



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.

March 13, 2023

JINKE PROPERTY GROUP CO., LTD (the “Company”)

6.85% Senior Notes due 2024 (the “Notes”)

ISIN: XS2338347003 | Common Code: 233834700

Reference is made to the indenture dated May 28, 2021 (as supplemented or amended from time to time, the “**Indenture**”) by and between the Company, as issuer and Citicorp International Limited, as trustee (the “**Trustee**”), governing the Notes.

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

Letters to the PRC Regulators

NOTICE IS HEREBY GIVEN to the Holders that the Trustee received a copy of letters (the “**Letters**”) dated March 3, 2023 addressed to regulators in the PRC namely (i) Chongqing Local Financial Supervision and Administration Bureau, (ii) China Securities Regulatory Commission Chongqing Bureau, and (iii) Shenzhen Stock Exchange (together, the “**PRC Regulators**”), purporting to be from Holders of at least 50% in aggregate principal amount of the Notes then outstanding.

A copy of the Letters is attached as Annex A hereto.

Contact details of the Trustee

If you have any questions regarding this notice, you may contact the Trustee by e-mail to: at.tmg.trustee@citi.com, attention: Agency & Trust.

Reservation of rights

This notice is given without prejudice to the rights of the Trustee under the Indenture and at law. The Trustee expressly reserves all of the rights, powers, claims and remedies available to it under the Indenture and applicable law. No delay or forbearance by the Trustee 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 Indenture, 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 Trustee 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 Trustee accepts no obligation or duty to do so on their behalf. The Trustee 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 Trustee, statements as to the legal position included in notices issued by the Trustee relating to the Notes or otherwise or the views of the Trustee expressed herein or otherwise.

The Trustee expressly reserves its rights under the Indenture, 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 Trustee in performing its duties, indemnities owing to or to become owing to the Trustee, compensation for the Trustee's 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 Indenture 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 ISIN and Common Code 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 Trustee of the 6.85% Senior Notes due 2024

ANNEX A

Letters from PRC Regulators dated March 3, 2023

March 3, 2023

To: Chongqing Local Financial Supervision and Administration Bureau

With a copy to:

Citicorp International Limited (the “Trustee”)

18th Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong
Tel: +852.2912.2500 Fax: +852.2912.2600
www.lw.com
香港中環康樂廣場八號交易廣場第一座十八樓

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Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

Re: **Letter on Request to Supervise the Repayment of Offshore Notes of Jinke Property Group Co., Ltd.**

To Chongqing Local Financial Supervision and Administration Bureau;

We represent an ad-hoc group of noteholders (the “AHG”) who holds not less than 50% of the outstanding principal of the US\$325,000,000 6.85% Notes Due 2024 (the “USD Notes”) issued by Jinke Property Group Co., Ltd. (“Jinke”). We are instructed by the AHG to send this letter to you.

By way of background, interest under the USD Notes of Jinke is payable semi-annually in arrears on May 28 and November 28 of each year. Jinke failed to make any payment in respect of the interest due on November 28, 2022, and such payment remains outstanding and unpaid as at the date of this letter. Under the indenture dated on or about May 28, 2021 (the “Indenture”) executed between the Issuer and Trustee that governs the USD Notes, a default in the payment of interest on the USD Notes when the same becomes due and payable constitutes an Event of Default if such default continues for a period of 30 consecutive days. Following the occurrence of an Event of Default under the Indenture, holders of 25% of the aggregate principal amount of the USD Notes are entitled to declare the principal of, premium (if any), and accrued and unpaid interest on the USD Notes to be immediately due and payable. On December 28, 2022, an Event of Default occurred due to Jinke’s failure to make payment of the outstanding interest and the expiry of the applicable grace period. We wrote to Jinke on behalf of the AHG on December 13, 2022 and January 17, 2023, respectively, demanding that

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Benjamin B. R. Carale
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Benjamin P. Su (New York)
Daying Zhang (New York)

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it pay the outstanding interest on the USD Notes. We also served a notice of acceleration on Jinke on February 8, 2023 requesting Jinke to immediately pay the principal on the USD Notes and the interest accrued thereon (see the appendix attached hereto).

Notwithstanding these demands, Jinke has failed to respond to our demands to date, to establish any informal and formal communication with the AHG, and it has not paid any principal of or interest on the USD Notes.

