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DISCLOSEABLE TRANSACTION IN RELATION TO THE INTERNAL RESTRUCTURING OF ASSETS

THE TRANSACTION

On 16 July 2025, the Company (on behalf of each relevant member of the Group) and Sino-Ocean Service (a 63.82%-owned subsidiary of the Company, on behalf of each relevant member of Sino-Ocean Service Group) entered into the Framework Agreement, pursuant to which the Group and Sino-Ocean Service Group have conditionally agreed to the return to the Group of the Target Assets by Sino-Ocean Service Group. The Target Assets to be returned comprises 2,684 parking spaces located in the PRC, which form part of the assets transferred by the Group to Sino-Ocean Service Group pursuant to the Original Assets Transfer Framework Agreements. The Return will be effected by way of cancellation of the Original Assets Transfer, and the original transfer price of RMB323,200,000 for the Target Assets under the Original Assets Transfer Framework Agreements will be reverted and settled by the Long Term Loan to be granted by the Sino-Ocean Service Lender (being Sino-Ocean Service or its designated wholly-owned subsidiary) to the Sino-Ocean Group Borrower (being a designated wholly-owned subsidiary of the Company), with the Company acting as the guarantor for the Long Term Loan.

LISTING RULES IMPLICATIONS

As the Return is in substance an internal restructuring of assets of the Group from a 63.82%-owned subsidiary to wholly-owned subsidiaries of the Company which would result in a net acquisition of approximately 36.18% interest in the Target Assets by the Group, the impact of the Return would be considered on a net acquisition basis.

As one or more of the applicable percentage ratios in respect of the Return exceed(s) 5% but are all less than 25%, the Return constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

THE TRANSACTION

On 16 July 2025, having considered the reasons for and benefits of the Transaction in the section headed "REASONS FOR AND BENEFITS OF THE TRANSACTION" in this announcement, the Company and Sino-Ocean Service entered into the Framework Agreement for the return to the Group of the Target Assets by Sino-Ocean Service Group, which is to be effected by way of cancellation of the Original Assets Transfer, and the original transfer price of RMB323,200,000 under the Original Assets Transfer Framework Agreements will be reverted and settled by the Long Term Loan.

THE FRAMEWORK AGREEMENT

The principal terms of the Framework Agreement are set out below.

Date

16 July 2025

Parties

- (1) the Company (on behalf of each relevant member of the Group); and
- (2) Sino-Ocean Service (on behalf of each relevant member of Sino-Ocean Service Group).

Subject matter

The Group and Sino-Ocean Service Group have conditionally agreed to cancel the Original Assets Transfer and to return to the Group the Target Assets. The Target Assets comprises 2,684 parking spaces located in the PRC, which form part of the assets transferred by the Group to Sino-Ocean Service Group pursuant to the Original Assets Transfer Framework Agreements. The original transfer price of RMB323,200,000 for the Target Assets under the Original Assets Transfer Framework Agreements will be reverted and settled by the Long Term Loan to be granted by the Sino-Ocean Service Lender to the Sino-Ocean Group Borrower, with the Company acting as the guarantor for the Long Term Loan.

The Target Assets, which are ancillary to development projects wholly-owned by the Group, were transferred by the Group to Sino-Ocean Service Group pursuant to the Original Assets Transfer Framework Agreements in 2023.

For further details of the Target Assets, please refer to the section headed "INFORMATION ON THE TARGET ASSETS" in this announcement.

The Framework Agreement is a framework agreement which outlines the principles, mechanisms, and terms under which the parties will execute the Transaction. After signing the Framework Agreement, each relevant member of the Group, along with each relevant member of Sino-Ocean Service Group, will separately enter into cancellation agreements with respect to the Target Assets, a loan agreement for the Long Term Loan, and any relevant ancillary documents (collectively referred to as the "**Underlying Transaction Agreements**") subject to the terms of the Framework Agreement. The signing of, and completion of the transactions contemplated under, the Underlying Transaction Agreements will be subject to satisfaction (or waiver, if applicable) of all the conditions to the Framework Agreement.

