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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).

It is noted that China Life Insurance Company Limited (中國人壽保險股份有限公司) ("**China Life Insurance**"), a company established under the laws of the People's Republic of China (the "**PRC**") and whose shares are listed on The Stock Exchange of Hong Kong Limited and The Shanghai Stock Exchange, and a substantial shareholder of the Company, has published an announcement on 26 April 2024, whereby it was mentioned that, among others, China Life Insurance intends to increase its capital contribution in a partnership of which China Life Insurance is a limited partner, and out of China Life Insurance's additional capital contribution in the partnership, it is expected that not more than RMB3,100,000,000 will be applied for the acquisition (the "**Possible Transaction**") of 49.895% equity interest in and relevant debts of Beijing Xingtai Tonggang Real Estate Co., Ltd.\* (北京星泰通港置業有限公司) (the "**Project Company**") indirectly held by the Company. The Project Company is a company established under the laws of the PRC and is mainly responsible for the development and operation of a project named INDIGO II. Located in Dawangjing Business Circle, Beijing with strong business atmosphere, INDIGO II is intended to be developed into a flagship commercial complex. As at the date of this announcement, the Project Company is a joint venture of the Company and is owned as to 64.79% by the Group.

The board of directors of the Company (the "**Board**") wishes to inform shareholders and potential investors of the Company that as at the date of this announcement, no definitive agreement in relation to the Possible Transaction has been entered into by the Group, and the Possible Transaction may or may not proceed or materialise. The Possible Transaction, if materialised, may constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules, as well as a connected transaction for the Company under Chapter 14A of the Listing Rules. The Company will make further announcement(s) in accordance with the Listing Rules as and when appropriate.

**Shareholders and investors of the Company are advised to exercise caution and not to place undue reliance on the above information 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, 29 April 2024

*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*