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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 “2024 Notes Issuer”)*

**U.S.\$698,000,000<sup>1</sup> 6.000 PER CENT. GUARANTEED NOTES DUE 2024**

**(Stock code: 05782)**

**(ISIN: XS1090864528; Common Code: 109086452)**

*(the “2024 Notes”)*

and

## **SINO-OCEAN LAND TREASURE FINANCE II LIMITED**

**遠洋地產寶財II有限公司**

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

*(the “2027 Notes Issuer”)*

**U.S.\$500,000,000 5.95 PER CENT. GUARANTEED NOTES DUE 2027**

**(Stock code: 05869)**

**(ISIN: XS1163722587; Common Code: 116372258)**

*(the “2027 Notes”)*

and

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<sup>1</sup> *The 2024 Notes Issuer issued U.S.\$700,000,000 in aggregate principal amount of the 2024 Notes on 30 July 2014. As at the date of this announcement, U.S.\$2,000,000 in aggregate principal amount of the 2024 Notes have been redeemed and cancelled by the 2024 Notes Issuer.*

## 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 “**2029 Notes Issuer**”, together with the 2024 Notes Issuer and the 2027 Notes Issuer, the “**Issuers**”, each an “**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**”, together with the 2024 Notes and the 2027 Notes, the “**Notes**” and each a “**Series**”)

where the Notes are 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 ANNOUNCEMENT OF THE RESULTS OF THE MEETINGS

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 2024 Notes (the “**2024 Notes Consent Solicitation Memorandum**”), the consent solicitation memorandum in respect of the 2027 Notes and the 2029 Notes (together with the 2024 Notes Consent Solicitation Memorandum, the “**Consent Solicitation Memorandums**”), the notice of the Circulating Resolution by Electronic Consent and the Meeting in respect of the 2024 Notes dated 26 July 2023 (the “**2024 Notes Notice**”), the notice of the Meeting in respect of the 2027 Notes dated 26 July 2023 (the “**2027 Notes Notice of Meeting**”), the notice of the Meeting in respect of the 2029 Notes dated 26 July 2023 (together with the 2024 Notes Notice and the 2027 Notes Notice of Meeting, the “**Notices**”), the announcement of the Company in relation to the Consent Solicitation in respect of the 2024 Notes dated 26 July 2023 (the “**2024 Notes Launch Announcement**”), the announcement of the Company in relation to the results of Electronic Consent in respect of the 2024 Notes dated 10 August 2023 (the “**2024 Notes Electronic Consent Results Announcement**”), the announcement of the Company in relation to the suspension of trading of the 2024 Notes dated 14 August 2023 (together with the 2024 Notes Launch Announcement and the 2024 Notes Electronic Consent Results Announcement, the “**2024 Notes Announcements**”), the announcement of the Company in relation to the Consent Solicitations in respect of the 2027 Notes and the 2029 Notes dated 26 July 2023 (the “**2027**

Sino-Ocean Group Holding Limited

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

Stock Code : 03377

**Notes and 2029 Notes Launch Announcement**") and the announcement of the Company in relation to the extension of Voting Deadline in respect of the 2029 Notes dated 10 August 2023 (together with the 2027 Notes and 2029 Notes Launch Announcement and the 2024 Notes Announcements, the "**Announcements**").

Capitalised terms used in this announcement but not defined have the meanings given to them in respect of the relevant Series in the relevant Consent Solicitation Memorandum, Notices and Announcements.

### **Results of the Meetings**

The Issuers and the Company are pleased to announce that the Extraordinary Resolution in respect of each of the 2024 Notes, the 2027 Notes and the 2029 Notes was duly passed at the relevant Meeting held on 17 August 2023.

In addition, the quorum required for, and the requisite majority of votes cast at, the relevant Meeting was satisfied by Eligible Noteholders (in the case of the 2024 Notes) or Eligible Holders (in the case of the 2027 Notes and the 2029 Notes), irrespective of any participation at the relevant Meeting by Ineligible Noteholders (in the case of the 2024 Notes) or Ineligible Holders (in the case of the 2027 Notes and the 2029 Notes). Therefore, the Eligibility Condition for each Series was satisfied.

Accordingly, each of the Issuers has decided to implement the Extraordinary Resolution in respect of the relevant Series.

### **Payment Date and Amendment Effective Date**

It is further announced that the Consent Fee in respect of each Series, the Ineligible Noteholder Payment (in the case of the 2024 Notes) and the Ineligible Holder Payments (in the case of the 2027 Notes and the 2029 Notes) will be paid on or around 18 August 2023 (being the Payment Date), subject to the terms and conditions set out in the relevant Consent Solicitation Memorandum.

Following the passing of the Extraordinary Resolution, the satisfaction of the Eligibility Condition, and the payment of the Consent Fee and the Ineligible Noteholder Payment or the Ineligible Holder Payment in respect of the relevant Series, the relevant Issuer, the Company and the Trustee will enter into the relevant Supplemental Trust Deed on or around 18 August 2023 (being the Amendment Effective Date), upon which the Proposed Amendments and Waivers in respect of each Series shall become effective.

### **Further details**

For a detailed statement of the terms and conditions of the relevant Consent Solicitation and the Proposed Amendments and Waivers in respect of each Series, holders of the relevant Series should refer to the relevant Consent Solicitation Memorandum and Notice. The Consent Solicitation Memorandum and all other documents and materials related to the relevant Consent Solicitation are available to the Eligible Noteholders (in the case of the 2024 Notes) or the Eligible Holders (in the case of the 2027 Notes and the 2029 Notes) via the Consent Website: <https://projects.morrowsodali.com/sinooceanland>.

**This announcement must be read in conjunction with the relevant Consent Solicitation Memorandum. The relevant Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the relevant Consent Solicitation.** If a holder of any Notes is in any doubt as to the action it should take or is unsure of the impact of the implementation of the relevant Consent Solicitation, 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.

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 relevant Consent Solicitation. Should holders of any Notes have any questions please contact the Information and Tabulation Agent for the relevant Consent Solicitation, Morrow Sodali Limited (telephone: +44 20 4513 6933 (London) or +852 2319 4130 (Hong Kong); email: [sinooceanland@investor.morrowsodali.com](mailto:sinooceanland@investor.morrowsodali.com); Consent Website: <https://projects.morrowsodali.com/sinooceanland>). Any questions concerning the terms of the relevant Consent Solicitation may be directed to the Solicitation Agent, 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](mailto:sinooceangroup.LM@htisec.com)).

The relevant Consent Solicitation is being made solely through the relevant Consent Solicitation Memorandum, which sets forth a detailed description of the terms of the relevant 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 relevant Consent Solicitation by a holder of the relevant Series 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 relevant 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 relevant Consent Solicitation shall be deemed to be made on behalf of the relevant Issuer in such jurisdiction by the Solicitation Agent or the relevant affiliate (where it is so licensed).

The settlement of the relevant Consent Solicitation will be published on the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), the website of the Company at [www.sinooceangroup.com](http://www.sinooceangroup.com), and the Consent Website.

**There is no assurance that, in respect of the relevant Series, the Consent Fee, or Ineligible Noteholder Payment (in the case of the 2024 Notes) or Ineligible Holder Payment (in the case of the 2027 Notes and the 2029 Notes), will be paid or the Extraordinary Resolution will be implemented. Holders of any Notes, 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, 17 August 2023

*As at the date of this announcement, the board of directors of each of the 2024 Notes Issuer and the 2027 Notes 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 2029 Notes 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.*