specified prices in a tender form should be at least 0.01% and rounded to two decimal places.

Each Qualified Bidder will be required to state in the tender form for the relevant series of the Additional Bonds the relevant CMU Instrument Number, the specified price at which the relevant series of the Additional Bonds are tendered for and the aggregate nominal amount of the relevant series of the Additional Bonds tendered.

Each tender, in respect of each series of the Additional Bonds, is subject to a minimum tender amount of RMB500,000 and must be in integral multiples of RMB500,000.

Allocation Criteria for the Additional Bonds

Tenders for a series of the Additional Bonds which are accepted will normally be allotted Additional Bonds of the relevant series in descending order of bid price from the highest to the lowest accepted price until the nominal amount of the Additional Bonds of such accepted tenders equals or exceeds the nominal amount of the relevant series of the Additional Bonds available for allotment.

Subject to the next paragraph, tenders which are accepted and which are above the lowest accepted price will be allotted the relevant series of the Additional Bonds in full; those which are accepted and which are at the lowest accepted price may be allotted the relevant series of the Additional Bonds in full or in part or, in the event a ballot is required as described below, no Additional Bonds at all. In the case of allotment in part, a calculation will be made of the amount of the relevant series of the Additional Bonds available for allotment at the lowest accepted price as a percentage (the “**price-bid pro-rata percentage**”) of the total amount applied for at that price. As far as possible the price-bid pro-rata percentage will be applied to the amount of the relevant series of the Additional Bonds tendered by Qualified Bidders at the accepted lowest price, rounded down to the nearest multiple of RMB500,000. The remaining nominal amount of Additional Bonds shall be reserved and aggregated to reach the denomination of the relevant series of the Additional Bonds (i.e. RMB500,000) for allotment by way of balloting.

The Ministry of Finance reserves the right not to allot all the Additional Bonds on offer or to scale down the allotment to a successful bidder.

The lowest accepted price of each series of the Additional Bonds determined in accordance with the above procedures will be the issue price of the relevant series of the Additional Bonds.

Tender Results and Announcement

In the case of each series of the Additional Bonds, Qualified Bidders whose tenders have been successful in whole or in part will be notified of their allotment of the relevant series of the Additional Bonds and amount payable (including an amount equal to the interest accrued on such Additional Bonds from (and including) the Original Bonds Issue Date to (but excluding) the Further Issue Date) as soon as practicable after the allotment. The issue price at which the Additional Bonds have been issued and the total nominal amount of the Additional Bonds allotted in the tender will be announced not later than 5:00 p.m. Hong Kong time on the Tender Date through the website of the HKMA and the CMU Website.

Settlement

Each series of the Additional Bonds are represented by a global bond. The Ministry of Finance will deposit the global bond with a sub-custodian nominated by the CMU before 11:00 a.m. Hong Kong time (or such other time as may be agreed between the Issuing and Lodging Agent and the CMU) on the Further Issue Date, through the Issuing and Lodging Agent.

Settlement of payments for, and issue of, the Additional Bonds will be for value on the Further Issue Date. On the second Settlement Business Day after the Tender Date, the issuance, payment and

settlement of the Additional Bonds will be made through the CMU and the RMB RTGS System on the DvP basis in accordance with the Operating Procedures.

If for any reason the Further Issue Date is not a Settlement Business Day, payment by the Qualified Bidders whose tenders are accepted may be made on the next following Settlement Business Day which shall then be automatically designated as the Further Issue Date.

Transfers of Bonds between the Securities Accounts maintained with the CMU

Transfer of interests in the Bonds may be effected through the holders of the Bonds (in the case that they hold accounts with the CMU), their direct or indirect custodians with the CMU (in the case that they do not hold accounts with the CMU), Hong Kong Securities Clearing Company Limited (“**HKSCC**”) or their securities brokers. The Bonds held with the CMU can be transferred from the securities account of a CMU Member to the securities account of another CMU Member through book entries.

All transfers are subject to the Operating Procedures.

DESCRIPTION OF THE BONDS

General

The Ministry of Finance is the issuer of the Bonds. The full faith and credit of the Central People's Government is pledged for the due and punctual payment of the Bonds and for the due and timely performance of all obligations of the Central People's Government with respect to the Bonds.

The Bonds have been included in the 2023 Treasury Bond Issuance Plan approved by the National People's Congress of the People's Republic of China.

Treasury bonds are the principal component of the Central People's Government's indebtedness. With the approval of the Standing Committee of the National People's Congress, treasury bonds have been managed based on their outstanding balance since 2006. In 2023, the limit on the outstanding balance of the Central People's Government's treasury bonds is RMB29,860.835 billion.

The Bonds are to be issued under the Fiscal Agency Agreement. The Bonds will be subject to the terms and conditions of the Bonds scheduled to the Fiscal Agency Agreement.

