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SINO-OCEAN LAND TREASURE FINANCE I LIMITED

遠洋地產寶財I有限公司

(incorporated with limited liability under the laws of the British Virgin Islands)

*(the “**Issuer**”)*

6.000 PER CENT. GUARANTEED NOTES DUE 2024

(Stock code: 05782)

(ISIN: XS1090864528; Common Code: 109086452)

*(the “**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 SUSPENSION OF TRADING OF THE NOTES

Sino-Ocean Group Holding Limited

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

Stock Code : 03377

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), Rule 37.47B(a), Rule 37.47C and Rule 37.47E(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 (the “**Consent Solicitation Memorandum**”), the notice of the Circulating Resolution by Electronic Consent and the Meeting (the “**Notice**”) and the announcement of the Company in relation to the Consent Solicitation (the “**Launch Announcement**”), each dated 26 July 2023 and the announcement on the results of the Electronic Consent dated 10 August 2023 (together with the Launch Announcement, the “**Announcements**”), in relation to the Notes.

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

Suspension of trading

At the request of the Issuer, trading in the Notes on the Hong Kong Stock Exchange will be suspended with effect from 9:00 a.m. on 14 August 2023 until further notice(s) due to the occurrence of an event of default under the Notes arising from the non-payment of interest of US\$20,940,000 on the Notes¹ for the interest period from and including 30 January 2023 to but excluding 30 July 2023 by 13 August 2023 (being the last day of the 14-day grace period for such interest payment).

Results of Consent Instructions received by the Voting Deadline

As the Issuer is conducting the Consent Solicitation in relation to the Notes, it is further announced that, as at the Voting Deadline (being 4:00 p.m., London time on 11 August 2023), the Issuer has received sufficient Consent Instructions to form the quorum required for the Meeting and sufficient Consent Instructions in favour of the Extraordinary Resolution to pass such Extraordinary Resolution at the Meeting to be held at 4:45 p.m., Hong Kong time on 17 August 2023.

Subject to other conditions as set out in the Consent Solicitation Memorandum and the Notice being satisfied, in the event that the Extraordinary Resolution in respect of the Notes is implemented pursuant to the Consent Solicitation, the aforementioned event of default will be waived upon the execution of the Supplemental Trust Deed on the Amendment Effective Date (which is expected to be on or around 18 August 2023).

The Issuer and the Company will keep the Noteholders updated by way of further announcement(s) as and when necessary in accordance with the Listing Rules.

¹ *As at the date of this announcement, US\$2,000,000 in aggregate principal amount of the Notes have been redeemed and cancelled by the Issuer, and the outstanding principal amount of the Notes is US\$698,000,000.*

Further details

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposed Amendments and Waivers, Noteholders should refer to the Consent Solicitation Memorandum and the Notice. The Consent Solicitation Memorandum and all other documents and materials related to the Consent Solicitation are available to the Eligible Noteholders 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 Solicitation. If any Noteholder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Consent Solicitation or the Circulating Resolution, 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 Solicitation. None of the Solicitation Agent, the Information and Tabulation Agent, the Trustee, the Issuer or the Company makes any recommendation whether Noteholders should participate in the Consent Solicitation.

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 Solicitation. Should Noteholders have any questions please contact the Information and Tabulation Agent for the Consent Solicitation, 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 Solicitation may be directed to the Solicitation Agent for the Consent Solicitation, 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).

This announcement is not a solicitation of consent with respect to the Notes. The Consent Solicitation is being made solely through the Consent Solicitation Memorandum, which sets forth a detailed description of the terms of the Consent Solicitation.

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 Consent Solicitation by a Noteholder 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 Solicitation 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 Solicitation 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 Solicitation 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.

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There is no assurance that 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 Noteholder Payments will be paid or the Extraordinary Resolution will be implemented. Noteholders, 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, 14 August 2023

As at the date of this announcement, the board of directors of the Issuer comprises Mr. LI Ming, Mr. YANG Leyu 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.