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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)

INSIDE INFORMATION

This announcement is made by China Aoyuan Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09(2)(a) and 37.47B 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).

Reference is made to the announcements of the Company dated 28 February 2023, 24 March 2023, 27 March 2023, 31 March 2023, 6 April 2023, 12 June 2023, 2 July 2023 and 11 July 2023 (“**11 July Announcement**” and together, the “**Announcements**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as ascribed thereto in the RSA (as defined below) and the 11 July Announcement.

STRONG SUPPORT FOR THE PROPOSED RESTRUCTURING FROM HOLDERS OF GROUP FINANCING INSTRUMENTS

As noted in the 11 July Announcement, the members of the AHG have duly executed and are bound by the terms of the restructuring support agreement (“**RSA**”) which the Company intends to enter into with other holders of the Group Financing Instruments to support the implementation of the Proposed Restructuring. Following the 11 July Announcement, the Company and its advisors have continued to engage in constructive discussions with major holders of the Group Financing Instruments in relation to the Term Sheets.

The Company is pleased to note that, as at the date of this announcement, holders of 64.35% of the outstanding principal amount of the Aoyuan Existing Notes have either duly executed or acceded to the RSA. The Company is very encouraged by and grateful for the strong support it has received to date. Following the positive feedback received from and in the interests of all parties involved in the Group Financing Instruments, the Company has decided to extend the RSA Fee Deadline to 5 p.m. Hong Kong time on 10 August 2023 in accordance with the terms of the RSA in order to enable more holders of the Group Financing Instruments to accede to the RSA.

The Company will be grateful if the remaining holders of the Group Financing Instruments consider the terms of the RSA and enter into the same with the Company as soon as possible. A copy of the RSA (with the appropriate redactions) is available for download at <https://projects.morrowsodali.com/Aoyuan>.

Holders of the Group Financing Instruments may accede to the RSA by validly executing an Accession Letter and submitting it to the Information Agent via the Consenting Creditor Portal (<https://portal.morrowsodali.com/aoyuanRSA>). The Information Agent is also available to answer any queries as regards this process (see contact details listed at the bottom of this announcement)

The Company will issue further announcement(s) to provide updates on the Proposed Restructuring and other relevant matters as and when appropriate.

CONTACT DETAILS

Holders of the Group Financing Instruments are encouraged to direct any requests for information in respect of the Proposed Restructuring to (i) the Company’s financial advisor and legal advisor, (ii) the AHG’s financial advisor and legal advisor or (iii) to the Information Agent (see contact details below):

Financial Advisor to the Company

KPMG Advisory (China) Limited

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

Email: aoyuan.restructuring@kpmg.com

Legal Advisor to the Company

Linklaters

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

Email: dlaoyuanlinklaters@linklaters.com

Financial Advisor to the AHG

Moelis & Company Asia Limited

Address: Suite 1203-10, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong

Email: Project_Olympics_Ext@moelis.com

Legal Advisor to the AHG

Weil, Gotshal & Manges

Address: 29/F Alexandra House, 18/F Chater Road, Central, Hong Kong

Email: Project.Olympics@weil.com

Information Agent

Morrow Sodali Limited

Transaction Website (document posting website): <https://projects.morrowsodali.com/Aoyuan>

Consenting Creditor Portal (form submission website): <https://portal.morrowsodali.com/aoyuanRSA>

Email: aoyuan@investor.morrowsodali.com

Phone: (Hong Kong) +852 2319 4130/(London) +44 20 4513 6933

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 Company continues to assess the situation carefully and will issue further announcement(s) to provide updates on the above and other relevant matters as and when appropriate.

The implementation of the Proposed Restructuring will be subject to many factors outside of the control of the Company. As there is no assurance that the Proposed 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, 31 July 2023

As at the date of this announcement, the executive directors of the Company are Mr. Guo Zi Wen, Mr. Ma Jun, Mr. Chen Zhi Bin and Mr. Tan Yi; 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.