Despite the fact that the USD Notes shall have an equal treatment with the onshore medium-term notes and corporate bonds issued by Jinke (“**Onshore Bonds**”), and members of the AHG, being significant holders of the USD Notes, are collectively material stakeholders of Jinke, the company has failed to provide any form of restructuring terms to the USD Notes holders while has been actively engaging with its holders of the Onshore Bonds and completed the restructuring of several Onshore Bonds.

We also note that Jinke published an announcement on February 27, 2023, disclosing its failure to make the payment of an outstanding amount of RMB50 million due on February 25, 2023 in respect of the onshore medium-term notes with the note short name of “20 Jinke Property MTN002”. Clearly, Jinke recognises that it owes payment obligations to its onshore bond investors.

As an A-share listed company and a respected enterprise in Chongqing, Jinke has established a good corporate image and public reputation in the real estate industry as well as the domestic and overseas capital markets over the years. However, Jinke has repeatedly defaulted in payment of all amounts due under onshore and offshore notes in recent months, causing serious harm to the interests of both domestic and overseas investors. Jinke has also demonstrated no sincerity or willingness to comply with its legal obligations by making payment of any amounts due under the USD Notes, ignoring the expectation and trust that the domestic and overseas investors have in relation to the company.

We believe that all levels of government and regulatory bodies within the PRC effectively perform their supervisory functions so as to maintain market stability, ensure that the legitimate rights and interests of both onshore and offshore investors are properly safeguarded and to create a favorable environment for future investments. We hope that relevant authorities can firmly implement the requirements and instructions of the Central Economic Work Conference and the relevant meetings of the Financial Stability and Development Commission of The State Council, fulfill their regulatory and jurisdictional responsibilities in accordance with market-oriented principles and international standards, urge all types of market entities to strictly fulfill their entity responsibilities, and establish a sound and stable local financial environment. At the same time, we also hope relevant authorities can uphold a "zero tolerance" attitude, maintain market fairness and order, severely punish all kinds of "debt evasion" behavior, and protect the legitimate rights and interests of investors. What we do not wish to see is Jinke following the footsteps of a handful of other Chinese corporates in engaging in debt evasion, as that could add to the misconception of Chinese companies defrauding investors, and will in turn tarnish China's reputation in the international markets. Having regard to the fact that Jinke has so far been disregarding its offshore liabilities, if the Chongqing Local Financial Supervision and Administration Bureau fails to intervene in a timely manner to rectify Jinke's missteps, both onshore and offshore creditors of Jinke will

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likely suffer even greater losses and may ultimately losing their entire investments, and that will have an adverse ripple effect on the stability of Chongqing's financial market.

In conclusion, we respectfully request that Chongqing Local Financial Supervision and Administration Bureau play an active role in maintaining order in Chongqing's financial market and supervising Jinke to ensure that it fulfills its duties as a debtor immediately by resuming its communications with domestic and overseas investors and repaying its debts as soon as possible, with a view to safeguarding the interest of creditors. Although the AHG do not want to escalate matters further, they will have no choice but to take formal legal steps and actions against Jinke in the People's Republic of China and other relevant jurisdictions, including but not limited to initiating bankruptcy proceedings against Jinke, if it fails to pay the outstanding amount due under the USD Notes to the AHG by end of March 2023 or present a restructuring plan in relation to the USD Notes to the satisfaction of the AHG by the end of March 2023.

If you have any questions about this letter and related matters, please feel free to contact Latham & Watkins LLP (at +852 2912 2500).

Yours faithfully,

Latham & Watkins LLP
of LATHAM & WATKINS LLP
瑞生国际律师事务所有限法律责任合伙

March 3, 2023

To: China Securities Regulatory Commission Chongqing Bureau

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Hong Kong
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www.lw.com
香港中環康樂廣場八號交易廣場第一座十八樓

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Hamburg	Shanghai
Hong Kong	Silicon Valley
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With a copy to:

Citicorp International Limited (the “Trustee”)

Re: **Letter on Request to Supervise the Repayment of Offshore Notes of Jinke Property Group Co., Ltd.**

To China Securities Regulatory Commission Chongqing Bureau;

We represent an ad-hoc group of noteholders (the “AHG”) who holds not less than 50% of the outstanding principal of the US\$325,000,000 6.85% Notes Due 2024 (the “USD Notes”) issued by Jinke Property Group Co., Ltd. (“Jinke”) (Stock code: 000656). We are instructed by the AHG to send this letter to you.

