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SINO-OCEAN GROUP HOLDING LIMITED

遠洋集團控股有限公司

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

(Stock code: 03377)

Sino-Ocean Land Treasure Finance I Limited

遠洋地產寶財I有限公司

Sino-Ocean Land Treasure Finance II Limited

遠洋地產寶財II有限公司

Sino-Ocean Land Treasure III Limited

遠洋地產寶財III有限公司

Sino-Ocean Land Treasure IV Limited

遠洋地產寶財IV有限公司

(incorporated in the British Virgin Islands with limited liability)

(Debt stock codes: 5869, 5276, 5623, 40115, 40670, 40760, 5202)

NOTICE OF RESTRUCTURING PLAN CREDITORS MEETINGS

References are made to the announcements of Sino-Ocean Group Holding Limited (the "**Company**") dated 18 July 2024, 22 August 2024, 10 September 2024, 22 September 2024, 24 September 2024, 15 October 2024, 18 October 2024 and 21 October 2024 in relation to, among other things, the proposed offshore debt restructuring of the Company (the "**Restructuring**").

Sino-Ocean Group Holding Limited

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

Stock Code : 03377

Unless otherwise specified, terms used in this Notice have the same meanings as in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed restructuring plan between the Company and the Restructuring Plan Creditors (as defined therein) under Part 26A of the Companies Act 2006 (the “**Restructuring Plan**”). A copy of the Restructuring Plan is incorporated in the Explanatory Statement.

The Company announces that, by a sealed order dated 21 October 2024 (the “**Convening Order**”) in respect of the English RP Convening Hearing held on 18 October 2024, the High Court of Justice (Chancery Division) in England and Wales (the “**Court**”) has directed that meetings of the Restructuring Plan Creditors (the “**Restructuring Plan Meetings**”) of the Company be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Restructuring Plan.

Venue, times and video conference availability for the Restructuring Plan Meetings

The Restructuring Plan Meetings will be held on 22 November 2024 at the offices of Sidley Austin, Hong Kong at 39/F, Two International Financial Centre, 8 Finance Street, Central, Hong Kong (the “**Sidley Austin Hong Kong Office**”) with any adjournment as may be necessary or appropriate and a live video conference link to Sidley Austin London Office, as follows:

1. **Class A Creditors’ Restructuring Plan Meeting** — The Class A Creditors’ Restructuring Plan Meeting will commence at 9:30 a.m. London time, the equivalent being 5:30 p.m. Hong Kong time, or a later time immediately after the conclusion of the Hong Kong Scheme Meeting;
2. **Class B Creditors’ Restructuring Plan Meeting** — The Class B Creditors’ Restructuring Plan Meeting will commence at 10:00 a.m. London time, the equivalent being 6:00 p.m. Hong Kong time, or a later time immediately after the conclusion of the Class A Creditors’ Restructuring Plan Meeting;
3. **Class C Creditors’ Restructuring Plan Meeting** — The Class C Creditors’ Restructuring Plan Meeting will commence at 10:30 a.m. London time, the equivalent being 6:30 p.m. Hong Kong time, or a later time immediately after the conclusion of the Class B Creditors’ Restructuring Plan Meeting; and
4. **Class D Creditors’ Restructuring Plan Meeting** — The Class D Creditors’ Restructuring Plan Meeting will commence at 11:00 a.m. London time, the equivalent being 7:00 p.m. Hong Kong time, or a later time immediately after the conclusion of the Class C Creditors’ Restructuring Plan Meeting.

Restructuring Plan Creditors will be able to attend the Restructuring Plan Meetings and vote in person (or, if a corporation, by an authorised representative) or by proxy, at the Sidley Austin Hong Kong Office. Restructuring Plan Creditors will also be able to join the Restructuring Plan Meetings and vote by video conference via Zoom using dial-in details which may be obtained on request from the Information Agent.

Restructuring Plan Creditors may also dial in by telephone in listening mode by using dial-in details which may be obtained on request from the Information Agent, but it will not be possible to vote at the Restructuring Plan Meetings by telephone.

Each Restructuring Plan Creditor, or its proxy, intending to attend the applicable Restructuring Plan Meeting in person (including by authorised representative if a corporation) will be required to register its attendance at the applicable Restructuring Plan Meeting at least one (1) hour prior to its commencement. Registration at the Restructuring Plan Meetings will commence at 8:00 a.m. London time, the equivalent being 4.00 p.m. Hong Kong time on 22 November 2024 and each Restructuring Plan Creditor or, if a corporation, its authorised representative or proxy must be registered prior to the commencement of the meeting.

Any Restructuring Plan Creditor who would like to attend the applicable Restructuring Plan Meeting in person at the Sidley Austin Hong Kong Office should contact Sidley Austin LLP at the contact details below as soon as possible and in any event no later than two (2) business days before the Restructuring Plan Meeting in order for the Sidley Austin Hong Kong Office to make the necessary arrangements.

