

IN THE GRAND COURT OF THE CAYMAN ISLANDS

开曼群岛大法院

FINANCIAL SERVICES DIVISION

金融服务部

FSD CAUSE NO. 89 OF 2023 (IKJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2023 REVISION)

AND

IN THE MATTER OF CHINA EVERGRANDE GROUP (中國恒大集團)

公司法第 86 条（2023 年修订）事宜

及

中国恒大集团事宜

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NOTICE OF ADJOURNMENT OF SCHEME MEETINGS

协议安排会议延期通知

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China Evergrande Group (the “**Company**”) refers to the notice of adjournment of scheme meetings issued to Scheme Creditors on 16 August 2023 (the “**Notice of Adjourned Scheme Meetings**”), a copy of which can be accessed at (i) the Transaction Website, (ii) the Company’s Website, and (iii) the websites of the SEHK and the SGX-ST. Unless otherwise defined herein, terms used in this Notice have the same meanings as in the Notice of Adjourned Scheme Meetings.

中国恒大集团（以下简称为“**公司**”）兹提述 2023 年 8 月 16 日向协议安排债权人发出的协议安排会议延期通知（以下简称为“**协议安排会议延期通知**”），该通知的副本可于(i)交易网站，(ii)公司网站，和(iii)香港联交所和新加坡交易所网站查阅。除本通知另有定义外，本通知所使用的术语与协议安排会议延期通知所使用的术语含义相同。

The Company and its information agent continue to receive multiple enquiries from Scheme Creditors in respect of the Restructuring, notwithstanding the imminent Scheme Meetings. As a result, the Company, its information agent and advisers are necessarily continuing to engage to address queries and assist the Scheme Creditors. In a restructuring of this scale and complexity, it is crucial that all Scheme Creditors, both onshore and offshore, understand the Restructuring process and the terms of the Schemes, so as to maximise creditor engagement and support informed-decision making in respect of the Restructuring.

尽管协议安排会议召开在即，公司及其信息代理人仍接连收到协议安排债权人就重组提出的多项问询。因此，公司及其信息代理人 and 顾问有必要继续致力于解答协议安排债权人的疑问并协助协议安排债权人。在如此规模和复杂的重组中，境内外全部协议安排债权人都要理解重组程

序和协议安排条款，这是至关重要的，以便最大限度地提高债权人对重组的参与度并为其知情决策提供支持。

In addition the Company has notably today resumed the trading of its shares on the HKEX, as announced by the Company on 25 August 2023, thereby satisfying a key condition precedent to the Schemes and demonstrating the Company's ongoing commitment to the Restructuring and making wider progress. A copy of the aforementioned announcement is available at: <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0825/2023082501853.pdf>. This represents a relevant new development for Scheme Creditors to take into account when considering the proposed Restructuring and the Schemes. As this impacts scheme consideration, it is incumbent on the Company to provide Scheme Creditors with sufficient time to consider such development in advance of the Scheme Meetings.

此外，需指出，如公司于2023年8月25日公告所示，公司今日已在香港联交所恢复其股票交易，从而满足了协议安排的一个关键的前提条件，并展示了公司对重组的持续承诺和所取得的更广泛的进展。上述公告的副本可于：<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0825/2023082501853.pdf>获得。这是协议安排债权人在考虑拟议的重组和协议安排时需要考虑的相关新进展。由于这影响到协议安排对价，公司有责任在协议安排会议之前为协议安排债权人提供足够的时间来考虑该进展。

In light of the above factors, the Company shall extend the time period Scheme Creditors have to consider, understand and evaluate the terms of the Schemes. It will also allow additional time for Scheme Creditors to consider the NEV transaction discussed in the Notice of Adjourned Scheme Meetings and its implications for the Scheme Creditors. As a result, the Scheme Meetings shall be adjourned by the Chairperson for a period of 29 days and then reconvened on the dates and times listed in this Notice, and certain other deadlines shall be extended as set out below.

