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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)

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

INSIDE INFORMATION AND DELISTING OF THE 2025 II NOTES

This announcement is made by Yuzhou Group Holdings Company Limited (the “**Company**”) (equity securities stock code: 1628) pursuant to Rule 13.09, Rule 37.47, Rule 37.47A, Rule 37.47B and Rule 37.47E 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 31 March 2022, 13 May 2022, 31 May 2022, 8 June 2023, 25 October 2023, 8 February 2024, 23 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, 8 October 2024, 29 October 2024 and 5 February 2025 (the “**Announcements**”), the explanatory statement issued by the Company on 21 August 2024 to the Scheme Creditors (“**Original Explanatory Statement**”), and the supplement to the Original Explanatory Statement issued by the Company on 9 September 2024 (“**Supplement**”, and together with the Original Explanatory Statement, the “**Explanatory Statements**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and the Explanatory Statements.

UPDATE IN RELATION TO THE 2025 II NOTES

As described in the Announcements and the Explanatory Statements, one or more events of default have occurred under the US\$400,000,000 7.7% senior notes due 2025 (stock code: 40159) (the “**2025 II Notes**”) (ISIN/Common Code: XS2121187962/212118796). Pursuant to the terms of the 2025 II Notes, all outstanding principal amount of the 2025 II Notes together with the accrued and unpaid interest thereon (together, the “**Payable Amount**”) are due and payable on the maturity date of 20 February 2025. Payment of the Payable Amount is not expected to be made on the maturity date. Failure to make such payment will constitute an event of default under the 2025 II Notes and the other USD senior notes issued by the Company.

As further described in the Announcements and the Explanatory Statements, the Company has proposed to restructure its material offshore indebtedness (including its liabilities under the 2025 II Notes and the other listed debt securities on The Stock Exchange of Hong Kong Limited that are issued by the Company (“**Other Listed Debt Securities**”, as set out in the table below)) (the “**Proposed Restructuring**”) through parallel and inter-conditional schemes of arrangement proposed to be effected in the Cayman Islands and Hong Kong (the “**Schemes**”). Under the terms of the Schemes, the Existing Notes (including the 2025 II Notes and the Other Listed Debt Securities) will be cancelled and discharged on the Restructuring Effective Date and the noteholders of the Existing Notes (including the noteholders of the 2025 II Notes and the Other Listed Debt Securities) will receive their Scheme Consideration Entitlements in accordance with the terms of the Schemes.

As set out in the Company’s announcement dated 8 October 2024, the Schemes have been sanctioned by the HK Court and the Cayman Court, and the Scheme Effective Date for the Schemes has occurred on 4 October 2024 in accordance with the terms of the Schemes. The Company has continued working towards the satisfaction of all of the Restructuring Conditions under the Schemes. As set out in the Company’s announcement dated 5 February 2025, the Company has proposed an extension of the Longstop Date from 28 February 2025 to 31 August 2025 to ensure that it is in a position to carry out the Restructuring Steps on the Restructuring Effective Date. Further information and documents regarding the Proposed Restructuring and the Schemes are also available for download at the Transaction Website at <https://projects.sodali.com/yuzhou>.

The Company will provide updates as appropriate on any material developments in respect of the Proposed Restructuring and the Schemes.

DELISTING OF THE 2025 II NOTES

Notice is also given that as the 2025 II Notes will mature on 20 February 2025, the 2025 II Notes will be delisted from The Stock Exchange of Hong Kong Limited on 20 February 2025. After the withdrawal of listing on The Stock Exchange of Hong Kong Limited, noteholders requiring further information in relation to the 2025 II Notes may contact the Company at Units 5801-02, 58/F, The Center, 99 Queen’s Road Central, Central, Hong Kong or ir@yuzhou-group.com.

Noteholders of the 2025 II Notes are also encouraged to direct any requests for information to the Company’s financial and legal advisors (see contact details below):

Financial Advisers to the Company

Alvarez & Marsal Corporate Finance Limited

Address: Room 405-7, 4/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong
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BOCI Asia Limited

Address: 26/F Bank of China Tower, 1 Garden Road, Hong Kong
Tel: +852 3988 6302
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Haitong International Securities Company Limited

Address: 28/F One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong
Tel: +852 2840 1680
Email: project.reborn@htisec.com

Legal Advisers to the Company

Linklaters

Address: 11/F, Alexandra House, Chater Road, Hong Kong

Tel: +852 2842 4888

Email: dlyuzhou@linklaters.com

OTHER LISTED DEBT SECURITIES

Other listed debt securities on The Stock Exchange of Hong Kong Limited that are issued by the Company include:

Notes	ISIN/Common Code	Stock Code
US\$500 million 8.3% Senior Notes Due 2025	XS2085045503/208504550	40079
US\$645 million 7.375% Senior Notes Due 2026	XS2100653778/210065377	40112
US\$300 million 7.85% Green Senior Notes Due 2026	XS2215399317/221539931	40343
US\$562 million 6.35% Green Senior Notes Due 2027	XS2277549155/227754915	40517
US\$300 million 5.375% Senior Perpetual Securities	XS1692346395/169234639	05287

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. When in doubt, the investors of the Company are advised to seek professional advice from their own professional or financial advisors.

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

Hong Kong, 19 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.