In order to vote on the Restructuring Plan and attend the Restructuring Plan Meetings in person (or, if a corporation, by a duly authorised representative) or by proxy: (i) Restructuring Plan Creditors (who are not Sanctions-Affected Creditors) must ensure that a valid Account Holder Letter and/or Lender Proxy Form is completed and lodged with the Information Agent; and (ii) Blocked Plan Creditors must ensure that a valid Blocked Creditor Form is completed and lodged with the Blocked Creditor Tabulation Agent, online at the Portal in accordance with the instructions set out in the Solicitation Packet by no later than 12 noon London time, the equivalent being 8:00 p.m. Hong Kong time, on 19 November 2024 (the **"Record Time"**).

Restructuring Plan Creditors (including Blocked Plan Creditors) may, but are not obligated to, select their election of the Selection Consideration as part of the relevant Restructuring Creditor Form to be submitted to the Information Agent/Blocked Creditor Tabulation Agent on or prior to the Record Time. In the event that the Restructuring Plan is approved by the requisite majorities at the Restructuring Plan Meetings, you may, if you wish to do so, amend your election of the Selection Consideration on or prior to the Election Deadline (being no later than three (3) Business Days after the later of the Restructuring Plan Meetings and the Hong Kong Scheme Meeting), in which the last validly submitted election will be binding. For further detail regarding elections, please refer to the Explanatory Statement.

By the Convening Order, the Court has appointed Mat Ng of Grant Thornton Recovery & Reorganisation Limited, or such other person(s) of Grant Thornton Recovery & Reorganisation Limited at its discretion, as Chairperson of the Restructuring Plan Meetings and directed that the Chairperson report the results of the Restructuring Plan Meetings to the Court.

The Restructuring Plan will be subject to the subsequent approval of the Court and to the fulfilment or waiver (as applicable) of the conditions of the Restructuring Plan as set out in the Explanatory Statement.

The application seeking sanction of the Restructuring Plan is expected to be listed during the week commencing 13 January 2025 (the **"Sanction Hearing"**). All Restructuring Plan Creditors are entitled to attend the Sanction Hearing in person or through counsel to support or oppose the sanctioning of the Restructuring Plan.

Copies of the Restructuring Plan, the Explanatory Statement and the Solicitation Packet (including samples of the documentation to be completed by or on behalf of Restructuring Plan Creditors in order to vote and/or receive Restructuring Consideration) are available to download from the Portal (<https://glas-agency.appiancloud.com/suite/sites/sino-ocean-group>). The Restructuring Creditor Forms for voting purposes (namely, the Account Holder Letter, Lender Proxy Form and Blocked Plan Creditor Form (as applicable)) are also available to download from the Portal subject to eligibility confirmation and registration or on request from the Company.

For further information please contact:

GLAS Specialist Services Limited, as the Information Agent

Portal: (<https://glas-agency.appiancloud.com/suite/sites/sino-ocean-group>)
Email: sinocean@glas.agency
(Attention: GLAS Sino-Ocean Team)
Telephone: +44 (0)20 3597 2940 (London)/+852 8009 38636 (Hong Kong)/
+65 6232 1407 (Singapore)

Houlihan Lokey (China) Limited, as the Companies' Financial Advisor

Email: Sino-Ocean@hl.com
(Attention: Houlihan Lokey Sino-Ocean Team)
Address: Suites 1903–1907, Two International Finance Centre,
8 Finance Street, Central, Hong Kong
Telephone: +852 3551 2300

Sidley Austin LLP, as the Companies' Legal Advisor

Email: SidleyProjectSOG@sidley.com
(Attention: Mark Knight)
Address: 70 St Mary Axe,
London, EC3A 8BE, UK
Telephone: +44 207 360 3600

Further announcement(s) will be made by the Company to inform the Shareholders, holders of Company's securities and other investors of the Company of any material developments relating to the Restructuring as and when appropriate.

Holders of the Company's securities and potential investors of the Company are advised to exercise caution when dealing in securities of the Company. When in doubt, they are advised to seek professional advice from their own professional or financial advisors.

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

Hong Kong, 22 October 2024

As at the date of this announcement, the board of directors of the Company comprises Mr. LI Ming, Mr. WANG Honghui, Mr. CUI Hongjie and Ms. CHAI Juan as executive directors; Mr. ZHAO Peng, Mr. ZHANG Zhongdang, Mr. YU Zhiqiang and Mr. SUN Jinfeng 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.

As at the date of this announcement, the board of directors of each of Sino-Ocean Land Treasure Finance I Limited, Sino-Ocean Land Treasure Finance II Limited, Sino-Ocean Land Treasure III Limited and Sino-Ocean Land Treasure IV Limited comprises Mr. LI Ming and Mr. YANG Leyu.