鉴于上述因素，公司应延长协议安排债权人必须考虑、理解和评估协议安排条款的期限。这也将使协议安排债权人有更多时间考虑协议安排会议延期通知中所讨论的恒大新能源汽车的交易及其对协议安排债权人的影响。因此，主席应将协议安排会议延期29天且随后在本通知所列日期和时间重新召开协议安排会议，并应按下文规定延长某些其他截止日期。

This period provides Scheme Creditors with the advantage of appropriate further time to understand and evaluate the Schemes and these recent developments (including for enquiries to be addressed); while still enabling the Restructuring Effective Date to occur in early November (provided it is possible to adjourn the Scheme Sanction Hearings to early October 2023). This represents an extension of approximately one month and remains well within the overall anticipated timeline, noting the existing Longstop Date of 15 December 2023. Thereby the timetable remains in line with Scheme Creditor expectations for implementation of the Restructuring.

这一时段的好处是适当地为协议安排债权人提供了更多时间来理解和评估协议安排及其这些最近的进展（包括待解决的问询）；同时仍使重组生效日可在11月初发生（前提是有可能将协议安排批准聆讯延期至2023年10月初）。需指出目前的最后期限日为2023年12月15日，这意味着约一个月的延期仍完全符合整体的预计时间表。因此，该时间表仍符合协议安排债权人对实施重组的期待。

Needless to say, the Company, its information agent and advisers remain on hand to assist Scheme Creditors with their enquiries during this time.

毋庸赘述，在此期间公司及其信息代理人 and 顾问将继续协助解答协议安排债权人的问询。

### **Adjourned Scheme Meetings and changes to voting deadlines**

## 延期后的协议安排会议及投票截止日期的变化

As a result of the matters set out in this Notice:

如本通知所述:

1. The Scheme Meetings to be held on 28 August 2023 are to be adjourned on their commencement to **26 September 2023** at the following times:

原定于 2023 年 8 月 28 日举行的协议安排会议将按照以下时间延期至 **2023 年 9 月 26 日**:

- (a) Hong Kong Scheme – The Class A Scheme Meeting: 8:00 p.m. (Hong Kong time) / 7:00 a.m. (Cayman Islands time);

香港协议安排 — A 组协议安排会议: 下午 8 时 (香港时间) / 上午 7 时 (开曼群岛时间);

- (b) Cayman Scheme – The Class A Scheme Meeting: 8:45 p.m. (Hong Kong time) / 7:45 a.m. (Cayman Islands time) (or, if later, as soon as the Class A Scheme Meeting for the Hong Kong Scheme has concluded);

开曼协议安排 — A 组协议安排会议: 下午 8 时 45 分 (香港时间) / 上午 7 时 45 分 (开曼群岛时间) (或者, 如较迟, 在香港协议安排的 A 组协议安排会议结束后尽快举行);

- (c) Hong Kong Scheme – The Class C Scheme Meeting: 9:30 pm (Hong Kong time) / 8:30 a.m. (Cayman Islands time) (or, if later, as soon as the Class A Scheme Meeting for the Cayman Scheme has concluded); and

香港协议安排 — C 组协议安排会议: 下午 9 时 30 分 (香港时间) / 上午 8 时 30 分 (开曼群岛时间) (或者, 如较迟, 在开曼协议安排的 A 组协议安排会议结束后尽快举行); 及

- (d) Cayman Scheme – The Class C Scheme Meeting: 10:15 pm (Hong Kong time) / 9:15 a.m. (Cayman Islands time) (or, if later, as soon as the Class C Scheme Meeting for the Hong Kong Scheme has concluded).

开曼协议安排 — C 组协议安排会议: 下午 10 时 15 分 (香港时间) / 上午 9 时 15 分 (开曼群岛时间) (或者, 如较迟, 在香港协议安排的 C 组协议安排会议结束后尽快举行)。

The venue of the Scheme Meetings will remain as the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance St, Central, Hong Kong.

