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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.\$698,000,000¹ 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

¹ *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 (1) THE SETTLEMENT OF THE CONSENT SOLICITATIONS IN RESPECT OF THE NOTES AND (2) THE RESUMPTION OF TRADING OF THE 2024 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 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 Notes and 2029 Notes Launch Announcement"**), the announcement of the Company in relation to the extension of Voting Deadline in respect of the 2029 Notes dated 10 August 2023 (the **"2029 Notes Voting Deadline Extension Announcement"**) and the announcement of the Company in relation to the results of the Meetings in respect of the Notes dated 17 August 2023 (together with the 2024 Notes Announcements, the 2027 Notes and 2029 Notes Launch Announcement and the 2029 Notes Voting Deadline Extension Announcement, 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.

Payment of Consent Fees, Ineligible Noteholder Payment and Ineligible Holder Payments, and execution of the Supplemental Trust Deeds

The Issuers and the Company are pleased to announce that in respect of each Series, the payment of (i) the Consent Fee and (ii) the Ineligible Noteholder Payment (in the case of the 2024 Notes) or Ineligible Holder Payment (in the case of the 2027 Notes or the 2029 Notes) was made on 18 August 2023.

Following such payment, the relevant Issuer, the Company and the Trustee entered into the Supplemental Trust Deed in respect of the relevant Series on 18 August 2023 (which is the Amendment Effective Date) upon which the Proposed Amendments and Waivers in respect of each Series became effective.

Resumption of trading of the 2024 Notes

At the request of the 2024 Notes Issuer, trading in the 2024 Notes on the Hong Kong Stock Exchange was suspended from 9:00 a.m. on 14 August 2023.

As the Proposed Amendments and Waivers in respect of the 2024 Notes became effective upon the execution of the relevant Supplemental Trust Deed, the 2024 Notes are no longer under default from the Amendment Effective Date.

Therefore, the 2024 Notes Issuer has made an application to the Hong Kong Stock Exchange for the resumption of the trading of the 2024 Notes on the Hong Kong Stock Exchange with effect from 9:00 a.m. on Monday, 21 August 2023.

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, 18 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.