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**SINO-OCEAN GROUP HOLDING LIMITED**

**遠洋集團控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 03377)**

**TENDER OFFER FOR PURCHASE OF  
US\$700,000,000 FLOATING RATE GUARANTEED NOTES DUE 2021  
(Stock Code: 05131)**

**ISSUED BY**

**SINO-OCEAN LAND TREASURE IV LIMITED**

**遠洋地產寶財IV有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

On 21 April 2021, the Company commenced a tender offer to purchase for cash an aggregate principal amount of the outstanding Floating Rate Guaranteed Notes up to the Maximum Purchase Amount, being the aggregate principal amount of the Notes to be issued under the Proposed Issue. The Company reserves the right, in its sole discretion, to accept significantly more than or significantly less than the Maximum Purchase Amount, or to accept none of the Floating Rate Guaranteed Notes, for purchase pursuant to the Tender Offer.

Further details of the Tender Offer are set forth below:

<b>Title of Notes</b>	<b>ISIN/Common Code</b>	<b>Issuer</b>	<b>Outstanding Aggregate Principal Amount <sup>(1)</sup></b>	<b>Purchase Price <sup>(2)</sup></b>
U.S.\$700,000,000 Floating Rate Guaranteed Notes due 2021	XS1839375539/183937553	Sino-Ocean Land Treasure IV Limited	US\$700,000,000	100.20% of the principal amount of the Floating Rate Guaranteed Notes

(1) Principal amount of the Floating Rate Guaranteed Notes outstanding as of 21 April 2021.

(2) In addition to the purchase price, the Company will also pay the accrued interest in respect of the Floating Rate Guaranteed Notes accepted for purchase pursuant to the Tender Offer on the settlement date, which is expected to be on or about 5 May 2021.

The Company has appointed The Hongkong and Shanghai Banking Corporation Limited and China International Capital Corporation Hong Kong Securities Limited to act as joint dealer managers in relation to the Tender Offer, and the Company has appointed Morrow Sodali Limited as the information and tender agent in relation to the Tender Offer.

Further terms and conditions of the Tender Offer are set forth in the tender offer memorandum dated 21 April 2021 issued by the Company in connection with the Tender Offer. The aforementioned tender offer memorandum and all documents related to the Tender Offer can be found on the Tender Offer website, subject to eligibility confirmation and registration: <https://bonds.morrowsodali.com/sinoocean>.

Holders who have questions regarding the Tender Offer or wish to obtain copies of the documents relating to the Tender Offer may contact Morrow Sodali Limited (Email: [sinoocean@investor.morrowsodali.com](mailto:sinoocean@investor.morrowsodali.com); Telephone: +44 20 8089 3287 or +852 2319 4130), The Hongkong and Shanghai Banking Corporation Limited (Email: [liability.management@hsbcib.com](mailto:liability.management@hsbcib.com); Telephone: +852 3941 0223 or +44 20 7992 6237) or China International Capital Corporation Hong Kong Securities Limited (Email: [IB\\_FI\\_HK\\_Liability\\_Management@cicc.com.cn](mailto:IB_FI_HK_Liability_Management@cicc.com.cn); Telephone: +852 2872 2100).

## **GENERAL**

**The Tender Offer is conditional upon, among others, the New Financing Condition and the Company may, in its sole discretion, extend, re-open, amend and/or terminate the Tender Offer at any time. Potential investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Issue and the Tender Offer will be made by the Company as and when appropriate.**

## DEFINITIONS

Unless otherwise defined, the following expressions in this announcement have the following meanings:

“Company”	Sino-Ocean Group Holding Limited (遠洋集團控股有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03377)
“Floating Rate Guaranteed Notes”	the U.S.\$700,000,000 floating rate guaranteed notes due 2021 issued by the Issuer and guaranteed by the Company in August 2018
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuer”	Sino-Ocean Land Treasure IV Limited (遠洋地產寶財IV有限公司), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Maximum Purchase Amount”	the maximum purchase amount of the Floating Rate Guaranteed Notes under the Tender Offer
“New Financing Condition”	the Company being satisfied that it will receive on or before the settlement date an amount from any means of financing (including the Proposed Issue), which is at least equal to the amount of the purchase price and accrued interest in respect of the Floating Rate Guaranteed Notes accepted for purchase pursuant to the Tender Offer
“Proposed Issue”	the proposed issue of the guaranteed green notes by the Issuer, further details of which are set out in the announcement of the Company dated 20 April 2021
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tender Offer”	the offer by the Company to purchase for cash an aggregate principal amount of the Floating Rate Guaranteed Notes up to the Maximum Purchase Amount under the terms and conditions as stated in the tender offer memorandum dated 21 April 2021 issued by the Company

“United States” the United States of America

“US\$” United States dollars, the lawful currency of the United States

By order of the Board  
**Sino-Ocean Group Holding Limited**  
**CHUNG Kai Cheong**  
*Company Secretary*

Hong Kong, 21 April 2021

*As at the date of this announcement, the board of directors of the Company comprises:*

*Executive directors:*

Mr. LI Ming  
Mr. WANG Honghui  
Mr. CUI Hongjie

*Non-executive directors:*

Ms. HUANG Xiumei  
Mr. FU Fei  
Mr. HOU Jun  
Ms. LI Liling

*Independent non-executive directors:*

Mr. HAN Xiaojing  
Mr. SUEN Man Tak  
Mr. WANG Zhifeng  
Mr. JIN Qingjun  
Ms. LAM Sin Lai Judy