协议安排会议的地点仍为盛德律师事务所办公室, 位于香港中环金融街 8 号国际金融中心二期 39 楼。

2. The **Custody Instruction Deadline** (which is relevant for Class A Noteholders, Dongpo Noteholders and Lake Noteholders that are not a Blocked Scheme Creditor) has been extended to **5:00 p.m. (Hong Kong time) / 4:00 a.m. (Cayman Islands time) on 18 September 2023**.

**托管指示截止日期**（与 A 组票据持有人、眉山项目票据持有人和湘阴项目票据持有人有关，但该等债权人非受限协议安排债权人）已延长至 **2023 年 9 月 18 日下午 5 时（香港时间）/上午 4 时（开曼群岛时间）**。

3. The **Voting Record Time** for the Schemes, being the deadline for the submission (or re-submission) of the relevant forms in order to vote on the Schemes and attend the reconvened Scheme Meetings, has been extended to **5:00 p.m. (Hong Kong time) on 20 September 2023, the equivalent time being 4:00 a.m. (Cayman Islands time) on 20 September 2023.**

协议安排的“**投票记录时间**”，即提交（或重新提交）有关表格以就协议安排进行投票和出席协议安排延期会议的截止日期，已延长至 **2023 年 9 月 20 日下午 5 时（香港时间）**，相当于开曼群岛时间 **2023 年 9 月 20 日上午 4 时**。

Custody Instructions (if applicable) validly submitted will remain valid and irrevocable. Scheme Creditors who have submitted a validly completed Scheme Creditor Form through the Portal or Blocked Scheme Creditor Form (as applicable) are not required to resubmit the relevant form to the Information Agent or GLAS, respectively, as a result of the matters set out in this Notice unless they wish to make changes to the information submitted in the Scheme Creditor Form or Blocked Scheme Creditor Form (as applicable), including changing their vote as a result of further considering the terms of the Schemes.

有效提交的托管指示（如适用）将仍有效且不可撤销。已通过门户网站或受限协议安排债权人表格（按所适用的）提交了有效填写的协议安排债权人表格的协议安排债权人，无需因本通知所述事项而分别向信息代理人或 GLAS 重新提交相关表格，除非他们希望更改协议安排债权人表格或受限协议安排债权人表格（如适用）中所提交的信息，包括在进一步考虑协议安排的条款后更改其投票。

### **Adjournment and relisting of Scheme Sanction Hearings**

#### **协议安排批准聆讯的延期和重新列入议事日程**

The Cayman Scheme Sanction Hearing was scheduled to take place at 10.00 a.m. Cayman Islands time (11.00 p.m. Hong Kong time) on 1 September 2023. The Hong Kong Scheme Sanction Hearing was scheduled to take place at 10:00 a.m. Hong Kong time on 5 and 6 September 2023 (to be fixed by the Hong Kong Court) (9:00 p.m. Cayman Islands time on 4 and 5 September 2023). Both Scheme Sanction Hearings will need to be adjourned and relisted in order to accommodate the adjournment of the Scheme Meetings set out in this Notice.

开曼协议安排批准聆讯原定于开曼群岛时间 2023 年 9 月 1 日上午 10 时（香港时间晚上 11 时）举行。香港协议安排批准聆讯原定于香港时间 2023 年 9 月 5 日及 6 日上午 10 时举行（由香港法院裁定）（开曼群岛时间为 2023 年 9 月 4 日和 5 日下午 9 时）。为配合本通知所载协议安排会议的延期，两项批准聆讯均须延期及重新列入议事日程。

The Company will contact the Cayman Court and the Hong Kong Court to request the adjournment and relisting of the Scheme Sanction Hearings to dates as soon as practicable after the adjourned Scheme Meetings, and will publish a further notice at a later time to confirm the outcome of such discussions.

公司将联系开曼法院和香港法院以请求在协议安排会议延期后在实际可行的情况下尽快将协议安排批准聆讯延期及重新列入议事日程，并将随后发布进一步通知以确认该等讨论的结果。

Any Scheme Creditor is entitled (but not obliged) to attend the Scheme Sanction Hearings, through legal counsel, to support or oppose the approval and sanction of the Schemes.

