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## INSIDE INFORMATION

(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).

As set out in the announcement published 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, on the website of The Shanghai Stock Exchange on 28 March 2024:

### I. BASIC INFORMATION ON THE SUSPENSION OF TRADING OF BONDS

Due to the uncertainty of significant matters previously, to ensure fair information disclosure and protect the interests of bond investors, in accordance with the relevant provisions of the Rules of The Shanghai Stock Exchange Governing the Listing of Corporate Bonds (2023 Revision) (《上海證券交易所公司債券上市規則(2023年修訂)》), upon the application made by SOG China, the trading of the 2018 Corporate Bonds (First Tranche) (**"H18 Sino-Ocean 1"**) publicly issued by Sino-Ocean Land Limited and the 2015 Corporate Bonds (Second Tranche) (Type 2) (**"H15 Sino-Ocean 5"**) of Sino-Ocean Land Limited has been suspended since 7 November 2023. The trading of the 2015 Corporate Bonds (First Tranche) (Type 3) (**"H15 Sino-Ocean 3"**) of Sino-Ocean Land Limited, the 2019 Corporate Bonds (First Tranche) (Type 1) (**"H19 Sino-Ocean 1"**) publicly issued by Sino-Ocean Holding Group (China) Limited, the 2019 Corporate Bonds (First Tranche) (Type 2) (**"H19 Sino-Ocean 2"**) publicly issued by Sino-Ocean Holding Group (China) Limited, the 2021 Corporate Bonds (For Professional Investors) (First Tranche) (**"H21 Sino-Ocean 1"**) publicly issued by Sino-Ocean Holding Group (China) Limited and the 2021 Corporate Bonds (For Professional Investors) (Second Tranche) (**"H21 Sino-Ocean 2"**) publicly issued by Sino-Ocean Holding Group (China) Limited has been suspended with effect from the commencement of trading hours of The Shanghai Stock Exchange on 11 January 2024. For details of the trading suspension announcements, please refer to the website of The Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

## II. RESUMPTION OF TRADING OF BONDS AND SUBSEQUENT TRANSFER ARRANGEMENTS

### (I) Basic Information of the Bonds involved in the Resumption of Trading

The resumption of trading involves a total of seven corporate bonds: “H18 Sino-Ocean 1”, “H15 Sino-Ocean 5”, “H15 Sino-Ocean 3”, “H19 Sino-Ocean 1”, “H19 Sino-Ocean 2”, “H21 Sino-Ocean 1” and “H21 Sino-Ocean 2” (individually or collectively referred to as the “**Extended Bonds**”). The basic information of these bonds is as shown in the table below.

Item No.	Name of Bonds	Abbreviation of Bonds	Code of Bonds	Issuing Amount (RMB100 million)	Outstanding Amount (RMB100 million)	Coupon Rate	Trustee Manager
1	The 2018 Corporate Bonds (First Tranche) publicly issued by Sino-Ocean Land Limited	H18 Sino-Ocean 1* (H18遠洋1)	143666.SH	20.00	17.00	4.00%	Guosen Securities Company Limited
2	The 2015 Corporate Bonds (Second Tranche) (Type 2) of Sino-Ocean Land Limited	H15 Sino-Ocean 5* (H15遠洋5)	122498.SH	30.00	30.00	4.76%	Guosen Securities Company Limited
3	The 2015 Corporate Bonds (First Tranche) (Type 3) of Sino-Ocean Land Limited	H15 Sino-Ocean 3* (H15遠洋3)	122401.SH	15.00	15.00	5.00%	Guosen Securities Company Limited
4	The 2019 Corporate Bonds (First Tranche) (Type 1) publicly issued by Sino-Ocean Holding Group (China) Limited	H19 Sino-Ocean 1* (H19遠洋1)	155255.SH	17.00	13.20	5.50%	Guosen Securities Company Limited
5	The 2019 Corporate Bonds (First Tranche) (Type 2) publicly issued by Sino-Ocean Holding Group (China) Limited	H19 Sino-Ocean 2* (H19遠洋2)	155256.SH	12.00	12.00	4.59%	Guosen Securities Company Limited
6	The 2021 Corporate Bonds (For Professional Investors) (First Tranche) publicly issued by Sino-Ocean Holding Group (China) Limited	H21 Sino-Ocean 1* (H21遠洋1)	188102.SH	26.00	26.00	4.20%	Guosen Securities Company Limited
7	The 2021 Corporate Bonds (For Professional Investors) (Second Tranche) publicly issued by Sino-Ocean Holding Group (China) Limited	H21 Sino-Ocean 2* (H21遠洋2)	188828.SH	19.50	19.50	4.06%	Guosen Securities Company Limited

