

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## INSIDE INFORMATION INFORMATION ON BONDS OF A SUBSIDIARY

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) 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).

The board of directors of the Company (the "**Board**") hereby informs the shareholders of the Company, holders of debt securities of the Group and potential investors regarding the relevant information on certain bonds issued by 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), "**Sino-Ocean Holding**"), a wholly-owned subsidiary of the Company. As set out in an announcement dated 1 August 2025 published by Sino-Ocean Holding on the website of the Shanghai Stock Exchange:

### Overview of Material Matters

Since 2023, Sino-Ocean Holding has been fully committed to ensuring project deliveries, mitigating risks, and stabilising operations. While positive progress has been made and an overall stable favourable environment has been maintained, Sino-Ocean Holding still faces pressure from its asset-liability structure and its liquidity remains tight. To advance sustainable operations going forward, in light of Sino-Ocean Holding's current situation, after coordination of its indirect controlling shareholder, Sino-Ocean Group Holding Limited (i.e., the Company), it is preliminarily planned to provide an overall restructuring plan (hereinafter referred to as the "**Bonds Restructuring Plan**") to holders of the existing onshore corporate bonds and interbank directed debt financing instruments (collectively referred to as the "**Target Bonds**"). This plan will adjust the repayment arrangements for the principal and interest of the Target Bonds and offer multiple settlement options, including cash repurchase, equity economic income right, and debt settlement with assets, as detailed below:

**(I) Cash Repurchase Option:** The relevant party(ies) will use cash not exceeding RMB800 million to repurchase the Target Bonds with an outstanding principal amount not exceeding RMB4 billion at a price of 20% of the remaining nominal value of the bonds.

**(II) Equity Economic Income Right Option:** The Company intends to issue up to 2.8 billion ordinary shares (hereinafter referred to as the “**Private Placement Shares**”) to special purpose trust(s) in Hong Kong, China, and undertakes to use the net cash proceeds from the sale of the Private Placement Shares (after deducting relevant intermediary fees, taxes and other expenses) to repay part of the Target Bonds. The number of Private Placement Shares for repayment via economic income rights per RMB100 of remaining nominal value of the Target Bonds =  $\text{RMB100 remaining nominal value} / (\text{the middle exchange rate for Hong Kong dollars to Renminbi as announced by the People's Bank of China as at the date of announcement of registration for this option} \times \text{the average trading price of shares of the Company over the 20 trading days prior to the date of announcement of registration for this option} \times 5 \text{ times})$ . Bondholders are entitled to regularly issue instructions for the sale of the Private Placement Shares within 42 months after the Company completes the private placement. Any Private Placement Shares for which no sale instructions are issued within 42 months after the private placement, or for which instructions are issued but no transaction is executed, will be mandatorily sold by the special purpose trust(s) at market price within the subsequent 6 months.

**(III) Debt Settlement with Assets Option:**

The debt settlement with assets option can be categorised into two types based on the nature of the underlying assets: debt settlement with proceeds from residential projects and debt settlement with proceeds from commercial projects.

**1. Debt settlement with proceeds from residential projects**

The relevant party(ies) intend to establish service trust(s) or other legally valid form to repay RMB30 for every RMB100 of the remaining nominal value of the Target Bonds, with the principal amount to be repaid not exceeding RMB3 billion. This will enable the holders of the Target Bonds to indirectly enjoy the income rights (equity income rights, partnership interest income rights, or related party loan creditor's rights) of the residential projects located in the Beijing-Tianjin-Hebei region and the Greater Bay Area within the existing credit enhancement assets. The term of the trust(s) shall not exceed 48 months. Upon maturity of the trust(s), if the cumulative cash distribution amount to the trust beneficiaries (i.e., the investors of the corresponding Target Bonds) during the term of the trust(s) does not reach the agreed repayment amount, Sino-Ocean Holding or designated third party(ies) shall make up the difference by certain means. If the cumulative cash distribution amount of the trust(s) reaches the agreed repayment amount, the trust(s) will mature early, and subsequent cash flows from the property(ies) in the trust(s) will no longer be distributed to the beneficiaries of the trust(s).

**2. Debt settlement with proceeds from commercial projects**

The relevant party(ies) intend to establish service trust(s) or other legally valid form, with the ratio of repayment with RMB100 trust units for every RMB100 of the remaining nominal value of the Target Bonds, with the principal amount to be repaid not exceeding RMB4 billion. This will enable the holders of the Target Bonds to directly or indirectly enjoy the income rights (equity income rights, partnership interest income rights, or related party loan creditor's rights) of the commercial projects located in Beijing within the existing credit enhancement assets. The term of the trust(s) shall not exceed 108 months.

**(IV) Long-term Debt Retention Plan:** If the Bonds Restructuring Plan is approved by the relevant Target Bonds holders' meeting(s), the maturity date will be extended to the end of the 10th year after the benchmark date (30 September 2025), i.e., 30 September 2035, and the interest rate will be uniformly adjusted to 1% per annum from the benchmark date. After the extension, starting from the end of the 5.5th year after the benchmark date (i.e., 31 March 2031), the principal of the Target Bonds will be repaid in cash semi-annually, with interest to be paid along with the principal. All payable but unpaid interest on the Target Bonds as of the benchmark date (exclusive) will be adjusted to 1% per annum, calculated using simple interest without compounding, and will be paid at the end of the 10th year after the benchmark date. Among all of the existing credit enhancement assets for the Target Bonds, except for those used for the above-mentioned options, the rest will continue to be provided as credit enhancement for the long-term debt retention plan.

**The above restructuring plan options are preliminary plans that are proposed to be advanced and have not yet been finalised. Sino-Ocean Holding will advance the restructuring of the Target Bonds by convening bondholders' meeting(s). The final restructuring plan shall be subject to the resolutions set forth in the bondholders' meeting notice(s). All bond investors are kindly requested to pay attention to this matter.**

**Sino-Ocean Holding undertakes to actively communicate with investors and respond to their requests during the formulation of the Bonds Restructuring Plan, to treat investors fairly, and to refrain from any transfer of benefits or insider trading.**

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, 1 August 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.*