By way of background, interest under the USD Notes of Jinke is payable semi-annually in arrears on May 28 and November 28 of each year. Jinke failed to make any payment in respect of the interest due on November 28, 2022, and such payment remains outstanding and unpaid as at the date of this letter. Under the indenture dated on or about May 28, 2021 (the “Indenture”) executed between the Issuer and Trustee that governs the USD Notes, a default in the payment of interest on the USD Notes when the same becomes due and payable constitutes an Event of Default if such default continues for a period of 30 consecutive days. Following the occurrence of an Event of Default under the Indenture, holders of 25% of the aggregate principal amount of the USD Notes are entitled to declare the principal of, premium (if any), and accrued and unpaid interest on the USD Notes to be immediately due and payable. On December 28, 2022, an Event of Default occurred due to Jinke’s failure to make payment

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of the outstanding interest and the expiry of the applicable grace period. We wrote to Jinke on behalf of the AHG on December 13, 2022 and January 17, 2023, respectively, demanding that it pay the outstanding interest on the USD Notes. We also served a notice of acceleration on Jinke on February 8, 2023 requesting Jinke to immediately pay the principal on the USD Notes and the interest accrued thereon (see the appendix attached hereto).

Notwithstanding these demands, Jinke has failed to respond to our demands to date, to establish any informal and formal communication with the AHG, and it has not paid any principal of or interest on the USD Notes.

Despite the fact that the USD Notes shall have an equal treatment with the onshore medium-term notes and corporate bonds issued by Jinke (“**Onshore Bonds**”), and members of the AHG, being significant holders of the USD Notes, are collectively material stakeholders of Jinke, the company has failed to provide any form of restructuring terms to the USD Notes holders while has been actively engaging with its holders of the Onshore Bonds and completed the restructuring of several Onshore Bonds.

We also note that Jinke published an announcement on February 27, 2023, disclosing its failure to make the payment of an outstanding amount of RMB50 million due on February 25, 2023 in respect of the onshore medium-term notes with the note short name of “20 Jinke Property MTN002”. Clearly, Jinke recognises that it owes payment obligations to its onshore bond investors.

As a SZSE listed company and a respected enterprise in Chongqing, Jinke has established a good corporate image and public reputation in the real estate industry as well as the domestic and overseas capital markets over the years. However, Jinke has repeatedly defaulted in payment of all amounts due under onshore and offshore notes in recent months, causing serious harm to the interests of both domestic and overseas investors. Jinke has also demonstrated no sincerity or willingness to comply with its legal obligations by making payment of any amounts due under the USD Notes, ignoring the expectation and trust that the domestic and overseas investors have in relation to the company.

We believe that all levels of government and regulatory bodies within the PRC effectively perform their supervisory functions so as to maintain market stability, ensure that the legitimate rights and interests of both onshore and offshore investors are properly safeguarded and to create a favorable environment for future investments. We hope that relevant authorities can firmly implement the requirements and instructions of the Central Economic Work Conference and the relevant meetings of the Financial Stability and Development Commission of The State Council, fulfill their regulatory and jurisdictional responsibilities in accordance with market-oriented principles and international standards, urge all types of market entities to strictly fulfill their entity responsibilities, and establish a sound and stable local financial environment. At the same time, we also hope relevant authorities can uphold a "zero tolerance" attitude, maintain market fairness and order, severely punish all kinds of "debt evasion" behavior, and protect the legitimate rights and interests of investors. What we do not wish to see is Jinke following the footsteps of a handful of other Chinese corporates in engaging in debt evasion, as that could add to the misconception of Chinese companies defrauding investors, and will in turn tarnish China's reputation in the international markets. Having regard to the fact that Jinke has so far been disregarding its offshore liabilities, if China Securities Regulatory Commission Chongqing Bureau fails to intervene in a timely manner to

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rectify Jinke's missteps, both onshore and offshore creditors of Jinke will likely suffer even greater losses and may ultimately losing their entire investments, and that will have an adverse ripple effect on the stability of Chongqing's financial market.

In conclusion, we respectfully request that China Securities Regulatory Commission Chongqing Bureau play an active role in performing self-regulatory duties and maintaining order in the securities market and issue supervision letter to Jinke or take any other supervision measures, ensuring that it fulfills its duties as a debtor immediately by resuming its communication with the domestic and overseas investors and repaying the debts as soon as possible, with a view to safeguarding the interest of creditors. Although the AHG do not want to escalate matters further, they will have no choice but to take formal legal steps and action against Jinke in the People's Republic of China and other relevant jurisdictions, including but not limited to initiating bankruptcy proceedings against Jinke, if it fails to pay any outstanding amount due under the USD Notes to the AHG by end of March 2023 or provides a restructuring plan in relation to the USD Notes to the satisfaction of the AHG by the end of March 2023.

