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中國奧園集團股份有限公司
China Aoyuan Group Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3883)

(1) STANDSTILL AGREEMENT EFFECTIVE DATE; AND
(2) STANDSTILL ARRANGEMENT FOR OTHER OFFSHORE CREDITORS

The Company is pleased to announce that the effective date of the Standstill Agreement in respect of the Offshore Senior Notes has occurred on Monday 27 March 2023 (“**Effective Date**”).

The Company continues to be in discussions with its other major offshore creditors regarding separate standstill arrangements in respect of the other offshore debt instruments of the Company and intends to enter into individual standstill agreements with the relevant creditors on substantially the same terms as the Standstill Agreement as soon as possible.

Under the terms of the Standstill Term Sheet, the effective date of each individual standstill agreements **must occur by no later than 31 March 2023**. Any offshore creditor under an instrument other than the Offshore Senior Notes should contact the financial advisors of the Company as soon as practicable (and in any event on or before 31 March 2023) if they would like to enter into a standstill agreement with the Company and receive the relevant consent fees.

This announcement is made by China Aoyuan Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated (i) 25 March 2022, 31 March 2022 and 29 April 2022 in relation to, among others, the delay in publication of the 2021 Annual Results and despatch of the 2021 Annual Report; (ii) 30 June 2022 in relation to, among others, the resumption guidance issued by the Stock Exchange; (iii) 5 August 2022 in relation to, among others, business update of the Group; (iv) 31 August 2022 in relation to the delay in publication of the 2022 Interim Results and despatch of the 2022 Interim Report; (v) 30 September 2022 in relation to the quarterly update on resumption progress; (vi) 4 October 2022 in relation to the Investigation Reports; (vii) 30 December 2022 in relation to the quarterly update on resumption progress; (viii) 28 February 2023 in relation to the Proposed Standstill Arrangement; and (ix) 24 March 2023 in relation to the Standstill Agreement (the “**24 March Announcement**”) (together, the “**Announcements**”). Terms used in this announcement shall have the same respective meanings as those defined in the Announcements unless otherwise stated.

Reference is made to the following notes issued by the Company:

- (a) US\$188m 4.2% Senior Notes Due 2022 (ISIN: XS2282587505);
 - (b) US\$200m 8.0% Senior Notes Due 2022 (ISIN: XS2264537684);
 - (c) US\$500m 8.5% Senior Notes Due 2022 (ISIN: XS1937690128);
 - (d) US\$250m 5.375% Senior Notes Due 2022 (ISIN: XS1611005957);
 - (e) US\$50 Million 8.5% Senior Notes due 2022 (ISIN: XS2378476951);
 - (f) US\$475m 7.95% Senior Notes Due 2023 (ISIN: XS1952585112);
 - (g) US\$200m 7.35% Senior Notes Due 2023 (ISIN: XS2014471432);
 - (h) US\$460m 6.35% Senior Notes Due 2024 (ISIN: XS2196807833);
 - (i) US\$200m 7.95% Senior Notes Due 2024 (ISIN: XS2351242461);
 - (j) US\$230m 5.98% Senior Notes Due 2025 (ISIN: XS2258822233);
 - (k) US\$350m 6.2% Senior Notes Due 2026 (ISIN: XS2233109409); and
 - (l) US\$350m 5.88% Senior Notes Due 2027 (ISIN: XS2307633565),
- ((a) to (l) collectively, the “**Offshore Senior Notes**”).

STANDSTILL AGREEMENT EFFECTIVE DATE

As noted in the 24 March Announcement, the AHG (representing approximately 20% of the outstanding principal amount of the Offshore Senior Notes) signed the Standstill Agreement on 24 March 2023 and the effective date of the Standstill Agreement was expected to occur on Monday 27 March 2023.

The Company is pleased to announce that the Effective Date has occurred on 27 March 2023. Other holders of the Offshore Senior Notes may accede to the Standstill Agreement by executing the RP Restricted Notes Notice (available at <https://projects.morrowsodali.com/Aoyuan>) and submitting this to the Information Agent at <https://portal.morrowsodali.com/aoyuan>.

The key terms of the Standstill Agreement entered into with the AHG are set out in the 24 March Announcement and the terms of the Standstill Agreement as at the Effective Date have not been amended from the terms disclosed in the 24 March Announcement.

In respect of the Consent Fees, given that the effective date of the Standstill Agreement has occurred on 27 March 2023:

- (i) the Early-Bird Consent Fee Deadline will occur at 5.00 p.m. Central Europe Time on **20 April 2023**; and
- (ii) the General Consent Fee Deadline will occur at 5.00 p.m. Central Europe Time on **27 April 2023**.

Holders of the Offshore Senior Notes are encouraged to direct any requests for information in respect of the Standstill Agreement to the Information Agent (see contact details below):

Information Agent

Morrow Sodali Limited

Website: <https://projects.morrowsodali.com/Aoyuan>

Telephone: +852 2319 4130 (Hong Kong); +44 20 4513 6933 (London)

Email: aoyuan@investor.morrowsodali.com

STANDSTILL ARRANGEMENT FOR OTHER OFFSHORE CREDITORS

At the same time, the Company continues to be in discussions with its other major offshore creditors regarding separate standstill arrangements in respect of the other offshore debt instruments of the Company and hopes to agree the terms of such standstill arrangements (on substantially the same terms as the Standstill Agreement) with them as soon as possible.

Under the terms of the Standstill Term Sheet, the effective date of the standstill agreements implementing such separate standstill arrangements **must occur by no later than 31 March 2023**. Offshore creditors can accede to a standstill agreement in respect of an offshore debt instrument provided that such standstill agreement has come into effect on or before 31 March 2023.

Any offshore creditor under an instrument other than the Offshore Senior Notes is encouraged to direct any requests for information in respect of the Proposed Standstill Arrangement to the Company's financial advisor or legal advisor (see contact details below):

Financial Advisor

KPMG Advisory (China) Limited

Address: 8/F, Prince's Building, 10 Chater Road, Hong Kong

Email: aoyuan.restructuring@kpmg.com

Legal Advisor

Linklaters

Address: 11th Floor, Alexandra House, Chater Road, Hong Kong SAR

Email: dlaoyuanlinklaters@linklaters.com

The Company will issue further announcement(s) to provide updates on the Proposed Standstill Arrangement, such other standstill arrangement as may be agreed with other offshore creditors and other relevant matters as and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Friday, 1 April 2022 and will continue to be suspended until further notice.

The implementation of the proposed debt restructuring will be subject to many factors outside of the control of the Company. As there is no assurance that the proposed debt restructuring will be successfully implemented, Shareholders, holders of securities of the Company and other investors of the Company are (i) advised not to rely solely on the information contained in this announcement and (ii) reminded to consider the related risks and exercise caution when dealing in the shares and other securities of the Company. When in doubt, Shareholders, holders of other securities of the Company and other investors of the Company are advised to seek professional advice from their own professional or financial advisers.

By order of the Board
China Aoyuan Group Limited
Guo Zi Wen
Chairman

Hong Kong, 27 March 2023

As at the date of this announcement, the executive directors of the Company are Mr. Guo Zi Wen, Mr. Guo Zi Ning, Mr. Ma Jun and Mr. Chen Zhi Bin; and the independent non-executive directors of the Company are Mr. Cheung Kwok Keung, Mr. Lee Thomas Kang Bor and Mr. Wong Wai Keung Frederick.