The forms of the Bonds and related coupons are contained in the Fiscal Agency Agreement. Copies of the Fiscal Agency Agreement are available for inspection during normal business hours at the specified offices of the Fiscal Agent after the Further Issue Date. The holders of the Bonds are deemed to have notice of all the provisions of the Fiscal Agency Agreement applicable to them.

This section describes the main provisions of the terms and conditions which apply to all the Bonds.

Future Tenders

In order to further improve the bidding process and enhance the liquidity of the Bonds, the Ministry of Finance may consider tap or new issues for tenders on a competitive bid-price basis in the future. In the case of a tender on a competitive bid-price basis, applicants will be invited to submit bids that indicate the quantity of the bonds applied for and the bid price. Successful bidders will be allocated the bonds at the bid price(s) accepted by the Ministry of Finance. In the case of tap issues, the Ministry of Finance may issue further bonds having the same terms and conditions as one or more existing series in all respects, except for the issue date, the issue price and the first payment of interest thereon. Additional bonds issued in this manner will be consolidated with and will form a single series with the relevant series of bonds. Further details will be announced in the relevant tender documents in the future.

Series

The Additional 2025 Bonds will be consolidated with and will form a single series with the Original 2025 Bonds and will mature on the last interest payment date of the 2025 Bonds; the Additional 2026 Bonds will be consolidated with and will form a single series with the Original 2026 Bonds and will mature on the last interest payment date of the 2026 Bonds; the Additional 2028 Bonds will be consolidated with and will form a single series with the Original 2028 Bonds and will mature on the last interest payment date of the 2028 Bonds; the Additional 2033 Bonds will be consolidated with and will form a single series with the Original 2033 Bonds and will mature on the last interest payment date of the 2033 Bonds.

Currency

The Bonds will be issued in Renminbi. All the subscription price, redemption price and interests are to be paid in RMB.

Denomination

The Bonds will be in the denomination of RMB500,000.

Aggregate Principal Amount

The initial aggregate principal amount of the Additional 2025 Bonds, the Additional 2026 Bonds, the Additional 2028 Bonds and the Additional 2033 Bonds to be issued pursuant to the tender will be limited

to the aggregate principal amount of RMB4 billion, RMB5 billion, RMB4 billion and RMB3 billion, respectively.

Interest

The 2025 Bonds, the 2026 Bonds and the 2033 Bonds bear interest from the Original Bonds Issue Date at 2.20 per cent. per annum, 2.30 per cent. per annum and 2.71 per cent. per annum, respectively. Interest on the 2025 Bonds, the 2026 Bonds and the 2033 Bonds is payable semi-annually in arrear on 16 June and 16 December in each year. The 2028 Bonds bear interest from the Original Bonds Issue Date at 2.52 per cent. per annum. Interest on the 2028 Bonds is payable semi-annually in arrear on 4 February and 4 August in each year. If any such interest payment date would otherwise fall on a day which is not a business day (defined below), it will be postponed to the next day which is a business day unless it would, as a result, fall into the next calendar month, in which event it will be brought forward to the immediately preceding business day.

The Fiscal Agent will calculate the amount of interest payable on the Bonds by counting the actual number of days in the Interest Period assuming a fixed year of 365 days.

For this purpose, a “business day” means a day (other than Saturdays and Sundays) on which (i) the CMU is operating, (ii) commercial banks in Hong Kong are open for business and for the settlement of Renminbi payments and (iii) banks in Beijing are not authorised or obligated by law or executive order to be closed.

Ranking

The Bonds constitute direct, unsecured and unsubordinated obligations of the Central People's Government. The Bondholders rank for payment equally with all other creditors of the Central People's Government whose claims are not preferred by law, secured on its assets or subordinated.

Form

The Bonds are issued in bearer form. The Bonds will be held in the CMU operated by the Operator. Bonds of each series will be represented by a single global bond which the Ministry of Finance will issue in a principal amount equal to the total principal amount of the Bonds of that series. Each global bond will be deposited for safekeeping with a sub-custodian designated by the CMU.

The Ministry of Finance will not issue individual certificates for the Bonds except in the limited circumstances specified in the global bond for each series of Bonds. The Fiscal Agency Agreement provides in detail for the arrangements which will apply in the unlikely event that individual certificates have to be issued. If this happens, the Ministry of Finance will give a notice summarising these arrangements.

Repurchase

The Ministry of Finance may at any time buy back Bonds in the open market or through designated lawful institutions at any price. If the Ministry of Finance does buy back any Bonds, it may hold them, resell them or decide to cancel them, at its choice.

Payments and Notices through CMU

Individual investors will hold their interest in the Bonds in their accounts, or through their custodian's accounts, at the CMU, or through HKSCC or their securities brokers.