### (II) Resumption of Trading of Bonds and Subsequent Transfer Arrangements

As of now, the resolutions related to adjusting the principal and interest repayment arrangements, providing additional credit enhancement measures, and exemptions for certain terms for seven Extended Bonds, including “H18 Sino-Ocean 1”, have been passed by the holders’ meetings by way of voting. The registration procedures for additional credit enhancement measures are progressing as planned. Given the elimination of uncertainties relating to the significant matters, SOG China has applied to The Shanghai Stock Exchange for the resumption of trading for “H18 Sino-Ocean 1”, “H15 Sino-Ocean 5”, “H15 Sino-Ocean 3”, “H19 Sino-Ocean 1”, “H19 Sino-Ocean 2”, “H21 Sino-Ocean 1”, and “H21 Sino-Ocean 2” with effect from the commencement of trading

hours of The Shanghai Stock Exchange on 29 March 2024. After the trading resumption, the transfers of the Extended Bonds will continue to be carried out in accordance with the relevant provisions under the “Notice on Matters Pertaining to the Provision of Transfer and Settlement Services for Designated Bonds During the Listing Period” (《關於為上市期間特定債券提供轉讓結算服務有關事項的通知》) published by The Shanghai Stock Exchange and China Securities Depository and Clearing Corporation Limited.

### III. SIGNIFICANT MATTERS DURING THE SUSPENSION OF TRADING OF CORPORATE BONDS

#### (I) Extension of Corporate Bonds

SOG China convened holders’ meetings from 18 January to 25 January 2024 to consider the “Resolutions on (among others) the Adjustment of the Repayment Arrangements for the Principal and Interest of the Corporate Bonds and the Provision of Credit Enhancement Safeguard Measures” (the “**Extension Resolutions**”). Following the voting at the holders’ meetings, the Extension Resolutions for all Extended Bonds were approved. The adjusted repayment arrangements for the principal and interest and the credit enhancement measures for the Extended Bonds are as follows:

##### 1. *Principal Repayment Arrangements*

###### (1) “H18 Sino-Ocean 1”

The accrued and unpaid principal of RMB200 million, which was extended to be repaid by 20 January 2024 in accordance with the resolutions of the Fourth Bondholders’ Meeting of 2023, was adjusted to be repaid by 30 June 2024. The remaining principal in the amount of RMB1.5 billion was adjusted to be repaid over a period from the end of the 15th month to the end of the 30th month following 2 December 2023, in six installments, for which payment shall be made once every three months and the proportion of each payment is 5%, 10%, 15%, 15%, 20% and 35% respectively.

###### (2) The remaining 6 Extended Bonds including “H15 Sino-Ocean 5”, “H15 Sino-Ocean 3”, “H19 Sino-Ocean 1”, “H19 Sino-Ocean 2”, “H21 Sino-Ocean 1” and “H21 Sino-Ocean 2”

The entire principal was adjusted to be repaid over a period from the end of the 15th month to the end of the 30th month following the original maturity date of each Extended Bond in six installments, for which payment shall be made once every three months and the proportion of each payment is 5%, 10%, 15%, 15%, 20% and 35% respectively.

In the event that the payment date falls on a statutory holiday or rest day, the payment date will be postponed to the first business day thereafter, and no additional interest will be accrued on the repayment amount or interest payment amount during the postponed period.

The specific arrangements for the repayment of the principal of the Extended Bonds are as shown in the table below:

Item No.	Abbreviation of Bonds	Payment Tranche	Principal Repayment Date	Principal Repayment Proportion	Principal Repayment Amount (RMB10 thousand)
1	H18 Sino-Ocean 1	First tranche	By 30 June 2024	N/A <sup>1</sup>	20,000.00
		Second tranche	2 March 2025	5%	7,500.00
		Third tranche	2 June 2025	10%	15,000.00
		Fourth tranche	2 September 2025	15%	22,500.00
		Fifth tranche	2 December 2025	15%	22,500.00
		Sixth tranche	2 March 2026	20%	30,000.00
		Seventh tranche	2 June 2026	35%	52,500.00
2	H15 Sino-Ocean 5	First tranche	19 January 2027	5%	15,000.00
		Second tranche	19 April 2027	10%	30,000.00
		Third tranche	19 July 2027	15%	45,000.00
		Fourth tranche	19 October 2027	15%	45,000.00
		Fifth tranche	19 January 2028	20%	60,000.00
		Sixth tranche	19 April 2028	35%	105,000.00
3	H15 Sino-Ocean 3	First tranche	19 November 2026	5%	7,500.00
		Second tranche	19 February 2027	10%	15,000.00
		Third tranche	19 May 2027	15%	22,500.00
		Fourth tranche	19 August 2027	15%	22,500.00
		Fifth tranche	19 November 2027	20%	30,000.00
		Sixth tranche	19 February 2028	35%	52,500.00
4	H19 Sino-Ocean 1	First tranche	20 June 2025	5%	6,600.00
		Second tranche	20 September 2025	10%	13,200.00
		Third tranche	20 December 2025	15%	19,800.00
		Fourth tranche	20 March 2026	15%	19,800.00
		Fifth tranche	20 June 2026	20%	26,400.00
		Sixth tranche	20 September 2026	35%	46,200.00
5	H19 Sino-Ocean 2	First tranche	20 June 2025	5%	6,000.00
		Second tranche	20 September 2025	10%	12,000.00
		Third tranche	20 December 2025	15%	18,000.00
		Fourth tranche	20 March 2026	15%	18,000.00
		Fifth tranche	20 June 2026	20%	24,000.00
		Sixth tranche	20 September 2026	35%	42,000.00

