



## NOTICE TO HOLDERS

**THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.**

**If you have recently sold or otherwise transferred your holding(s) of Notes (as defined below), you should immediately forward this notice to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Notes, you should retain a copy of this notice and consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.**

April 3, 2023

### SCENERY JOURNEY LIMITED (the “Issuer”)

**13.00% Senior Notes due 2022 (ISIN: XS1903671854; Common Code: 190367185) (the “13.00% Notes”);**

**13.75% Senior Notes due 2023 (ISIN: XS1903671938; Common Code: 190367193) (the “13.75% Notes”);**

**11.5% Senior Notes due 2022 (ISIN: XS2109191986; Common Code: 210919198) (the “11.5% Notes”); and**

**12.0% Senior Notes due 2023 (ISIN: XS2109192109; Common Code: 210919210) (the “12.0% Notes”).**

Reference is made to

- (i) the indenture dated November 6, 2018 (as supplemented or amended from time to time, the “**13.00% Notes Indenture**”) by and among the Issuer, Tianji Holding Limited (天基控股有限公司), Hengda Real Estate Group Co., Ltd. (恒大地產集團有限公司), the Subsidiary Guarantors listed in Schedule I thereto and Citicorp International Limited, as trustee (the “**13.00% Notes Trustee**”), governing the 13.00% Notes;
- (ii) the indenture dated November 6, 2018 (as supplemented or amended from time to time, the “**13.75% Notes Indenture**”) by and among the Issuer, Tianji Holding Limited (天基控股有限公司), Hengda Real Estate Group Co., Ltd. (恒大地產集團有限公司), the Subsidiary Guarantors listed in Schedule I thereto and Citicorp International Limited, as trustee (the “**13.75% Notes Trustee**”), governing the 13.75% Notes;
- (iii) the indenture dated November 6, 2018 (as supplemented or amended from time to time, the “**11.5% Notes Indenture**”) by and among the Issuer, Tianji Holding Limited (天基控股有限公司), Hengda Real Estate Group Co., Ltd. (恒大地產集團有限公司), the Subsidiary Guarantors listed in Schedule I

thereto and Citicorp International Limited, as trustee (the “**11.5% Notes Trustee**”), governing the 11.5% Notes; and

(iv) the indenture dated January 24, 2020 (as supplemented or amended from time to time, the “**12.0% Notes Indenture**”, and together with the 13.00% Notes Indenture, the 13.75% Notes Indenture and the 11.5% Notes Indenture, the “**Indentures**”) by and among the Issuer, Tianji Holding Limited (天基控股有限公司), Hengda Real Estate Group Co., Ltd. (恒大地產集團有限公司), the Subsidiary Guarantors listed in Schedule I thereto and Citicorp International Limited, as trustee (the “**12.0% Notes Trustee**”, and together with the 13.00% Notes Trustee, the 13.75% Notes Trustee and the 11.5% Notes Trustee, the “**Trustees**”), governing the 12.0% Notes, and together with the 13.00% Notes, the 13.75% Notes and the 11.5% Notes, the “**Notes**”).

Capitalized terms used but not defined in this notice have the meanings given to such terms in the Indentures.

#### ***Company’s stock exchange announcement***

NOTICE IS HEREBY GIVEN to the Holders that China Evergrande Group (the “**Company**”) made an announcement dated March 22, 2023 on The Stock Exchange of Hong Kong (the “**Announcement**”) in relation to its proposed offshore debt restructuring of the Notes.

The Announcement can be accessed here:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0322/2023032201427.pdf>.

#### ***Rights and protections of the Trustees under the Indentures***

Section 7.02(d) of the Indentures provide, “*The Trustee will be under no obligation to exercise any of the rights or powers vested in it by this Indenture, or to institute conduct or defend any litigation hereunder or in relation hereto at the request or direction of any of the Holders, unless such Holders have offered to the Trustee security and/or indemnity satisfactory to it against any loss, action, proceeding, claim, penalty, damages, cost, expense, disbursement or other liability that might be suffered or incurred by it in compliance with such request or direction.*

#### ***Contact details of the Trustees***

If you have any questions regarding this notice, you may contact the Trustees by e-mail to: [evergrande.trustee@citi.com](mailto:evergrande.trustee@citi.com), attention: Agency & Trust.

#### ***Contact details of the Issuer***

If you have any questions regarding the Announcement, you may contact the Issuer’s financial advisor Houlihan Lokey (China) Limited by e-mail to: [Evergrande@HL.com](mailto:Evergrande@HL.com).

#### ***Reservation of rights***

This notice is given without prejudice to the rights of the Trustees under the Indentures and at law. The Trustees expressly reserves all of the rights, powers, claims and remedies available to it under the Indentures and applicable law. No delay or forbearance by the Trustees to exercise any right or remedy accruing upon the occurrence of a Default, an Event of Default or similar event under the terms of the Indentures, other documentation relating thereto or

under applicable law, shall impair any such right or remedy or constitute a waiver thereof or an acquiescence therein.

**The Trustees provides this notice for the information of Holders but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy therein. Holders should monitor sources of information (including stock exchange announcements of the Company) themselves and the Trustees accepts no obligation or duty to do so on their behalf. The Trustees makes no recommendations and gives no legal or investment advice herein or as to the Notes generally. Holders should take and rely on their own independent legal and financial advice, and may not rely on advice or information provided to the Trustees, statements as to the legal position included in notices issued by the Trustees relating to the Notes or otherwise or the views of the Trustees expressed herein or otherwise.**

The Trustees expressly reserves its rights under the Indentures, including without limitation, any right to recover in full its fees and costs (including, without limitation, fees and costs incurred or to be incurred by the Trustees in performing its duties, indemnities owing to or to become owing to the Trustees, compensation for the Trustees' time spent, and reimbursement for the fees and expenses of legal counsel and other agents and advisers it employs in performing its duties or to pursue remedies) and its rights, prior to exercising any rights or powers in connection with the Indentures at the request or direction of any Holder of the Notes to receive security, prefunding and/or indemnity satisfactory to it against all costs, expenses, and liabilities that might be incurred in compliance therewith, and all rights that may be available to it under applicable law or otherwise.

**The ISINs and Common Codes for the Notes appearing herein have been included solely for the convenience of the Holders. Citicorp International Limited assumes no responsibility for the selection or use of such number. No representation has been made as to the correctness or accuracy of such number, either as printed on the Notes or as contained in this notice.**

This notice is given by  
**CITICORP INTERNATIONAL LIMITED**  
in its capacity as Trustees of the Notes