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SINO-OCEAN LAND TREASURE IV LIMITED

遠洋地產寶財IV有限公司

*(incorporated with limited liability under the laws of the British Virgin Islands)
(the “**Issuer**”)*

U.S.\$600,000,000 4.75 PER CENT. GUARANTEED NOTES DUE 2029

(Stock code: 05623)

(ISIN: XS2034822564; Common Code: 203482256)

(the “2029 Notes**”)**

unconditionally and irrevocably guaranteed by



SINO-OCEAN GROUP HOLDING LIMITED

遠洋集團控股有限公司

*(previously known as Sino-Ocean Land Holdings Limited 遠洋地產控股有限公司)
(incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)*

(Stock code: 03377)

(Debt stock codes: 5782, 5869, 5276, 5623, 40115, 40670, 40760, 5202)

INSIDE INFORMATION EXTENSION OF VOTING DEADLINE IN RESPECT OF THE 2029 NOTES

This announcement is made by Sino-Ocean Group Holding Limited 遠洋集團控股有限公司 (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) and Rule 37.47B(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 under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the consent solicitation memorandum in respect of the 2027 Notes and the 2029 Notes (the “**Consent Solicitation Memorandum**”), the notice of Meeting in respect of the 2029 Notes (the “**Notice**”) and the announcement of the Company in relation to the Consent Solicitations in respect of the 2027 Notes and the 2029 Notes (the “**Announcement**”), each dated 26 July 2023.

Capitalised terms used in this announcement but not defined have the meanings given to them in the Consent Solicitation Memorandum, the Notice and the Announcement.

Extension of Voting Deadline in respect of the 2029 Notes

Pursuant to the Consent Solicitation Memorandum and the Notice, the deadline for receipt by the Information and Tabulation Agent of valid Consent Instructions from Eligible Holders of the 2029 Notes and valid Ineligible Holder Instructions from Ineligible Holders of the 2029 Notes is 4:00 p.m. (London time) on 11 August 2023 (the “**Original Voting Deadline**”). This is also the deadline for making any other arrangements to attend or be represented to vote at the Meeting in respect of the 2029 Notes.

It is hereby announced that, with immediate effect, the Original Voting Deadline in respect of the 2029 Notes only shall be extended to 4:30 p.m. (Hong Kong time) on 15 August 2023, being the voting deadline (the “**Voting Deadline**”) to allow Holders of the 2029 Notes sufficient time to complete internal processes. For the avoidance of doubt, the voting deadline in respect of the 2027 Notes remains unchanged (being 4:00 p.m. (London time) on 11 August 2023).

All the other terms and conditions of the Consent Solicitations in respect of the 2027 Notes and the 2029 Notes remain unchanged as stated in the Consent Solicitation Memorandum.

Consent Instructions and/or Ineligible Holder Instructions which have been submitted will remain valid and irrevocable.

It is further announced that, as at the date hereof, Consent Instructions in favour of the Extraordinary Resolution for each of the 2024 Notes and the 2027 Notes that have been validly delivered to, and received by, the Information and Tabulation Agent (and not revoked) represent more than 75 per cent. of the aggregate principal amount of the 2024 Notes and the 2027 Notes respectively for the time being outstanding.

Eligible Holders of the 2029 Notes are urged to deliver valid Consent Instructions in accordance with the procedures described in the Consent Solicitation Memorandum (including, where applicable, through the Clearing Systems in accordance with the procedures of, and within the time limits specified by, the Clearing Systems) for receipt by the Information and Tabulation Agent by no later than the Voting Deadline (being 4:30 p.m. (Hong Kong time) on 15 August 2023).

Further details

For a detailed statement of the terms and conditions of the Consent Solicitations and the Proposed Amendments and Waivers, Holders should refer to the Consent Solicitation Memorandum and the Notices of Meetings. The Consent Solicitation Memorandum and all other documents and materials related to the Consent Solicitations are available to the Eligible Holders via the Consent Website: <https://projects.morrowsodali.com/sinooceanland>.

This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the Consent Solicitations. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Consent Solicitations, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Consent Solicitations. None of the Solicitation Agent, the Information and Tabulation Agent, the Trustee, the Issuer or the Company makes any recommendation whether Holders should participate in the Consent Solicitations.

The Company has engaged Haitong International Securities Company Limited to act as the solicitation agent (the “**Solicitation Agent**”) and Morrow Sodali Limited to act as the information and tabulation agent (the “**Information and Tabulation Agent**”) for the Consent Solicitations. Should Holders have any questions please contact the Information and Tabulation Agent for the Consent Solicitations, Morrow Sodali Limited (telephone: +44 20 4513 6933 (London) or +852 2319 4130 (Hong Kong); email: sinooceanland@investor.morrowsodali.com; Consent Website: <https://projects.morrowsodali.com/sinooceanland>). Any questions concerning the terms of the Consent Solicitations may be directed to the Solicitation Agent for the Consent Solicitations, Haitong International Securities Company Limited, 28/F, One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong (telephone: +852 2840 1680 (Hong Kong); attention: DCM — Project Sail; email: sinooceangroup.LM@htisec.com).

The Consent Solicitations are being made solely through the Consent Solicitation Memorandum, which sets forth a detailed description of the terms of the Consent Solicitations.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons who come into possession of this announcement are required to inform themselves about, and to observe, any such restrictions. Nothing in this announcement constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell, any security in any jurisdiction and participation in the relevant Consent Solicitation by a Holder in any circumstances in which such participation is unlawful will not be accepted. In any jurisdiction where the securities, blue sky or other laws require the Consent Solicitations to be made by a licensed broker or dealer, and the Solicitation Agent or any of its affiliates is such a licensed broker or dealer in such jurisdiction, the Consent Solicitations shall be deemed to be made on behalf of the Issuer in such jurisdiction by the Solicitation Agent or the relevant affiliate (where it is so licensed).

The results of the Consent Solicitations will be published on the website of the Hong Kong Stock Exchange at www.hkexnews.hk, the website of the Company at www.sinooceangroup.com, and the Consent Website.

There is no assurance that, in respect of the relevant Series, the requisite consents necessary for the Proposed Amendments and the Waivers will be obtained, the Eligibility Condition will be satisfied, the Consent Fees or Ineligible Holder Payments will be paid or the Extraordinary Resolution will be implemented. Holders, shareholders of the Company, holders of debt securities of the Group and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Sino-Ocean Group Holding Limited
SUM Pui Ying
Company Secretary

Hong Kong, 10 August 2023

As at the date of this announcement, the board of directors of the Issuer comprises Mr. LI Ming, Mr. SUM Pui Ying and Ms. LIU Cheuk Kei, Chloe.

As at the date of this announcement, the board of directors of the Company comprises Mr. LI Ming, Mr. WANG Honghui, Mr. CUI Hongjie and Ms. CHAI Juan as executive directors; Mr. ZHAO Peng, Mr. ZHANG Zhongdang, Mr. YU Zhiqiang and Mr. SUN Jinfeng as non-executive directors; and Mr. HAN Xiaojing, Mr. JIN Qingjun, Mr. LYU Hongbin, Mr. LIU Jingwei and Mr. JIANG Qi as independent non-executive directors.