<sup>1</sup> Note: The remaining principal of "H18 Sino-Ocean 1" amounts to RMB1.5 billion after repaying the first installment of RMB200 million, and the principal repayment proportion is the proportion of the principal repayment amount in each installment to the remaining principal.

Item No.	Abbreviation of Bonds	Payment Tranche	Principal Repayment Date	Principal Repayment Proportion	Principal Repayment Amount (RMB10 thousand)
6	H21 Sino-Ocean 1	First tranche	12 August 2025	5%	13,000.00
		Second tranche	12 November 2025	10%	26,000.00
		Third Tranche	12 February 2026	15%	39,000.00
		Fourth tranche	12 May 2026	15%	39,000.00
		Fifth tranche	12 August 2026	20%	52,000.00
		Sixth tranche	12 November 2026	35%	91,000.00
7	H21 Sino-Ocean 2	First tranche	27 December 2025	5%	9,750.00
		Second tranche	27 March 2026	10%	19,500.00
		Third tranche	27 June 2026	15%	29,250.00
		Fourth tranche	27 September 2026	15%	29,250.00
		Fifth tranche	27 December 2026	20%	39,000.00
		Sixth tranche	27 March 2027	35%	68,250.00

## 2. Interest Payment Arrangements

The coupon rate of the Extended Bonds remains unchanged, the interest payment date of “H18 Sino-Ocean 1” was adjusted to 2 December of each year, and the annual interest payment date of the remaining six Extended Bonds remains unchanged. The interest payment date of the Extended Bonds will be set on 31 December 2023 (the “**Benchmark Date**”), and the interest payment arrangements were adjusted as follows:

### (1) “H18 Sino-Ocean 1”

The accrued and unpaid principal in the amount of RMB200 million, which was extended to be repaid by 20 January 2024 in accordance with the resolutions of the Fourth Bondholders’ Meeting of 2023, the corresponding portion of interest was paid together with the principal on the first principal repayment date, i.e. the interest was settled along with the principal.

For the remaining portion of the principal, the accrued and unpaid interest as of the Benchmark Date (exclusive) will be paid by 30 June 2024, and no additional interest will be accrued up to the payment date. Additional interest after the Benchmark Date will be accrued at the original coupon rate based on the balance of the principal to be repaid (for the avoidance of ambiguity, the RMB200 million of unpaid principal that is subject to the aforesaid grace period up to 20 January 2024 will be excluded). The interest payable on the first interest payment date after the Benchmark Date is deferred for 12 months, and no additional interest is accrued on the interest payment during the deferral period. On each principal repayment date under “1. Principal Repayment Arrangements”, the accrued and unpaid interest corresponding to the principal repayment amount for the period will be paid together with the principal, i.e. the interest will be settled along with the

principal. Accordingly, the interest payable on the interest payment date shall be reduced by the amount of interest already paid on the principal repayment date.

(2) "H15 Sino-Ocean 5"

The accrued and unpaid interest as of the Benchmark Date (exclusive) is payable by 30 June 2024, and no additional interest will be accrued up to the payment date. Included in the accrued and unpaid interest is 90% of the annual interest (accrued from 19 October 2022 to 18 October 2023) that was deferred to be paid by 20 January 2024 pursuant to the resolutions of the Fifth Bondholders' Meeting of 2023.

Additional interest after the Benchmark Date will be accrued at the original coupon rate based on the balance of the principal to be repaid. The interest payable on the first interest payment date after the Benchmark Date is deferred for 12 months, and no additional interest is accrued on the interest payment during the deferral period. On each principal repayment date under "1. Principal Repayment Arrangements", the accrued and unpaid interest corresponding to the principal repayment amount for the period will be paid together with the principal, i.e. the interest will be settled along with the principal. Accordingly, the interest payable on the interest payment date shall be reduced by the amount of interest already paid on the principal repayment date.