任何协议安排债权人都有权（但无义务）通过法律顾问参加协议安排批准聆讯，以支持或反对协议安排的许可和批准。

## **Media reports in relation to Chapter 15 application for *recognition* of the Schemes**

### **有关第 15 章申请承认协议安排的媒体报道**

The Company is aware of numerous media reports which have wholly mischaracterized the Chapter 15 restructuring *recognition* process occurring in New York. Contrary to such media reports, the Company has no operations or material assets in the US nor is it subject to any pending or threatened litigation in the US. Rather, Chapter 15 recognition of the foreign Schemes is a normal feature of virtually every major scheme of arrangement involving New York law governed debts in the last decade, and was expressly contemplated in the Schemes (to ensure recognition of the compromise of the New York law governed bonds pursuant to the Schemes under New York law).

公司了解到许多媒体报道完全错误地描述了纽约的第 15 章重组承认程序。与媒体报道相反，公司在美国并无运作或重大资产也没有在美国受到任何未决或威胁诉讼的影响。相反，第 15 章的承认该等外国协议安排是过去十年来几乎每一项涉及纽约州法律管辖的债务的主要协议安排都会有的正常特征，并且在协议安排中得到明确考虑（以确保纽约州法律管辖的债券根据该协议安排的妥协于纽约州法律下得到承认）。

The Company hopes that directly addressing these mischaracterizations further demonstrates its good faith to achieving the Restructuring, clarifies the media position, and promotes understanding in Scheme Creditors of the Restructuring process.

通过直接纠正该等错误描述，公司希望进一步表明其实现重组的诚意，澄清媒体立场并促进协议安排债权人对重组程序的理解。

Despite the difficulties faced by the Group, the Group remains focused on acting responsibly and in the best interests of its onshore creditors, offshore creditors, and wider stakeholders.

尽管集团面对困难，但集团仍然专注于负责行事，为其境内外的债权人和更广泛的利益相关者的最佳利益行事。

### **SCHEME CREDITORS (OTHER THAN BLOCKED SCHEME CREDITORS<sup>1</sup>) REQUIRING ASSISTANCE SHOULD CONTACT:**

**需要协助的协议安排债权人（受限协议安排债权人除外）应联络：**

#### **Morrow Sodali Limited**

Telephone: in Hong Kong +852 2319 4130; in London +44 20 4513 6933  
电话： 香港： +852 2319 4130； 伦敦： +44 20 4513 6933

Email: [evergrande@investor.morrowsodali.com](mailto:evergrande@investor.morrowsodali.com)  
电子邮件：

Attention: Debt Services Team  
收件人：

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<sup>1</sup> As defined in the Explanatory Statement and the Schemes.  
如解释性声明和协议安排所定义。

Transaction Website: <https://projects.morrowsodali.com/evergrande>  
交易网站:

Portal: <https://portal.morrowsodali.com/EvergrandeScheme>  
门户网站:

**ANY BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:**  
任何需要协助的受限协议安排债权人应联络:

**GLAS Specialist Services Limited**

Email: [lm@glas.agency](mailto:lm@glas.agency)  
电子邮件:

Attention: Liability Management Team  
收件人:

**FOR COMPANY ANNOUNCEMENTS REGARDING THE SCHEMES (INCLUDING  
THOSE RELEVANT TO BLOCKED SCHEME CREDITORS)**

与有关本协议安排的公司公告（包括有关受限协议安排债权人的公告）

Company's Website: [www.evergrande.com](http://www.evergrande.com)  
公司网站:

HKEX news website of the SEHK: <https://www.hkexnews.hk/>  
香港联交所的披露易网站:

SGX-ST website: <https://www.sgx.com/>  
新交所网站:

**CHINA EVERGRANDE GROUP (中國恒大集團)**

Dated: 28 August 2023  
日期: 2023 年 8 月 28 日