Sino-Ocean Group Holding Limited

(Incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

Stock Code : 03377

Consideration and payment terms

For purpose of the Return, the original transfer price of RMB323,200,000 for the Target Assets under the Original Assets Transfer Framework Agreements will be reverted and settled by the Long Term Loan in the equal amount of RMB323,200,000 to be granted by the Sino-Ocean Service Lender to the Sino-Ocean Group Borrower, with the Company acting as the guarantor for the Long Term Loan.

The Consideration in an amount of RMB323,200,000 is equivalent to the original transfer price of the Target Assets pursuant to the Original Assets Transfer Framework Agreements, which was determined after arm's length negotiations between the parties to the Framework Agreement having considered the reasons for and benefits of the Transaction in the section headed "REASONS FOR AND BENEFITS OF THE TRANSACTION" in this announcement.

Set out below are the principal terms of the Long Term Loan under the Framework Agreement, which will be recorded in a formal loan agreement to be entered into by the relevant parties.

Parties

- (1) the Sino-Ocean Service Lender, as lender;
- (2) the Sino-Ocean Group Borrower, as borrower; and
- (3) the Company, as guarantor.

Loan amount

RMB323,200,000

The Long Term Loan shall only be applied towards the settlement of the Consideration. The Sino-Ocean Service Lender will make available the loan amount to the Sino-Ocean Group Borrower and the Sino-Ocean Group Borrower will remit the loan amount to the relevant members of the Group to fund the Consideration payable to the relevant members of Sino-Ocean Service Group pursuant to the Underlying Transaction Agreements. The Group will, together with Sino-Ocean Service Group, jointly monitor the fund flow of the loan amount to ensure that the loan amount will be used to settle the Consideration.

Term

120 months from the date of utilization of the Long Term Loan (the "**Utilization Date**")

Annualized interest rate

The Long Term Loan will bear interest from and including the Utilization Date or from the most recent interest payment date to which interest has been paid or duly provided for, payable semi-annually, entirely in cash, in arrears, at the rate of 2.00% per annum, provided that, (i) with respect to any interest payable in respect of the first 48 months after the Utilization Date, the Sino-Ocean Group Borrower will have the right to defer payment of such interest on each portion of the principal amount of the Long Term Loan to the corresponding amortization payment date of such portion of the principal amount, and (ii) any interest so deferred will not carry any interest, provided further that (a) in respect of the interest periods from the 25th

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month to the 36th month after the Utilization Date, interest of at least 0.25% of outstanding principal amount of the Long Term Loan shall be paid, and (b) in respect of the interest periods from the 37th month to the 48th month after the Utilization Date, interest of at least 1.5% of outstanding principal amount of the Long Term Loan shall be paid.

Scheduled principal repayment

Percentage of principal amount	Repayment Date
4.5%	48 months after the Utilization Date
10.5%	60 months after the Utilization Date
10.0%	72 months after the Utilization Date
15.0%	84 months after the Utilization Date
20.0%	96 months after the Utilization Date
20.0%	108 months after the Utilization Date
20.0%	120 months after the Utilization Date

The Company agrees to provide a corporate guarantee for the repayment obligations of the Sino-Ocean Group Borrower under the Long Term Loan in favour of the Sino-Ocean Service Lender.

Conditions Precedent

Conditions Precedent of the Framework Agreement include:

- (a) all representations, warranties and undertakings made by the Group to Sino-Ocean Service Group under the Framework Agreement being true, accurate and complete in all material aspects;
- (b) the substance and form of the Underlying Transaction Agreements having been agreed by the parties to the Framework Agreement; and
- (c) all necessary internal and external authorisations and approvals in relation to the transactions contemplated under the Framework Agreement and the Underlying Transaction Agreements having been obtained by the Group and Sino-Ocean Service Group (including the approval by the independent shareholders of Sino-Ocean Service as required under the Listing Rules).