(3) The remaining 5 Extended Bonds including "H15 Sino-Ocean 3", "H19 Sino-Ocean 1", "H19 Sino-Ocean 2", "H21 Sino-Ocean 1" and "H21 Sino-Ocean 2"

The accrued and unpaid interest as of the Benchmark Date (exclusive) is payable by 30 June 2024, and no additional interest will be accrued up to the payment date.

Additional interest after the Benchmark Date will be accrued at the original coupon rate based on the balance of the principal to be repaid. The interest payable on the first interest payment date after the Benchmark Date is deferred for 12 months, and no additional interest is accrued on the interest payment during the deferral period. On each principal repayment date under "1. Principal Repayment Arrangements", the accrued and unpaid interest corresponding to the principal repayment amount for the period will be paid together with the principal, i.e. the interest will be settled along with the principal. Accordingly, the interest payable on the interest payment date shall be reduced by the amount of interest already paid on the principal repayment date.

The specific arrangements for the payment of the interest of the Extended Bonds are as shown in the table below:

Item No.	Abbreviation of Bonds	Interest Payment Date	Corresponding Principal (RMB10 thousand)	Interest-bearing Period	Remarks
1	H18 Sino-Ocean 1	30 June 2024	20,000.00	2 August 2023 to actual payment date (excluding, assuming 30 June 2024)	Interest is settled along with the principle
			150,000.00	2 August 2023 to 30 December 2023	Interest before Benchmark Date
		2 March 2025	7,500.00	31 December 2023 to 1 March 2025	Interest is settled along with the principle
		2 June 2025	15,000.00	31 December 2023 to 1 June 2025	Interest is settled along with the principle
		2 September 2025	22,500.00	31 December 2023 to 1 September 2025	Interest is settled along with the principle
		2 December 2025	22,500.00	31 December 2023 to 1 December 2025	Interest is settled along with the principle
			82,500.00	31 December 2023 to 1 December 2025	Annual interest
		2 March 2026	30,000.00	2 December 2025 to 1 March 2026	Interest is settled along with the principle
		2 June 2026	52,500.00	2 December 2025 to 1 June 2026	Interest is settled along with the principle

Item No.	Abbreviation of Bonds	Interest Payment Date	Corresponding Principal (RMB10 thousand)	Interest-bearing Period	Remarks
2	H15 Sino-Ocean 5	30 June 2024	300,000.00	90% of interest from 19 October 2022 to 18 October 2023	Interest before Benchmark Date
			300,000.00	19 October 2023 to 30 December 2023	Interest before Benchmark Date
		19 October 2025	300,000.00	31 December 2023 to 18 October 2025	Annual interest
		19 October 2026	300,000.00	19 October 2025 to 18 October 2026	Annual interest
		19 January 2027	15,000.00	19 October 2026 to 18 January 2027	Interest is settled along with the principle
		19 April 2027	30,000.00	19 October 2026 to 18 April 2027	Interest is settled along with the principle
		19 July 2027	45,000.00	19 October 2026 to 18 July 2027	Interest is settled along with the principle
		19 October 2027	45,000.00	19 October 2026 to 18 October 2027	Interest is settled along with the principle
			165,000.00	19 October 2026 to 18 October 2027	Annual interest
		19 January 2028	60,000.00	19 October 2027 to 18 January 2028	Interest is settled along with the principle
		19 April 2028	105,000.00	19 October 2027 to 18 April 2028	Interest is settled along with the principle



Item No.	Abbreviation of Bonds	Interest Payment Date	Corresponding Principal (RMB10 thousand)	Interest-bearing Period	Remarks
3	H15 Sino-Ocean 3	30 June 2024	150,000.00	19 August 2023 to 30 December 2023	Interest before Benchmark Date
		19 August 2025	150,000.00	31 December 2023 to 18 August 2025	Annual interest
		19 August 2026	150,000.00	19 August 2025 to 18 August 2026	Annual interest
		19 November 2026	7,500.00	19 August 2026 to 18 November 2026	Interest is settled along with the principle
		19 February 2027	15,000.00	19 August 2026 to 18 February 2027	Interest is settled along with the principle
		19 May 2027	22,500.00	19 August 2026 to 18 May 2027	Interest is settled along with the principle
		19 August 2027	22,500.00	19 August 2026 to 18 August 2027	Interest is settled along with the principle
			82,500.00	19 August 2026 to 18 August 2027	Annual Interest
		19 November 2027	30,000.00	19 August 2027 to 18 November 2027	Interest is settled along with the principle
		19 February 2028	52,500.00	19 August 2027 to 18 February 2028	Interest is settled along with the principle

