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中泛控股有限公司

CHINA OCEANWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 715)

**INSIDE INFORMATION
SUPPLEMENTAL AGREEMENT IN RELATION
TO THE SETTLEMENT AGREEMENT**

This announcement is made by China Oceanwide Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (i) the announcement of the Company dated 30 August 2019; (ii) the circular and the notice of SGM of the Company dated 30 September 2019; and (iii) the poll results announcement of the Company dated 18 October 2019, each in relation to the Framework Services Agreement and the Transactions contemplated thereunder (including the Annual Caps); (iv) the announcement of the Company dated 24 August 2021; and (v) the announcement of the Company dated 30 November 2021 (the “**November Announcement**”) (collectively, the “**Previous Announcements and Circular**”). Capitalized terms used but not otherwise defined herein shall have the same meanings as ascribed to them in the Previous Announcements and Circular.

The Board hereby announces that, on 31 March 2022, the Company, Oceanwide Holdings and CTIFL entered into a 2nd supplemental agreement in relation to the Settlement Agreement (the “**2nd Supplemental Agreement**”) pursuant to which, the parties thereto agreed to extend the Long Stop Date and revise the reference dates for the calculation of the number of Consideration Shares.

Extension of Long Stop Date of the Settlement Agreement

As disclosed in the November Announcement, the conditions precedent set out in the Settlement Agreement shall be fulfilled or waived (as the case may be) on or before 30 April 2022 or such other date as the parties to the Settlement Agreement may agree in writing.

As additional time is required for the fulfillment of the conditions precedent to the Settlement Agreement, the Company, Oceanwide Holdings and CTIFL agreed to extend the Long Stop Date from 30 April 2022 to 31 July 2022 (or such other date as the parties may agree in writing) pursuant to the terms and conditions of the 2nd Supplemental Agreement.

Changes in reference dates for the calculation of Consideration Shares

The Company, Oceanwide Holdings and CTIFL further agreed to revise the reference dates for the calculation of the number of Consideration Shares to be transferred from Oceanwide Holdings to CTIFL (or its nominee) to settle the FSA Loans. Pursuant to the terms and conditions of the 2nd Supplemental Agreement, the reference date of the adjusted audited NAV of the Target Group attributable to owners of the Target Company is changed from 30 September 2021 to 31 December 2021 (or such later date as agreed between Oceanwide Holdings and CTIFL). Moreover, the reference date of the valuation of the property interests of the Target Group is changed from 31 December 2021 to 31 March 2022 (or such later date as agreed between Oceanwide Holdings and CTIFL).

Save as disclosed above, the other terms and conditions of the Settlement Agreement remain unchanged and continue in full force and effect.

The Board is of the opinion that the Settlement Arrangement upon the terms and conditions of the 2nd Supplemental Agreement will reduce the interest costs borne by the Group, which will in turn improve the performance of the Group. It represents the continuing financial support provided by Oceanwide Holdings to the Group and reduces the reporting obligations under the Framework Services Agreement and the Transactions contemplated thereunder.

The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By Order of the Board
China Oceanwide Holdings Limited
HAN Xiaosheng
Chairman

Hong Kong, 31 March 2022

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. HAN Xiaosheng (*Chairman*)
Mr. LIU Hongwei (*Deputy Chairman*)
Mr. LIU Bing
Mr. LIU Guosheng

Non-executive Director:

Mr. ZHAO Yingwei

Independent Non-executive Directors:

Mr. LIU Jipeng
Mr. YAN Fashan
Mr. LO Wa Kei Roy