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Chuang's Consortium International Limited

(莊士機構國際有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 367)

**VOLUNTARY ANNOUNCEMENT
IN RELATION TO THE CHINA SCE NOTES EXCHANGE
PURSUANT TO THE CHINA SCE RESTRUCTURING**

The announcement is made by the Company on a voluntary basis.

CHINA SCE NOTES EXCHANGE

The Board announces that, on 26 October 2026, the Group is informed by its investment banks that, with reference to its current status and the latest public information from the Issuer, the Group has received/is expected to receive the New China SCE Package from the exchange of the Old China SCE Notes under the China SCE Notes Exchange pursuant to the China SCE Restructuring with the restructuring effective date on 23 October 2026.

No cash consideration has been/will be paid or received by the Group under the China SCE Notes Exchange.

The details about the China SCE Notes Exchange are shown as below:

Old China SCE Notes	New China SCE Package
5.95% notes due 29 September 2024 in the principal amount of US\$3,500,000.	(1) 2.00% notes due 22 October 2032 (the “ New Notes ”) in the principal amount of approximately US\$1.4 million; (2) Mandatory convertible bonds to convert to the ordinary shares of the Issuer due 22 April 2028 (the “ MCB ”) in the principal amount of approximately US\$1.6 million; and (3) Ordinary shares of the Issuer (the “ New Shares ”) with approximately 2.6 million shares.

Old China SCE Notes	New China SCE Package
	The New China SCE Package above, comprising the New Notes, the MCB and the New Shares, are exchanged with the Old China SCE Notes and their outstanding interests of approximately US\$0.4 million which have not been settled by the Issuer. <i>(The above amounts of the New China SCE Package are estimated by reference to the public information as announced by the Issuer from time to time.)</i>

SUMMARY OF PRINCIPAL TERMS OF THE NEW NOTES

Issuer:	China SCE Group Holdings Limited
Issue date:	23 October 2026
Principal amount issued:	About US\$603 million
Interest commencement date:	23 October 2026
Interest per annum:	2.00%
Interest payment:	• Semi-annual interest payment • (i) For the period of the first 30 months from the issue date: all payment-in-kind (“PIK”); (ii) For the remaining periods: all in cash.
Mandatory redemption:	The principal amount of the New Notes shall be repayable in the amounts and on the redemption dates as below at the redemption prices of 100% of the principal amount plus accrued and unpaid interest, if any.

The date falling from the issue date	Principal amount to be redeemed
36 months	1%
42 months	1%
48 months	5%
54 months	10%
60 months	10%
66 months	15%

Maturity date: 22 October 2032

Guarantors: Same subsidiary guarantors of all the notes previously issued by the Issuer with the addition of several new subsidiary guarantors which are offshore subsidiaries of the Issuer.

Listing: The Singapore Exchange Securities Trading Limited

SUMMARY OF PRINCIPAL TERMS OF THE MCB

Issuer: China SCE Group Holdings Limited

Issue date: 23 October 2026

Principal amount issued: About US\$711 million

Interest per annum: 0%

Maturity date: 22 April 2028

Conversion price: HK\$1.60 per share (adjustable, subject to the underlying terms and conditions)

Conversion:

- Voluntary conversion to the ordinary shares of the Issuer at the conversion price at any time before the maturity date.
- Mandatory conversion to the ordinary shares of the Issuer at the conversion price at the below dates:

The date falling from the issue date

Principal amount to be converted

6 months

1/3

12 months

1/3

- The outstanding principal amount of the MCB shall be mandatorily converted into the ordinary shares of the Issuer at maturity date.

Guarantors: Same as the New Notes

Listing: The Singapore Exchange Securities Trading Limited

SUMMARY OF PRINCIPAL TERMS OF THE NEW SHARES

Issuer: China SCE Group Holdings Limited

Issue date: 23 October 2026

Number of shares issued: About 1,151 million shares of New Shares, to be further announced and finalized by the Issuer.

GENERAL

For more details about the above New Notes, the MCB and the New Shares, the China SCE Notes Exchange and the China SCE Restructuring, please refer to the announcements issued by the Issuer on 3 November 2023, 28 November 2024, 26 June 2025, 7 August 2025, 4 September 2025, 16 October 2025, 20 November 2025, 13 April 2026, 27 April 2026, 18 May 2026, 28 May 2026, 17 June 2026, 21 July 2026, 21 October 2026 and 23 October 2026. The summary of principal terms of the New Notes, the MCB and the New Shares as shown above are also extracted from these announcements of the Issuer from time to time.

INFORMATION ON THE ISSUER

According to the public information available to the Board, the Issuer is an investment holding company listed on the Main Board of the Stock Exchange and its subsidiaries are principally engaged in property development, property investment, property management, project management and land development in the PRC.

INFORMATION ON THE COMPANY AND THE GROUP

The Company is incorporated in Bermuda with limited liability and its shares are listed on the Main Board of the Stock Exchange (stock code: 367).

The Group is principally engaged in property development, investment and trading, hotel operation and management, development and operation of cemetery, sales of goods and merchandises, securities investment and trading and money lending business.

DEFINITIONS

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

“Board”	the board of directors of the Company
“China SCE Notes Exchange”	the exchange of the Old China SCE Notes to the New China SCE Package in accordance with the terms of the China SCE Restructuring
“China SCE Restructuring”	the restructuring arrangements as announced by the Issuer on 3 November 2023, 28 November 2024, 26 June 2025, 7 August 2025, 4 September 2025, 16 October 2025, 20 November 2025, 13 April 2026, 27 April 2026, 18 May 2026, 28 May 2026, 17 June 2026, 21 July 2026, 21 October 2026 and 23 October 2026 which involve the China SCE Notes Exchange
“Company”	Chuang’s Consortium International Limited (莊士機構國際有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 367)
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuer”	China SCE Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1966)
“New China SCE Package”	the various new instruments to be issued by the Issuer to a wholly-owned subsidiary of the Company under the China SCE Notes Exchange, details of which are set out in the section headed “China SCE Notes Exchange” in this announcement
“Old China SCE Notes”	5.95% notes due 29 September 2024 in the principal amount of US\$3,500,000 issued by the Issuer and held by a wholly-owned subsidiary of the Company
“PRC”	The People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

By order of the Board of
Chuang’s Consortium International Limited
Albert Chuang Ka Pun
Chairman and Managing Director

Hong Kong, 26 October 2026

As at the date of this announcement, Mr. Albert Chuang Ka Pun, Mr. Richard Hung Ting Ho, Mr. Edwin Chuang Ka Fung, Miss Ann Li Mee Sum, Ms. Candy Chuang Ka Wai, Mr. Geoffrey Chuang Ka Kam and Mr. Chan Chun Man are the executive directors of the Company, and Mr. Abraham Shek Lai Him, Mr. Tony Tse Wai Chuen, Mr. Andrew Fan Chun Wah and Mr. Ng Wing Ka are the independent non-executive directors of the Company.