Item No.	Abbreviation of Bonds	Interest Payment Date	Corresponding Principal (RMB10 thousand)	Interest-bearing Period	Remarks
4	H19 Sino-Ocean 1	30 June 2024	132,000.00	20 March 2023 to 30 December 2023	Interest before Benchmark Date
		20 March 2025	132,000.00	31 December 2023 to 19 March 2025	Annual interest
		20 June 2025	6,600.00	20 March 2025 to 19 June 2025	Interest is settled along with the principle
		20 September 2025	13,200.00	20 March 2025 to 19 September 2025	Interest is settled along with the principle
		20 December 2025	19,800.00	20 March 2025 to 19 December 2025	Interest is settled along with the principle
		20 March 2026	19,800.00	20 March 2025 to 19 March 2026	Interest is settled along with the principle
			72,600.00	20 March 2025 to 19 March 2026	Annual interest
		20 June 2026	26,400.00	20 March 2026 to 19 June 2026	Interest is settled along with the principle
		20 September 2026	46,200.00	20 March 2026 to 19 September 2026	Interest is settled along with the principle

Item No.	Abbreviation of Bonds	Interest Payment Date	Corresponding Principal (RMB10 thousand)	Interest-bearing Period	Remarks
5	H19 Sino-Ocean 2	30 June 2024	120,000.00	20 March 2023 to 30 December 2023	Interest before Benchmark Date
		20 March 2025	120,000.00	31 December 2023 to 19 March 2025	Annual interest
		20 June 2025	6,000.00	20 March 2025 to 19 June 2025	Interest is settled along with the principle
		20 September 2025	12,000.00	20 March 2025 to 19 September 2025	Interest is settled along with the principle
		20 December 2025	18,000.00	20 March 2025 to 19 December 2025	Interest is settled along with the principle
		20 March 2026	18,000.00	20 March 2025 to 19 March 2026	Interest is settled along with the principle
			66,000.00	20 March 2025 to 19 March 2026	Annual interest
		20 June 2026	24,000.00	20 March 2026 to 19 June 2026	Interest is settled along with the principle
		20 September 2026	42,000.00	20 March 2026 to 19 September 2026	Interest is settled along with the principle

Item No.	Abbreviation of Bonds	Interest Payment Date	Corresponding Principal (RMB10 thousand)	Interest-bearing Period	Remarks
6	H21 Sino-Ocean 1	30 June 2024	260,000.00	12 May 2023 to 30 December 2023	Interest before Benchmark Date
		12 May 2025	260,000.00	31 December 2023 to 11 May 2025	Annual interest
		12 August 2025	13,000.00	12 May 2025 to 11 August 2025	Interest is settled along with the principle
		12 November 2025	26,000.00	12 May 2025 to 11 November 2025	Interest is settled along with the principle
		12 February 2026	39,000.00	12 May 2025 to 11 February 2026	Interest is settled along with the principle
		12 May 2026	39,000.00	12 May 2025 to 11 May 2026	Interest is settled along with the principle
			143,000.00	12 May 2025 to 11 May 2026	Annual interest
		12 August 2026	52,000.00	12 May 2026 to 11 August 2026	Interest is settled along with the principle
		12 November 2026	91,000.00	12 May 2026 to 11 November 2026	Interest is settled along with the principle

Item No.	Abbreviation of Bonds	Interest Payment Date	Corresponding Principal (RMB10 thousand)	Interest-bearing Period	Remarks
7	H21 Sino-Ocean 2	30 June 2024	195,000.00	27 September 2023 to 30 December 2023	Interest before Benchmark Date
		27 September 2025	195,000.00	31 December 2023 to 26 September 2025	Annual interest
		27 December 2025	9,750.00	27 September 2025 to 26 December 2025	Interest is settled along with the principle
		27 March 2026	19,500.00	27 September 2025 to 26 March 2026	Interest is settled along with the principle
		27 June 2026	29,250.00	27 September 2025 to 26 June 2026	Interest is settled along with the principle
		27 September 2026	29,250.00	27 September 2025 to 26 September 2026	Interest is settled along with the principle
			107,250.00	27 September 2025 to 26 September 2026	Annual interest
		27 December 2026	39,000.00	27 September 2026 to 26 December 2026	Interest is settled along with the principle
		27 March 2027	68,250.00	27 September 2026 to 26 March 2027	Interest is settled along with the principle

Note: The actual distribution amount shall prevail for the specific amount of interest payment. For details of the amount of each specific distribution of each bond, please refer to the subsequent announcements of SOG China.