The Conditions Precedent as set out in sub-paragraphs (b) and (c) above are not waivable, and the Condition Precedent as set out in sub-paragraph (a) above is waivable by Sino-Ocean Service Group.

The parties shall use all reasonable endeavours to procure the above Conditions Precedent be fulfilled on or before 31 December 2025 (or such later date to be agreed between the parties to the Framework Agreement in writing). In any event that any of the Conditions Precedent is not fulfilled (or waived, if applicable) by such date, the Framework Agreement shall be terminated.

Completion

Upon all the Conditions Precedent having been fulfilled (or waived, if applicable), the parties to the Framework Agreement shall procure the signing and taking effect of the Underlying Transaction Agreements to effect the Transaction, whereby the consideration of the Return shall be settled by the Long Term Loan in its entirety, and upon and on the date of completion of such settlement, the relevant members of Sino-Ocean Service Group shall execute asset handover confirmation documents with respective members of the Group to confirm the completion of return of the Target Assets from Sino-Ocean Service Group to the Group. In respect of the Target Assets that have completed the online signing and filing of real estate change registration in accordance with the Original Assets Transfer Framework Agreements, the relevant members of Sino-Ocean Service Group shall, after signing the asset handover confirmation document(s) in relation to such Target Assets, cooperate with the respective members of the Group to complete the online signing and filing cancellation procedures for such Target Assets as soon as possible. Completion of the transactions as contemplated under the Framework Agreement shall take place on the date of completion of the above matters.

The parties shall use all reasonable endeavours to procure the abovementioned matters be completed on or before 31 December 2025 (or such later date to be agreed between the parties to the Framework Agreement in writing). In any event that any of such matters (other than the online signing and filing cancellation procedures) is not completed by such date for any reasons, the Framework Agreement and any signed Underlying Transaction Agreements shall be terminated and any loan amount remitted to the Group or any gains arising from the Framework Agreement and obtained by the Group shall be returned to the Sino-Ocean Service Lender within 30 working days after such date.

INFORMATION ON THE TARGET ASSETS

The Target Assets comprises 2,684 parking spaces located at the Eastern Region in the PRC which are ancillary to development projects wholly-owned by the Group, with a total gross floor area of approximately 42,174 sq.m. in aggregate. The Target Assets were previously part of the assets being transferred by the Group to Sino-Ocean Service Group pursuant to the Original Assets Transfer Framework Agreements in 2023.

During the two years ended 31 December 2024, there were no net profits (both before and after taxation) attributable to the Target Assets.

As at 31 May 2025, the book value of the Target Assets was approximately RMB246 million.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Target Assets were transferred by the Group to Sino-Ocean Service Group (Sino-Ocean Service being a 63.82%-owned subsidiary of the Company) under the Original Assets Transfer Framework Agreements in 2023, details of which have been set out in the announcement of the Company dated 21 July 2023. The Original Assets Transfer was in substance an internal restructuring of the Group's assets within the Group to refine the inventory structure, and to enhance sales returns for the Target Assets by leveraging Sino-Ocean Service Group's professional property and community asset management capabilities and cumulative market information. As outlined in the announcement of the Company dated 21 July 2023, owing to the

restrictions of transfer policies in the locations where the parking spaces are situated, the transfer of parking spaces of some projects under the Original Assets Transfer was conducted by way of assignment of rights of use. The Original Assets Transfer was completed in 2023.

In recent years, the overall real estate market in the PRC has faced significant challenges. Real estate developers, including the Group, have encountered unprecedented liquidity and funding difficulties. Under these circumstances, the Group has responded in a proactive manner by continuously adopting measures, such as accelerating sales and cash collection, making progress with asset disposals and strictly controlling costs and expenses, in an effort to repay the debts. However, the industry sales and financing environment have not been notably improved for a long time. As the Group has experienced a rapid decline in contracted sales and increased uncertainty in asset disposals and has continuously faced limitations in various financing activities, the Group's liquidity gradually dried up. Although the central and local governments have successively introduced a series of policies to stabilize the real estate market since the second half of 2024, the real estate market is still struggling to bottom out, and the Group's sales have further declined and it still faces many difficulties in financing.

