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## INSIDE INFORMATION

### RELEVANT INFORMATION ON 15 SINO-OCEAN 05 CORPORATE BONDS OF A SUBSIDIARY

(Stock code: 03377)

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

This announcement is made by Sino-Ocean Group Holding Limited (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).

#### BACKGROUND INFORMATION OF THE CORPORATE BONDS

The board of directors (the "**Board**") of the Company wishes to inform the shareholders of the Company (the "**Shareholders**"), holders of debt securities of the Group and potential investors certain information regarding the "15 Sino-Ocean 05" corporate bonds (the "**Corporate Bonds**"), which is listed on The Shanghai Stock Exchange (security code: 122498), issued by Sino-Ocean Holding Group (China) Limited (遠洋控股集團(中國)有限公司) ("**SOG China**"), a wholly-owned subsidiary of the Company.

The Corporate Bonds was issued by SOG China on 19 October 2015 with a total principal amount of RMB3 billion and a maturity of 10 years. As of the date of this announcement, the balance of the Corporate Bonds is RMB3 billion and the current coupon rate is 4.76%, which remains unchanged during the term of the Corporate Bonds. The repayment date of the Corporate Bonds is 19 October 2025. In case of statutory holidays or rest days, the repayment date shall be postponed to the first trading day thereafter, and no additional interest shall be accrued for the repayment during the postponed period.

#### CONVENING OF MEETINGS OF THE HOLDERS OF THE CORPORATE BONDS

On 9 October 2023, SOG China published a notice of a meeting of the holders of the Corporate Bonds, pursuant to which SOG China will convene the first online meeting of the holders of the Corporate Bonds in 2023 (the "**First Meeting of the Holders of the Corporate Bonds**") on 18 August 2023 for the purpose of considering the resolutions on (1) exemption of deadline for the notice of the First Meeting of the Holders of the Corporate Bonds and the submission of provisional proposals; and (2) amending the rules of the meetings of the holders of the Corporate Bonds in accordance with the prospectus for public offering of the Corporate Bonds (the "**Prospectus for Public Offering of the Corporate Bonds**") and the rules for the meetings

Sino-Ocean Group Holding Limited

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

Stock Code : 03377

of the holders of the Corporate Bonds to protect the interests of the holders of the Corporate Bonds, respond in a timely manner to the requirements for convening meetings of the holders of the Corporate Bonds, optimise the process for convening meetings of the holders of the Corporate Bonds and prudently advance the repayment of the Corporate Bonds given the uncertainties on the repayment arrangement for the Corporate Bonds in light of the current operation conditions of SOG China; if there is supplementary information for or change to the announced contents, the convenor will issue a supplementary notice by way of an announcement.

On 12 October 2023, SOG China also published a notice of a meeting of the holders of the Corporate Bonds, whereby the second online meeting of the holders of the Corporate Bonds in 2023 (the “**Second Meeting of the Holders of the Corporate Bonds**”, together with the First Meeting of the Holders of the Corporate Bonds, the “**Meetings of the Holders of the Corporate Bonds**”) will be convened by SOG China on 16 October 2023 for the purpose of considering matters as detailed below:

**(1) Exemption of relevant procedures for the notice of the Second Meeting of the Holders of the Corporate Bonds and the submission of provisional proposals**

**(i) Time of convening the meeting of the holders of the Corporate Bonds and exemption of deadline for the notice/supplemental notice of the meeting of the holders of the Corporate Bonds**

According to the relevant provisions of the rules for the meetings of the holders of the Corporate Bonds, a notice of a meeting of the holders of the Corporate Bonds shall be given at least 10 working days prior to the convening of a meeting to all holders of the Corporate Bonds and the relevant attendees, and the meeting convenor of the Corporate Bonds may give a supplemental notice in respect of the notice of a meeting as announced by way of an announcement, provided that the supplemental notice shall be given 3 working days prior to the day on which the meeting of the holders of the Corporate Bonds is to be convened and that the supplemental notice of a meeting of the holders of the Corporate Bonds shall be announced on the website of The Shanghai Stock Exchange or by the means approved by The Shanghai Stock Exchange.

In order to further protect the rights and interests of the holders of the Corporate Bonds and optimise the process of convening the Second Meeting of the Holders of the Corporate Bonds, and having taken into consideration the relevant actual circumstances, SOG China considered that the Corporate Bonds required the urgent convening of a meeting of the holders of the Corporate Bonds, and proposed to waive the obligation to give notice of the Second Meeting of the Holders of the Corporate Bonds of SOG China 10 working days in advance, and the obligation to give a supplemental notice in respect thereof 3 working days in advance as well as the relevant legal liabilities, and determined that the notice of the Second Meeting of the Holders of the Corporate Bonds was to be issued on 12 October 2023 and the Second Meeting of the Holders of the Corporate Bonds was to be convened by way of a correspondence poll from 9:00 a.m. on 16 October 2023, i.e., the Second Meeting of the Holders of the Corporate Bonds would not be subject to the aforementioned provision on the date of notice.