### 3. Credit Enhancement Measures

SOG China has undertaken to provide credit enhancement measures for the Extended Bonds. The scope of the guarantee shall cover the principal and interest payable by SOG China under the Extended Bonds and the default interest, compensation, liquidated damages, handling fees, damages and all expenses for the realisation of the debt rights and guarantee rights arising from the default (if any) of SOG China which shall be borne by SOG China. The term of the guarantee is up to the date on which SOG China's settlement obligations under the Extended Bonds are fully discharged or the holders of the bonds have realised all the pledge rights under the pledge guarantee contracts.

#### (1) "H18 Sino-Ocean 1"

Pursuant to the "Resolutions on Adjusting the Arrangement for the Repayment of Principal and Interest and the Provision of Credit Enhancement Measures, and Adding the Terms of a Grace Period for the Repayment of Principal and Interest of 'H18 Sino-Ocean 1'", which was

considered and passed at the Third Bondholders' Meeting of 2023, SOG China undertakes to provide a pledge guarantee for "H18 Sino-Ocean 1" with the rights over the revenue attached to the 50% equity interest in Beijing Yuanxin Real Estate Development Co., Ltd.\* (北京遠新房地產開發有限公司)("Yuanxin Company"). No additional credit enhancement safeguard measures will be added to the Extension Resolutions.

(2) "H15 Sino-Ocean 3" and "H15 Sino-Ocean 5"

SOG China has undertaken to provide credit enhancement safeguard measures with the following credit enhancement assets held directly or indirectly by SOG China, which specifically include: (a) a pledge guarantee of debt rights over the shareholders' and related parties' borrowings in the amount of RMB729 million of Wuhu Deye Investment Management Center (Limited Partnership)\* (蕪湖德業投資管理中心(有限合夥)) in Beijing Hechen Real Estate Development Co. Ltd.\* (北京和宸房地產開發有限公司), which owns Beijing Wangfujing H2 Project\* (北京王府井H2項目); (b) a pledge guarantee of rights over the revenue attached to the partnership interest in Ningbo Yuanji Chixian Investment Partnership (Limited Partnership)\* (寧波遠吉池賢投資合夥企業), which owns the Beijing Canal International Plaza Project\* (北京運河國際廣場項目), in the amount of RMB800 million. A sharing mechanism applies to the above two credit enhancement assets, which simultaneously provide credit enhancement to "H15 Sino-Ocean 3" and "H15 Sino-Ocean 5", and the rights to the credit enhancement assets are allocated on a pro-rata basis in accordance with the balance of the outstanding principal amount.

In addition, SOG China has also undertaken to provide a pledge guarantee for "H15 Sino-Ocean 3" and "H15 Sino-Ocean 5" with the rights over the revenue attached to 16.66% and 33.34% of the equity interests respectively in Beijing Yuanxin Real Estate Development Co., Ltd., which owns Grand Canal Place (Beijing) Project (北京•遠洋樂堤港項目). For the avoidance of ambiguity, such additional credit enhancement safeguard measures for "H15 Sino-Ocean 5" have included an additional pledge guarantee of the rights over the revenue attached to the 5% equity interest in Yuanxin Company pursuant to the resolutions of the Fourth Bondholder's Meeting of 2023. In addition, the sharing mechanism is not applicable between "H15 Sino-Ocean 3" and "H15 Sino-Ocean 5" in respect of the rights over the revenue attached to the equity interest in Yuanxin Company.

(3) The remaining four Extended Bonds including "H19 Sino-Ocean 1", "H19 Sino-Ocean 2", "H21 Sino-Ocean 1" and "H21 Sino-Ocean 2"

SOG China has undertaken to provide credit enhancement safeguard measures with the following credit enhancement assets held directly or indirectly by SOG China, which specifically include: (a) a pledge guarantee of the rights over the revenue attached to the 75% equity interest in Sanya Tongdi Manor Investment Co., Ltd.\* (三亞棠棣莊園投資有限公司), which owns Sanya Tongdi Project\* (三亞棠棣項目); (b) a pledge guarantee of the rights over the revenue attached to the 100% equity interest in Guiyang Yuanhui Real Estate Development Co., Ltd.\* (貴陽遠匯房地產開發有限公司),