The Ministry of Finance will pay interest and principal on the Bonds to the accounts of the accountholders on the CMU records as the holders of the Bonds. Once any payment is made in this way, investors in the Bonds will have no further rights against the Ministry of Finance for that payment, even if the CMU or any custodian fails to transmit the investors' share of the payment to the investors or transmits it late.

Any notices the Ministry of Finance gives after the Bonds are issued will be given in the same way: the Fiscal Agent will arrange for the notice to be sent to the accountholders via the CMU and any investor

who is not an accountholder will have to rely on the accountholder (which holds the interests in the Bonds on its behalf), HKSCC or its securities broker to forward the notice to it.

Both the Ministry of Finance and the Fiscal Agent will treat the custodian for the CMU as the Bondholder for all purposes under the terms and conditions of the Bonds.

Principal and Interest Payment

Payments of principal and interest on the Bonds will only be made by the Ministry of Finance by way of transfers to RMB bank accounts in Hong Kong.

Further Issues

The Ministry of Finance may from time to time, without the consent of holders of the Bonds or coupons, create and issue further bonds for each series having the same terms and conditions as that series in all respects, except for the issue date, the issue price and the first payment of interest thereon. Additional bonds issued in this manner will be consolidated with and will form a single series with that series of Bonds.

Tax Withholding and Gross Up

If the Ministry of Finance is required by the PRC law to withhold or deduct taxes, duties or other charges from payments of principal or interest, then the Ministry of Finance will make the withholding or deduction and remit it to the tax authorities. In that event, the Ministry of Finance shall pay such additional amounts as will result in the receipt by the Bondholder of such amounts as would have been received by such Bondholder if no such withholding or deduction had been required, subject to the limited exceptions set forth in the terms and conditions of the Bonds. There is, however, currently no requirement for the Ministry of Finance to make any withholding or deduction.

Taxation

The Bonds are not subject to any individual or enterprise income tax or stamp duty in the People's Republic of China nor to any profits tax or stamp duty in Hong Kong.

Meetings of Bondholders

The Fiscal Agency Agreement contains provisions for convening meetings of Bondholders to consider any matter affecting their interests. A meeting could be convened, for example, if the Ministry of Finance proposes any change to an important term of the Bonds.

There are detailed provisions in the Fiscal Agency Agreement about how meetings will be conducted in the unlikely event that a meeting is ever called. A meeting may be called either by the Ministry of Finance or by the Fiscal Agent. Bondholders holding at least 10% in principal amount of the Bonds of a series may also call a meeting by written request to the Fiscal Agent.

A resolution passed at a meeting of Bondholders will be binding on all the holders of the same series of Bonds, whether or not they were present at the meeting.

Market Making Arrangements

The Ministry of Finance may invite successful institutional investors to make a market for the Bonds by quoting two-way prices, in each case without any requirement for any minimum volume but subject to any maximum spreads as may be specified by the Ministry of Finance.

Listing

The Additional Bonds will be listed on Hong Kong Stock Exchange.

Fiscal Agent

Administrative matters relating to the Bonds are dealt with in the Fiscal Agency Agreement. This agreement sets out the arrangements between the Ministry of Finance and the Fiscal Agent for:

- making payments of principal and interest on the Bonds;

- giving notices to the Bondholders;
- issuing individual certificates for Bonds, in the unlikely event that the Ministry of Finance ever needs to do so;
- organising and running meetings of the Bondholders; and
- keeping records and dealing with other administrative matters.

The agents are agents of the Ministry of Finance and do not owe any duty to any investors of the Bonds.

Contracts (Rights of Third Parties) Ordinance

No person shall have any right to enforce any term or condition of the Bonds or the coupons under the Contracts (Rights of Third Parties) Ordinance (Chapter 623 of the Laws of Hong Kong).

Governing Law and Jurisdiction

The Bonds and the Fiscal Agency Agreement are governed by the laws of the Hong Kong Special Administrative Region of the People's Republic of China. The Ministry of Finance has agreed that the courts of the Hong Kong Special Administrative Region of the People's Republic of China have non-exclusive jurisdiction to settle any dispute in connection with the Bonds and appointed the Fiscal Agent as its agent to accept service of process in any such proceedings.

To the extent that the Ministry of Finance may claim for itself immunity from any such proceedings, and to the extent that there may be attributed to the Ministry of Finance such immunity (whether or not claimed), the Ministry of Finance will not claim, has waived and will waive such immunity in the face of the courts; provided, however, that the Ministry of Finance has not waived, and will not waive, its sovereign and other immunity with respect to assets of the PRC wherever located from execution or attachment, whether in aid of execution, before judgment or otherwise.

ISSUER

**The Central People's Government of
the People's Republic of China
Ministry of Finance**
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