In this challenging context, subsequent to completion of the Original Assets Transfer, issues relating to the Target Assets emerged due to litigations, disputes or outstanding debts involving the relevant members of the Group at the level of development project companies as registered owners, which made it impracticable for Sino-Ocean Service Group to generate cash through the sale of the Target Assets, undermining the original intentions of the Original Assets Transfer. In light of these circumstances, the Company and Sino-Ocean Service initiated discussions for the return of the Target Assets to the Group and the settlement of the Consideration with the Long Term Loan.

The Return of the Target Assets to the Group by Sino-Ocean Service Group, which is in substance an internal restructuring of assets of the Group from a 63.82%-owned subsidiary to wholly-owned subsidiaries of the Company, provides a solution to the issues relating to the Target Assets, which can revitalise the Target Assets within the Group in order to reflect the value of the Target Assets, considering that the above-mentioned issues made it impracticable for Sino-Ocean Service Group to generate cash through the sale of the Target Assets, and that the relevant members of the Group at the level of development project companies would be in a better position to take necessary measures and deal with the Target Assets through sale and/or debt set-off so as to realize the value of the Target Assets.

Considering the prevailing conditions in the PRC real estate market and the Group's liquidity challenges, in particular that available cash resources of the Group were earmarked for critical operations related to "guaranteed delivery of houses" and "guaranteed operations" policies in the PRC, the settlement of the Consideration with the Long Term Loan alleviates the Group's liquidity pressure, which helps secure the Company's viability and achieve sustainable operation. The parties have primarily considered terms similar to those of the new loan under the offshore debt restructuring of the Group, featuring an extended repayment term of up to ten years with an interest rate of 2.00% per annum. Financially, as the consideration of the Return will be settled in its entirety by the Long Term Loan with a repayment term of up to ten years, and given the relative size of the Long Term Loan compared to the Group's total assets, the Transaction is not expected to have significant adverse impact on the current liquidity, working capital and financial positions of the Group.

Taking into consideration of the aforesaid, the Directors are of the view that the terms of the Framework Agreement and the transactions as contemplated thereunder are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE PARTIES

The Company and the Group

The Company is principally engaged in investment holding.

The Group is a leading large-scale property developer with developments in key economic regions in the PRC, including the Beijing Region, the Bohai Rim Region, the Eastern Region, the Southern Region, the Central Region and the Western Region. The core businesses of the Group are development of residential property, investment property development and operation, property services and whole-industrial chain construction services, with its scope of businesses also covering senior living service, internet data center, logistics real estate, real estate fund, etc., forming a unique advantage in the field of asset-light agent construction.

Sino-Ocean Service and Sino-Ocean Service Group

Sino-Ocean Service, a 63.82%-owned subsidiary of the Company, is an investment holding company.

Sino-Ocean Service Group is a comprehensive property management service provider with extensive geographic coverage in the PRC. Sino-Ocean Service Group's property management services cover a wide range of property types, including residential communities, commercial properties (such as shopping malls and office buildings) and public and other properties (such as hospitals, schools, government buildings and public service facilities). In addition to property management services, Sino-Ocean Service Group provides a variety of community value-added services to property owners and residents of the properties under its management, including community asset value-added services, community living services and property brokerage services, and value-added services to non-property owners, including pre-delivery services, consultancy services and property engineering services to property developers and other property management companies.

LISTING RULES IMPLICATIONS

As the Return is in substance an internal restructuring of assets of the Group from a 63.82%-owned subsidiary to wholly-owned subsidiaries of the Company which would result in a net acquisition of approximately 36.18% interest in the Target Assets by the Group, the impact of the Return would be considered on a net acquisition basis.