which owns Guiyang Sino-Ocean Aristocratic Family Project (貴陽遠洋萬和世家項目); (c) a pledge guarantee of the rights over the revenue attached to the partnership interest as well as the debt rights over the shareholders' and related parties' borrowings in the amount of RMB1,029 million in Wuhu Yuanchu Jincheng Investment Center (Limited Partnership)\* (蕪湖遠澈錦程投資中心(有限合夥)), which owns Changsha Century Park Project\* (長沙世紀公園項目); (d) a pledge guarantee of the rights over the revenue attached to the partnership interest as well as the debt rights over the shareholders' and related parties' borrowings in the amount of RMB387 million in Wuhu Yuanxiang Kaijie Investment Management Center (Limited Partnership)\* (蕪湖遠翔啟捷投資管理中心(有限合夥)), which owns Chengdu Raffles T5 Project\* (成都來福士T5項目); (e) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB3,907 million of Beijing Yingyu Enterprise Management Consulting Co., Ltd.\* (北京穎煜企業管理諮詢有限公司) and SOG China in Chongqing Sino-Ocean Hongxing Enterprise Development Co., Ltd.\* (重慶遠洋紅星企業發展有限公司); (f) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB2,219 million in Langfang Yufeng Real Estate Development Co., Ltd.\* (廊坊市裕豐房地產開發有限公司), which owns Sino-Ocean Brilliant Courtyard Project (遠洋琨庭項目); (g) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB1,131 million in Zhongshan City Pahat Trading Co., Ltd.\* (中山市哈特貿易有限公司), which owns Zhongshan Blossoms Valley Project (中山遠洋繁花裡項目); (h) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB680 million in Beijing Zijin Changning Real Estate Development Co., Ltd.\* (北京紫金長寧房地產開發有限責任公司), which owns Beijing Wanhe City State Project\* (北京萬和城邦項目); (i) a pledge guarantee of debt rights over the shareholders' and related parties' borrowings in the amount of RMB654.5 million in Beijing Tanzhe Xingye Real Estate Development Co., Ltd.\* (北京潭柘興業房地產開發有限公司), which owns Beijing Mentougou Tanzhe Temple Project\* (北京門頭溝潭柘寺項目); (j) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB443 million in Fuzhou Yuan Rongxing Real Estate Co., Ltd.\* (福州遠榕興置業有限公司), which owns Fuzhou Tianfu Project\* (福州天賦項目); (k) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB583 million in SOG (Hainan) Agricultural and Rural Development Co., Ltd.\* (遠洋(海南)農業農村發展有限公司), which owns Sanya Damao Project\* (三亞大茅項目); (l) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB600 million in Foshan City Zhanhan Real Estate Development Co., Ltd.\* (佛山市展翰房地產開發有限公司), which owns Foshan Natural Mansion Project (佛山天成項目); (m) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB400 million in Tianjin Star City Real Estate Co., Ltd.\* (天津星華城置業有限公司), which owns The Great Habitat Mansion House Project in Tianjin (天津鯤棲府項目); (n) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB296 million in Maoming Splendid Riverside Real Estate Development Co., Ltd.\* (茂名市錦繡河山房地產開發有限公司),

which owns Maoming Sino-Ocean Landscape Project (茂名遠洋山水項目); and (o) a pledge guarantee of the debt rights over the shareholders' and related parties' borrowings in the amount of RMB240 million in Beijing Jingxi Real Estate Development Co., Ltd.\* (北京景西房地產開發有限公司), which owns Beijing Wulieepoch Project (北京五裡春秋項目).

The above 15 credit enhancement assets are subject to a sharing mechanism, which simultaneously provides credit enhancement for four corporate bonds, namely "H19 Sino-Ocean 1", "H19 Sino-Ocean 2", "H21 Sino-Ocean 1" and "H21 Sino-Ocean 2", as well as the First Tranche of the 2021 Debt Financing Instrument (By Placement) of Sino-Ocean Holding Group (China) Limited ("**21 Sino-Ocean PPN001**", with a principal balance of RMB3.0 billion), the First Tranche of the 2022 Debt Financing Instrument (By Placement) of Sino-Ocean Holding Group (China) Limited ("**22 Sino-Ocean PPN001**", with a principal balance of RMB2.0 billion) (the six bonds collectively referred to as the "**Bonds with Proposed Credit Enhancement**"). The allocation ratio of the co-shared credit enhance assets is calculated in accordance with the following formula: allocation ratio = the balance of the outstanding principal amount of relevant bonds for which the resolutions on the adjustment of repayment arrangement for the principal and interest of the bonds and the provision of credit enhancement safeguard measures are approved/the balance of the outstanding principal amount of the Bonds with Proposed Credit Enhancement.

