

附录 A

Preliminary Non-binding Proposal to Acquire Chindata Group Holdings Limited

June 9, 2023

The Special Committee of the Board of Directors
Chindata Group Holdings Limited
No. 47 Laiguangying East Road
Chaoyang District, Beijing, 100012
The People's Republic of China

Dear Members of the Special Committee of the Board of Directors:

China Merchants Capital Holdings (International) Limited (for itself and on behalf of its affiliates, “CMC” or “we”) is pleased to submit our preliminary non-binding proposal (the “**Proposal**”) to acquire all of the outstanding shares of Chindata Group Holdings Limited (the “**Company**”) (such transaction, the “**Transaction**”).

We are aware of the fact that BCPE Bridge Cayman, L.P. and BCPE Stack Holdings, L.P. (collectively, “**Bain Shareholders**”) submitted a non-binding proposal to the Board of Directors dated June 6, 2023 with an offer price of US\$4.0 in cash for each ordinary share of the Company, or US\$8.0 in cash for each American Depositary Share of the Company (an “ADS”, representing two Class A ordinary shares of the Company), in each case other than those ADSs or ordinary shares of the Company that may be rolled over in connection with the proposed acquisition.

We believe our Proposal represents a more compelling opportunity to the Company's shareholders:

- **Shareholders** – Our Proposal provides existing shareholders with an opportunity to realize their investments at a more attractive offer price.
- **Management and Employees** – We view the Company's senior management and employees as instrumental to its success and have a high degree of confidence in them to continue delivering strong operating results. Therefore, we intend to retain key members of the management and employees to the extent possible.
- **Growth Strategy** – We plan to work closely with the management team to capitalize on CMC's network and resources and to support and accelerate the Company's growth strategies, cementing its position as the leading data center platform in Asia.

The material terms of our Proposal are set forth below:

1. **Purchase Price.** We are prepared to acquire 100% of the Company's outstanding shares at US\$4.6 per ordinary share (or US\$9.2 per ADS) in cash. Our proposed purchase price represents a 52.6% premium to the undisturbed share price (the closing price of the Company's ADSs on June 5, 2023), a 15.0% premium to the price offered by Bain Shareholders, and a 61.1% premium to the volume-weighted average closing price of the Company's ADSs during the last 30 trading days prior to June 5, 2023.
2. **Financing.** We intend to finance the Transaction through a combination of equity and debt financing. The commitments for the required equity and debt funding, subject to the terms and

conditions set forth therein, are expected to be in place when the definitive agreements providing for the Transaction (the “**Definitive Agreements**”) are signed. We are confident that we can timely secure adequate financing to consummate the Transaction.

3. **Due Diligence.** We are prepared to commit significant human and financial resources to complete customary due diligence for the Transaction in an expeditious manner and in parallel with discussions on the Definitive Agreements.
4. **Definitive Agreements.** We are prepared to promptly negotiate and finalize the Definitive Agreements, which will contain representations, warranties, covenants and conditions which are typical, customary and appropriate for transactions of this type.
5. **No Binding Commitment.** This letter constitutes a preliminary indication of our interest, and does not constitute any binding offer, agreement or commitment with respect to the Transaction. Such a commitment will result only from the execution of Definitive Agreements, and then will be on the terms and conditions provided in such documentation.

Overview of CMC

CMC is one of Asia's largest alternative asset management firms, which manages 68 funds with assets under management of more than US\$40 billion. CMC was named “AsianInvestor Best Private Equity Manager in Asia Pacific” in the 2022 AsianInvestor Asset Management Awards. It was also awarded as “2023 PEI Top 100 Global Private Equity Investment Institutions” (ranked 51st).

We would like to reiterate our strong interest and our belief that our Proposal does, and the Transaction will, provide superior value to the Company's shareholders. We are highly excited about this opportunity and are prepared to commit all necessary resources to bring this Transaction to a successful outcome.

Should you have any questions regarding this Proposal, please do not hesitate to contact us. We look forward to hearing from you.

Sincerely,

China Merchants Capital Holdings (International) Limited

Jian Guo, Director