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INSIDE INFORMATION

INFORMATION UPDATE 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).

References are made to the announcements of the Company dated 13 October 2023, 17 October 2023, 19 October 2023 and 24 October 2023 respectively in relation to the "15 Sino-Ocean 05" Corporate Bonds issued by SOG China, a wholly-owned subsidiary of the Company (collectively, the "**Announcements**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

CONVENING OF THE FOURTH MEETING OF THE HOLDERS OF THE CORPORATE BONDS

On 24 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 fourth online meeting of the holders of the Corporate Bonds in 2023 (the "**Fourth Meeting of the Holders of the Corporate Bonds**") from 9:00 a.m. on 26 October 2023 to 9:00 p.m. on 26 October 2023 for the purpose of considering matters as detailed below in accordance with the Prospectus for Public Offering of the Corporate Bonds and the rules for the meetings of the holders of the Corporate Bonds to carry out adequate communication and consultation with investors on relevant matters, provide SOG China with a reasonable period of time to settle the repayment of the Corporate Bonds, minimise the relevant risks, push forward the repayment of interest of the Corporate Bonds

steadily, and fully safeguard and protect the interests of the holders of the Corporate Bonds given the uncertainties on the repayment of the current interest of the Corporate Bonds in light of the current operation conditions of SOG China:

(1) Exemption of procedures for the notice of the Fourth Meeting of the Holders of the Corporate Bonds and the 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 Fourth 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 Fourth Meeting of the Holders of the Corporate Bonds 10 trading days in advance, and the obligation to give a supplemental notice in respect thereof 3 trading days in advance as well as the relevant legal liabilities, and determined that the notice of the Fourth Meeting of the Holders of the Corporate Bonds was to be issued on 24 October 2023 and the Fourth Meeting of the Holders of the Corporate Bonds was to be convened by way of a correspondence poll from 9:00 a.m. on 26 October 2023, i.e., the Fourth 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 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 Fourth 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 provisional proposal submission procedure and deadline for the announcement for the Fourth Meeting of the Holders of the Corporate Bonds be waived.

If this resolution is passed by the Fourth 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 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) Extension of the repayment of interest of the Corporate Bonds and the provision of credit enhancement measures

(i) Arrangements for extension of the repayment of interest of the Corporate Bonds

In accordance with the covenants on the repayment of interest 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 push forward the interest payment of the Corporate Bonds steadily, SOG China seeks the consent of the holders of the Corporate Bonds for the extension of the repayment of interest of the Corporate Bonds for the current period in the following manner, provided that the coupon rate of the Corporate Bonds shall remain unchanged:

If this resolution is passed by the Fourth Meeting of the Holders of the Corporate Bonds, the deadline of repayment of interest of the Corporate Bonds accrued during the period from 19 October 2022 to 18 October 2023 (the **“Outstanding Interest for the Current Period”**) will be extended to 17 November 2023 (the **“Repayment Deadline”**). The 10% of the Outstanding Interest for the Current Period will be repaid by SOG China no later than 10 November 2023 (inclusive) after the passing of this resolution (in the 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 interest payment during the postponed period). The remaining 90% of the Outstanding Interest for the Current Period will be repaid in full by SOG China no later than 17 November

2023 (inclusive) in one lump sum or by installments (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 interest payment during the postponed period).

For the avoidance of doubt, SOG China can repay in advance according to the actual situation before the Repayment Deadline. If the interest due on the Corporate Bonds for the current period is repaid in full by SOG China on or before the Repayment Deadline, it shall not constitute a default by SOG China in respect of the Corporate Bonds. No default interest will be imposed during the postponed repayment period for the interest of the Corporate Bonds, no default payment, overdue interest and 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.

(ii) Adding credit enhancement measures for the Corporate Bonds

In view of the current operating conditions of SOG China, in order to protect the rights and interests of the holders of the Corporate Bonds and push forward the repayment of interest of the Corporate Bonds steadily, SOG China undertakes to add the following credit enhancement measures for the Corporate Bonds:

If this resolution is considered and passed at the Fourth Meeting of the Holders of the Corporate Bonds, SOG China undertakes to provide a pledge guarantee for the Corporate Bonds with the rights over the revenue attached to 5% equity interest in Beijing Yuanxin Real Estate Development Co., Ltd.* (北京遠新房地產開發有限公司) and sign legally valid credit enhancement document(s) and contract(s) on or before 17 November 2023. The above-mentioned pledge as credit enhancement measures is applicable to the sum of all unpaid interest, default payment (if applicable) and other amounts of the Corporate Bonds, and the scope of the guarantee shall cover the interest payable by SOG China under the Corporate Bonds as well as default interest, indemnity, default payment, handling charge, damages and all expenses incidental to the realisation of rights over the debts and the guarantee arising from the default (if any) of and payable by SOG China. The term of guarantee shall last until the date on which the payment obligations of SOG China under the Corporate Bonds have been fully settled or the date on which the holders of the Corporate Bonds have realised all the rights over the pledge under the pledge guarantee contract(s).

Beijing Yuanxin Real Estate Development Co., Ltd. is a limited liability company established on 3 June 2014 with a registered capital of RMB100 million and a paid-up capital of RMB100 million, the registered address of which is in Tongzhou District, Beijing (which is also its office address), and its legal representative is Kong Fanzhuo (孔繁琢). Beijing Yuanxin Real Estate Development Co., Ltd. is principally engaged in real estate development and operation, construction engineering survey, and construction engineering design. It mainly constructs, develops and operates Beijing Sino-Ocean Grand Canal Place, an international commercial complex project located in Tongzhou District, Beijing.

If this resolution is passed at the Fourth Meeting of the Holders of the Corporate Bonds, it shall be legally binding on all the holders of the Corporate Bonds, and the interest repayment for the Corporate Bonds for the period from 19 October 2022 to 18 October 2023 will be extended to the Repayment Deadline with the addition of the credit enhancement measures, which 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 and 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.

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

Further announcement(s) will be made by the Company as and when required in accordance with the relevant rules and regulations.

The matters to be considered at the Fourth Meeting 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, 25 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.

* *For identification purposes only*