**(ii) Exemption of provisional proposal submission procedure and announcement deadline**

According to the relevant provisions of the rules for the meetings of the holders of the Corporate Bonds, the matters proposed to be considered at the meetings of the holders of the Corporate Bonds are decided by the convenor of meeting according to the relevant provisions of the rules for the meetings of the holders of the Corporate Bonds; the issuer which is not the convenor of such meeting of the holders of the Corporate Bonds, the trustee manager and the holders of the Corporate Bonds who individually and/or collectively represent more than 10% of the Corporate Bonds with voting rights may submit to the convenor in writing provisional proposal(s) upon the issuance of notice of a meeting of the holders of the Corporate Bonds. Where a provisional proposal is to be put forward prior to the convening of a meeting of the holders of the Corporate Bonds, the proposing person(s) shall put forward such provisional proposal at least 6 working days prior to the date of the meeting or prior to a date required by the stock exchange on which the Corporate Bonds are listed, and submit the provisional proposal with complete contents to the convenor, who shall issue a supplementary notice of a meeting of the holders of the Corporate Bonds on the website of The Shanghai Stock Exchange or by the means approved by The Shanghai Stock Exchange and make an announcement on the contents of the provisional proposal within 3 working days from the date of receipt of the provisional proposal.

In order to protect the interests of the holders of the Corporate Bonds and optimise the process of convening the Second Meeting of the Holders of the Corporate Bonds, and having taken into consideration the actual circumstances of SOG China, it is proposed that the aforesaid covenant and the relevant legal liabilities in respect of the submission procedure and deadline for announcement of the provisional proposal for the Second Meeting of the Holders of the Corporate Bonds be waived.

If this resolution is passed by the Second Meeting of the Holders of the Corporate Bonds, it will be deemed as an effective exemption of restrictions and covenants regarding meeting notice, supplementary notice, procedure for provisional proposal and the aforesaid deadlines, among others, relating to the aforementioned meeting. The resolutions adopted at the meeting are valid and legally binding on all holders of the Corporate Bonds.

**(2) Adding the grace period for the repayment of interest of the Corporate Bonds**

In accordance with the covenants on the repayment of interest of the Corporate Bonds as specified in the Prospectus for Public Offering of the Corporate Bonds, the interest of the Corporate Bonds is payable annually and the principal thereof is payable at maturity in one lump sum. Interest is payable once annually and the last interest payment shall be made together with the principal payment. The 19th day of October of every year from 2016 to 2025 is the interest payment date for the preceding interest accrual year. In case of statutory holidays or rest days, it will be postponed to the first trading day thereafter; no additional interest will be accrued for the repayment during the postponed period.

In light of the current operation conditions of SOG China, in order to prudently advance the interest payment of the Corporate Bonds, SOG China seeks the consent of the holders of the Corporate Bonds for adding the grace period for the repayment of interest of the Corporate Bonds in the following manner, provided that the coupon rate of the Corporate Bonds shall remain unchanged:

If this resolution is passed by the Second Meeting of the Holders of the Corporate Bonds, the time of repayment of interest of the Corporate Bonds accrued during the period from 19 October 2022 to 18 October 2023 will be extended to on or before 19 December 2023 as the date of completion of payment.

After the passing of this resolution, such addition of grace period for the repayment of interest of the Corporate Bonds will not trigger the default provisions as stipulated in the Prospectus for Public Offering of the Corporate Bonds. For the avoidance of doubt, no default interest will be imposed during the postponed repayment period for the interest of the Corporate Bonds, no default payment, overdue interest or default interest, among others, will be set up or incurred separately, and interest will continue to be payable at the coupon rate of the Corporate Bonds.

## **UNDERTAKING NOT TO EVADE AND REVOKE DEBTS**

In order to protect the legitimate rights and interests of the holders of the Corporate Bonds, SOG China undertakes that it will not evade and revoke debts in respect of the Corporate Bonds. In the event that it is anticipated that it will not be able to repay the principal and/or interest of the Corporate Bonds as scheduled, or it will fail to repay the principal and/or interest of the Corporate Bonds as scheduled when they become due, it will formulate a reasonable debt repayment plan and proposal in a timely manner for the consideration of the holders of the Corporate Bonds, and will strictly implement and enforce the debt repayment plan.

## **SUSPENSION OF TRADING OF THE CORPORATE BONDS**

As there are still uncertainties as to the repayment plan, in order to protect the interests of the holders of the Corporate Bonds, the trading of the Corporate Bonds has been suspended since the commencement of the trading hours of The Shanghai Stock Exchange on 10 October 2023 upon application to The Shanghai Stock Exchange in accordance with the relevant rules and regulations.

During the suspension period of the Corporate Bonds, SOG China will perform its information disclosure obligations in accordance with the requirements of the relevant laws and regulations. Upon confirmation of the relevant matters, SOG China will make an announcement and apply for resumption of trading of the Corporate Bonds in a timely manner. Further announcement(s) will be made by the Company as and when required in accordance with the relevant rules and regulations.

As at the date of this announcement, to the best knowledge of the directors of the Company, save as disclosed in this announcement, there is no inside information required to be disclosed under the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Further information of the Corporate Bonds is published on the website of The Shanghai Stock Exchange (<http://www.sse.com.cn>).

**The matters to be considered at the Meetings of the Holders of the Corporate Bonds will be subject to the approval by the holders of the Corporate Bonds. Shareholders, holders of debt securities of the Group and potential investors are advised (i) not to rely solely on the information contained in this announcement and (ii) to exercise caution when dealing in the securities of the Company. When in doubt, Shareholders, holders of debt securities of the Group and potential investors are advised to seek professional advice from professional or financial advisers.**

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

Hong Kong, 13 October 2023

*As at the date of this announcement, the Board 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.*