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禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Equity Stock Code: 01628)

(Debt Security Stock Codes: 40159, 40079, 40112, 40343, 40517 and 05287)

UPDATE ON THE OFFSHORE DEBT RESTRUCTURING PROPOSED EXTENSION OF LONGSTOP DATE

This announcement is made by Yuzhou Group Holdings Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09, Rule 37.47, Rule 37.47A and Rule 37.47B 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 in the Listing Rules) under Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 8 February 2024, 7 March 2024, 14 March 2024, 21 March 2024, 28 March 2024, 10 July 2024, 16 July 2024, 21 August 2024, 10 September 2024, 17 September 2024, 31 October 2024, 30 December 2024 and 17 January 2025 (the “**Announcement(s)**”), the circular of the Company dated 13 December 2024 (the “**Circular**”), the explanatory statement issued by the Company on 21 August 2024 to the scheme creditors (the “**Original Explanatory Statement**”), and the supplement to the Original Explanatory Statement issued by the Company on 9 September 2024 (together with the Original Explanatory Statement, the “**Explanatory Statements**”). Unless otherwise defined, capitalised terms used in this announcement have the same respective meanings defined in the Announcements, the Circular and the Explanatory Statements.

PROPOSED EXTENSION OF LONGSTOP DATE FOR THE PROPOSED RESTRUCTURING

Following the Scheme Effective Date, the Company has continued to work expeditiously towards the satisfaction of the Restructuring Conditions and to ensure that it is in a position to carry out the Restructuring Steps on the Restructuring Effective Date in accordance with the terms of the Schemes.

However, the Company considers it necessary to seek an extension of the existing Longstop Date of 28 February 2025. This extension is required in order for the Company to satisfy the outstanding Restructuring Conditions, including obtaining recognition of the Hong Kong Scheme under Chapter 15 of the U.S. Bankruptcy Code. Additionally, given that the China property sector has continued to face a persistently challenging business environment throughout 2024, which has further intensified pressure on the Company’s business operations and cash flow, this extension will allow more time for the Group to upstream cash and/or otherwise source for offshore funding which will be required to fund the payments that will need to be made on or prior to the Restructuring Effective Date in accordance with the terms of the Schemes.

In this regard, the Company would like to seek the consent of the Scheme Creditors to extend the Longstop Date from 28 February 2025 to 31 August 2025 (the “**Longstop Date Extension**”) in accordance with the terms of the Schemes.

Under the Schemes, the Company may extend the Longstop Date by obtaining the written consent of the Majority Scheme Creditors (being Scheme Creditors holding in aggregate more than 50% in value of the aggregate principal amount of the Scheme Claims held by all Scheme Creditors, who are voting at the relevant time). Accordingly, the Company has proposed a written resolution (the “**Resolution**”) to seek Scheme Creditors’ consent on the Longstop Date Extension.

Scheme Creditors who wish to vote on the Resolution should submit the Resolution Instruction or the Resolution Form (as applicable, and each as defined in the Resolution) by 6 p.m. Hong Kong time on 19 February 2025, the equivalent time being 5 a.m. Cayman Islands time on 19 February 2025, or such later deadline prior to 28 February 2025 as the Company may in its sole discretion determine. A copy of the Resolution including the voting instructions may be downloaded on the Transaction Website at <https://projects.sodali.com/yuzhou>.

In the Company's view, the proposed Longstop Date Extension is necessary to prevent the Schemes from automatically terminating in accordance with the terms of the Schemes on 28 February 2025 and facilitate the completion of the Proposed Restructuring, which is in the interests of all creditors and stakeholders. The Company would be grateful for the Scheme Creditors' support to vote in favour of the Resolution for the proposed Longstop Date Extension, and wishes to express its deepest gratitude to its stakeholders, including the Scheme Creditors for their continued strong support in the Proposed Restructuring.

The Company will issue further announcement(s) to provide updates on the Proposed Restructuring, including the Longstop Date Extension, as and when appropriate or required under the applicable laws and regulatory requirements.

FURTHER INFORMATION

As aforementioned, a copy of the Resolution and the voting instructions may be downloaded on the Transaction Website at <https://projects.sodali.com/yuzhou>.

Any requests for information on the Proposed Restructuring, including the Resolution and/or the proposed Longstop Date Extension, can be directed to (i) the Information Agent (in respect of the Existing Noteholders (excluding Existing Excluded Noteholders)) or (ii) the Company's financial and legal advisers (in respect of the Existing Lenders, the Existing Excluded Noteholders and the Blocked Scheme Creditors):

Information Agent

Sodali & Co

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Transaction Website (document posting website): <https://projects.sodali.com/yuzhou>

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Shareholders and other investors of the Company are advised not to rely solely on the information contained in this announcement and should exercise caution when dealing in the securities of the Company. The Proposed Restructuring is conditional upon, among others, the fulfilment of the Restructuring Conditions, which may or may not be fulfilled, waived or implemented (as the case may be). When in doubt, the shareholders and other investors of the Company are advised to seek professional advice from their own professional or financial advisers.

By order of the Board
Yuzhou Group Holdings Company Limited
Kwok Ying Lan
Chairman

Hong Kong, 5 February 2025

As at the date of this announcement, the executive directors of the Company are Ms. Kwok Ying Lan (Chairman) and Mr. Lin Conghui, the non-executive directors of the Company are Mr. Lam Lung On (J.P.) and Mr. Song Jiajun, and the independent non-executive directors of the Company are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Mr. Yu Shangyou.