

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. This announcement is not, and does not form any part of, an offer to buy or sell or the solicitation of an offer to buy or sell 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 have not been and will not be registered under the U.S. Securities Act of 1933, and may not be offered, sold or otherwise transferred within the United States absent registration or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any part of any offering referred to herein in the United States.*



**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, 11 July 2023 and 31 July 2023 (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 Announcements.

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

The Company is pleased to announce that, as at the date of this announcement, holders of 75.89% of the outstanding principal amount of the Aoyuan Existing Notes have either duly executed or acceded to the restructuring support agreement (“**RSA**”). The Company is particularly pleased that some Non-ICA creditors have also executed or acceded to the RSA. Prior to the expiry of the RSA Fee Deadline, the Company received requests from a number of creditors (including Non-ICA creditors) for the Company to extend the RSA Fee Deadline to facilitate their accession and allow them to have additional time to consider the Proposed Restructuring and complete their internal procedures.

The Company is very encouraged by and grateful for the strong support it has received to date. In light of the requests of the creditors, the Company has decided to extend the RSA Fee Deadline to 5 p.m. Hong Kong time on 31 August 2023 in order to allow more creditors to avail themselves of the benefit of the RSA Fee.

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](mailto:aoyuan.restructuring@kpmg.com)

#### **Legal Advisor to the Company**

Linklaters

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

Email: [dlaoyuanlinklaters@linklaters.com](mailto: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, 10 August 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.*