SOG China has undertaken to coordinate and ensure that the relevant entities will sign the relevant credit enhancement guarantee agreements and other documents required for the registration of the credit enhancement guarantees (if necessary) and complete the registration procedures for the corresponding pledges (if necessary) with the trustee-manager of the bonds within 90 business days from the date on which the relevant resolution is approved by the way of voting, and the bondholders have agreed to authorise the trustee-manager of the bonds to enter into the credit enhancement guarantee agreement in its own name and on behalf of the bondholders and complete the registration procedures for the credit enhancement.

Meanwhile, in order to effectively implement the aforesaid credit enhancement safeguard measures, SOG China has undertaken that if it is unable to complete the formalities relating to the credit enhancement safeguard measures for the pledge of some of the credit enhancement assets due to objective reasons, SOG China will provide other credit enhancement assets with a guarantee effect no less than that of such credit enhancement assets as a substitute and complete the relevant formalities within 15 working days from the date of the expiry of the original period, and no bondholders' meeting will be convened separately for consideration.



#### **4. Arrangement for Grace Period**

Pursuant to the Extension Resolutions, the holders of the Extended Bonds have agreed to grant a grace period of 30 consecutive trading days from the date of repayment of principal and interest of the Extended Bonds (the “**Grace Period**”). If SOG China makes full repayment of the principal and interest then payable on the Extended Bonds within the Grace Period or obtains the relevant waiver at the bondholders’ meeting(s), it will not constitute a default by SOG China in respect of the Extended Bonds. For the avoidance of ambiguity, during the Grace Period, no default interest will be imposed, no separate liquidated damages or overdue interest will be established or incurred, and interest will continue to be paid at the coupon rate of the Extended Bonds.

#### **5. Other Agreements and Adjustments**

The related provisions regarding SOG China’s default in respect of other debts constituting an event of default under the corporate bonds as contained in the original Offering Prospectus and Trustee-Management Agreement in respect of the Extended Bonds are no longer applicable. Provisions relating to the relevant repayment dates and the holders’ put option (if any) as set out in the relevant documents are also no longer applicable. It is deemed that the holders have agreed to accept the arrangements for the repayment of principal and interest as set out in the Extension Resolutions. The adjustments to the repayment arrangements for the Extended Bonds as set out in the Extension Resolutions shall not trigger the default provisions under the Trustee-Management Agreement and the default provisions under the Offering Prospectus for the Extended Bonds.

The above agreements on offering prospectus documents shall become effective from the date of the announcement of the decisions of the relevant holders’ meetings in relation to the Extension Resolutions, and in the event of any inconsistency between the contents of the Offering Prospectus and the Trustee-Management Agreement, and the Extension Resolutions, the Extension Resolutions shall prevail, and the relevant covenants in the Offering Prospectus and the Trustee-Management Agreement shall no longer be applicable.

### **(II) Matters in respect of Other Bonds**

During the trading suspension period, the outstanding inter-bank bonds of SOG China, namely “21 Sino-Ocean PPN001”, “22 Sino-Ocean PPN001” and the First Tranche of the 2021 Asset-backed Notes of Sino-Ocean Holding Group (China) Limited (“**21 Sino-Ocean Holding ABN001**”), required repayment of principal and interest or repayment of interest, involving a total amount of approximately RMB6.420 billion. SOG China successively convened holders’ meetings from January to February 2024 to negotiate the repayment adjustment arrangements. As of the date of this announcement, effective resolutions have not been formed. SOG China is actively engaging with the investors of the relevant debt financing instruments to discuss the solutions, striving to reach an agreement as early as possible. In particular, the notice of the Second Meeting of Holders of 2024 of “21 Sino-Ocean Holding ABN001” was issued on 15 March 2024, proposing to consider the extension resolutions for the relevant product, and as of the date of this announcement, the voting procedures for the holders’ meeting are still in progress. The aforementioned matter will not trigger

the cross-default or early repayment provisions of the corporate bonds of SOG China and will not have a substantial impact on the extension arrangements reached for the corporate bonds of SOG China.

However, SOG China may face additional costs such as default interest and late payment fees for the aforementioned matter regarding the inter-bank bonds, and the risks of (among others) account freezing, litigation and arbitration, and asset seizure could not be ruled out. SOG China will pay close attention to and carefully assess the impact of the aforesaid matters on the operation and financial situation of SOG China and fulfil its subsequent information disclosure obligations in a timely manner.

As for the next step, SOG China will continue to make full effort to the goal of “ensuring delivery, stabilising operation”, make orderly arrangements for the financing and repayment of loans, and safeguard the rights and interests of all creditors in accordance with the laws and in a pragmatic and fair manner. SOG China will fulfill its information disclosure obligations on significant matters in a timely manner strictly in accordance with the relevant regulations.

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

**Shareholders of the Company, 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 of the Company, 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, 28 March 2024

*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.*

\* For identification purposes