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This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein will not be registered under the Securities Act, and may not be offered or sold in the United States except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.



Sunkwan Properties Group Limited

上坤地產集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6900)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued by Sunkwan Properties Group Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Please refer to the attached announcement (the “**Announcement**”) of the Company which has been posted on the website of the Singapore Exchange Securities Trading Limited.

The posting of the Announcement on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

By order of the Board
Sunkwan Properties Group Limited
Zhu Jing
Chairwoman

17 October 2022

As of the date of this announcement, the Board comprises Ms. Zhu Jing, Ms. Sheng Jianjing and Mr. Yang Zhandong as executive directors, Mr. Lin Jinfeng and Ms. Lin Zhaohong as non-executive directors and Mr. Guo Shaomu, Mr. Au Yeung Po Fung and Mr. Zhou Zheren as independent non-executive directors.

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(the “Company”)

FURTHER EXTENSION OF THE EXPIRATION DEADLINE AND SUPPLEMENT TO CONSENT SOLICITATION STATEMENT DATED OCTOBER 5, 2022

Reference is made to the announcements of the Company dated October 5, 2022 and October 11, 2022 (the “**Announcements**”) and the consent solicitation statement dated October 5, 2022 (the “**Consent Solicitation Statement**”) in relation to the Consent Solicitation. Capitalized terms used in this announcement shall have the same meaning ascribed to them in the Announcements and Consent Solicitation Statement.

Further Extended Expiration Deadline

With immediate effect, the Company has further extended the Extended Expiration Deadline from 4:00 p.m., London Time on October 17, 2022 to 4:00 p.m., London Time on October 31, 2022 (the “**Second Extended Expiration Deadline**”). Correspondingly, subject to satisfaction or waiver of the conditions as set forth in the Consent Solicitation Statement, the execution of the Supplemental Indenture is expected to occur on or about October 31, 2022.

Waiver of Default and Events of Default as a Result of Non-Payment of Debts

As set forth in the Consent Solicitation Statement, the Company is conducting the Consent Solicitation to amend the Mandatory Redemption provision in the Indenture. Under Section 6.01(a) of the Indenture, an Event of Default would occur upon any default in the payment of any amounts payable under the Mandatory Redemption provision when the same becomes due and payable. Due to the further extension of the Extended Expiration Deadline, the Company expects that it would not satisfy its obligation under the Mandatory Redemption provision.

As such, the Company is seeking a waiver (the “**Proposed Waiver**”) under the Indenture for the unconditional and irrevocable waiver and forgiveness of any and all claims (howsoever described) arising from or in connection with the corresponding Default, Event of Default and potential Event of Default as a result of its failure to satisfy its Mandatory Obligation in accordance with the Indenture.

For more details, please refer to the supplemental consent solicitation statement dated October 17, 2022 (the “**Supplemental Consent Solicitation Statement**”).

As a result of the waivers being sought as set forth above, Eligible Holders who have validly delivered their Consents on or prior to the Extended Expiration Deadline may revoke their instructions by submitting a revocation instruction to Euroclear or Clearstream, via their custodian if applicable, at or prior to 4:00 p.m., London time on October 24, 2022 (“**Revocation Deadline**”). If no revocation instruction was received from such Eligible Holders via Euroclear or Clearstream on or prior to the Revocation Deadline, their instructions will remain valid and irrevocable after the Revocation Deadline.

Eligible Holders who have not delivered their Consents may deliver their Consents at or prior to the Second Extended Expiration Deadline in accordance with the terms and conditions set forth in the Consent Solicitation Statement. Instructions in connection with the Consent Solicitation given after the Extended Expiration Deadline are irrevocable. Eligible Holders of the Notes should inform themselves of any earlier deadlines that may be imposed by the Clearing Systems and/or any intermediaries, which may affect the timing of the submission of a notice of exchange.

Except for the modifications set forth above and the Supplemental Consent Solicitation Statement, all other terms and conditions of the Consent Solicitation as set out in the Consent Solicitation Statement shall remain unchanged. All documents and materials related to the Consent Solicitation will be made available, subject to eligibility, on the Consent Website: <https://deals.is.kroll.com/sunkwan>.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL THE NOTES.

SHAREHOLDERS, NOTES HOLDERS, AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE CONSENT SOLICITATION IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION AS SET FORTH IN THE CONSENT SOLICITATION STATEMENT, AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE CONSENT SOLICITATION WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE CONSENT SOLICITATION WITH OR WITHOUT CONDITIONS.

THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE CONSENT SOLICITATION. AS THE CONSENT SOLICITATION MAY OR MAY NOT PROCEED, SHAREHOLDERS, NOTES HOLDERS, AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE NOTES.

The Consent Solicitation is not being made to (nor will the delivery of Consents be accepted from or on behalf of) the Holders in any jurisdiction where the making or acceptance of the Consent Solicitation would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Consent Solicitation or the delivery of Consents would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Consent Solicitation will not be made to (nor will tenders or Consents be accepted from or on behalf of) any Holders residing in such jurisdiction.

By order of the Board
Sunkwan Properties Group Limited
Zhu Jing
Chairwoman

October 17, 2022

As of the date of this announcement, the Board comprises Ms. Zhu Jing, Ms. Sheng Jianjing and Mr. Yang Zhandong as executive directors, Mr. Lin Jinfeng and Ms. Lin Zhaohong as non-executive directors and Mr. Guo Shaomu, Mr. Au Yeung Po Fung and Mr. Zhou Zheren as independent non-executive directors.