As one or more of the applicable percentage ratios in respect of the Return exceed(s) 5% but are all less than 25%, the Return constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Sino-Ocean Group Holding Limited (遠洋集團控股有限公司), a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03377)
“Conditions Precedent”	the conditions precedent to the completion of the Transaction
“Consideration”	the amount in the sum of RMB323,200,000 payable by the Group to Sino-Ocean Service Group as a result of the Return
“Director(s)”	the director(s) of the Company
“Framework Agreement”	the framework agreement dated 16 July 2025 entered into by the Company (on behalf of each relevant member of the Group) and Sino-Ocean Service (on behalf of each relevant member of Sino-Ocean Service Group) in relation to the Transaction
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Term Loan”	a long term loan in the principal amount of RMB323,200,000 to be granted by the Sino-Ocean Service Lender as lender to the Sino-Ocean Group Borrower as borrower with the Company as guarantor
“Ocean Homeplus”	Ocean Homeplus Property Service Corporation Limited* (遠洋億家物業服務股份有限公司), a company established under the laws of the PRC with limited liability, which is a wholly-owned subsidiary of Sino-Ocean Service
“Ocean Homeplus Group”	Ocean Homeplus and its subsidiaries
“Original Assets Transfer”	the transfer of the Target Assets pursuant to the Original Assets Transfer Framework Agreements

“Original Assets Transfer Framework Agreements”	collectively, the parking spaces transfer framework agreement and the commercial properties transfer framework agreement both dated 21 July 2023 entered into by Ocean Homeplus (on behalf of each relevant member of Ocean Homeplus Group) and Sino-Ocean Holding (on behalf of each relevant member of Sino-Ocean Holding Group) in relation to the acquisition by Ocean Homeplus Group of certain parking spaces and commercial properties from the relevant members of Sino-Ocean Holding Group, respectively, details of which have been set out in the announcement of the Company dated 21 July 2023
“PRC”	the People’s Republic of China
“Return”	the return of the Target Assets to the Group by Sino-Ocean Service Group at the original transfer price of RMB323,200,000 by way of cancellation of the Original Assets Transfer pursuant to the Framework Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Sino-Ocean Group Borrower”	a wholly-owned subsidiary of the Company as designated by it to be the borrower of the Long Term Loan
“Sino-Ocean Holding”	Beijing Sino-Ocean Group Holding Limited (北京遠洋控股集團有限公司) (formerly known as Sino-Ocean Holding Group (China) Limited (遠洋控股集團(中國)有限公司)), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“Sino-Ocean Holding Group”	Sino-Ocean Holding and its subsidiaries
“Sino-Ocean Service”	Sino-Ocean Service Holding Limited (遠洋服務控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 06677), which is a 63.82%-owned subsidiary of the Company
“Sino-Ocean Service Group”	Sino-Ocean Service and its subsidiaries
“Sino-Ocean Service Lender”	Sino-Ocean Service or its designated wholly-owned subsidiary, being the lender of the Long Term Loan
“sq.m.”	square meter(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Assets”	2,684 parking spaces transferred by the Group to Sino-Ocean Service Group pursuant to the Original Assets Transfer Framework Agreements, and singly a “Target Asset”

“Transaction”	the Return and the settlement of the Consideration by the Long Term Loan
“Underlying Transaction Agreements”	has the meaning ascribed thereto under the section headed “FRAMEWORK AGREEMENT — Subject matter” in this announcement
“Utilization Date”	has the meaning ascribed thereto under the section headed “FRAMEWORK AGREEMENT — Consideration and payment terms” in this announcement
“%”	per cent

In this announcement, unless the context otherwise requires, the terms “percentage ratio(s)” and “subsidiary(ies)” shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.

By order of the Board
Sino-Ocean Group Holding Limited
SUM Pui Ying
Company Secretary

Hong Kong, 16 July 2025

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. ZHANG Zhongdang, Mr. YU Zhiqiang, Ms. SUN Jianxin and Ms. WANG Manling as non-executive Directors; and Mr. HAN Xiaojing, Mr. LYU Hongbin, Mr. LIU Jingwei, Mr. JIANG Qi and Mr. CHEN Guogang as independent non-executive Directors.

* *For identification purposes only*