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瑞生国际律师事务所有限法律责任合伙

March 3, 2023

To: Shenzhen Stock Exchange

With a copy to:

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losing their entire investments, and that will have an adverse ripple effect on the stability of PRC's securities market.

In conclusion, we respectfully request that Shenzhen Stock Exchange play an active role in performing self-regulatory duties and maintaining order in the securities market and issue supervision letter to Jinke or take any other supervision measures, ensuring that it fulfills its duties as a debtor immediately by resuming its communication with the domestic and overseas investors and repaying the debts as soon as possible, with a view to safeguarding the interest of creditors. Although the AHG do not want to escalate matters further, they will have no choice but to take formal legal steps and action against Jinke in the People's Republic of China and other relevant jurisdictions, including but not limited to initiating bankruptcy proceedings against Jinke, if it fails to pay any outstanding amount due under the USD Notes to the AHG by end of March 2023 or provides a restructuring plan in relation to the USD Notes to the satisfaction of the AHG by the end of March 2023.

If you have any questions about this letter and related matters, please feel free to contact Latham & Watkins LLP (at +852 2912 2500).

Yours faithfully,

Latham & Watkins LLP

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瑞生国际律师事务所有限法律责任合伙

该信件为英文信件的中文译本并仅供启者参考。若信件的中英文版本有任何不一致，概以英文版本为准。

LATHAM & WATKINS LLP
瑞生國際律師事務所有限法律責任合夥

2023年3月3日

致：重庆市地方金融监督管理局

抄送：

花旗国际有限公司（“信托人”）

18th Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong
Tel: +852.2912.2500 Fax: +852.2912.2600
www.lw.com
香港中環康樂廣場八號交易廣場第一座十八樓

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Madrid	Washington, D.C.

关于：恳请督改金科地产集团股份有限公司履行境外债还款义务的函

尊敬的重庆市地方金融监督管理局领导：

关于金科地产集团股份有限公司（“金科”）发行的2024年到期的325,000,000美元票息6.85%债券（“美元债券”），我方代表持有上述美元债券50%以上的美元债券持有人特设小组成员（“特设小组”），并根据特设小组的指示向贵方发送本函。

此次致函的背景是，金科的美元债券每半年到期并应在每年5月28日和11月28日支付，截至今日，金科仍未就2022年11月28日到期的利息支付任何款项。根据发行人及信托人于2021年5月28日或该日前后签署的契约（“契约”），在美元债券利息付款到期应付时逾期拖欠利息款项且拖欠时间持续超过30天，即构成违约事件。根据契约，如果发生违约事件，拥有美元债券本金超过25%的债券持有人有权宣布债券的本金额、溢价（如有）以及应付未付的利息立刻到期并应立刻被支付。2022年12月28日，由于金科在宽限期内仍未支付利息，违约事件已经发生。我们曾于2022年12月13日和2023年1月17日代表特设小组向金科发送了函件要求支付逾期未支付的美元债券的利息，并于2023年2月8日向金科发送加速到期通知，要求金科立即支付美元债券的本金和利息（见附件）。

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尽管我们提出了这些要求，截至目前，金科没有任何对我方的回复，没有与特设小组建立任何正式或者非正式的沟通，也没有对美元债券的本金或利息进行任何的偿付。

尽管美元债券应与金科发行的中期票据及公司债券(“境内债券”)享有同等待遇，且作为美元债券重要持有人的特设小组成员整体而言是金科的主要利益方，但公司在积极与境内债券持有人接触并完成了若干境内债券重组的同时，未能向美元债券持有人提供任何形式的重组条款。

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金科作为A股上市公司和重庆市的龙头上市企业，多年来在房地产行业以及境内外资本市场树立了良好的形象和口碑。然而，金科最近接二连三在境内外的债券中违约，严重损害了境内外投资者的利益。并且金科没有展现出任何遵守其法律义务并偿债的诚意和意愿，罔顾了境内外投资者的期待与信任。

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综上，我们恳请重庆市地方金融监督管理局积极维护重庆金融市场秩序，监管金科立即履行其作为债务人的职责，与境内外投资者重建沟通渠道并尽快清偿债权，切实保障债权人的利益。尽管特设小组并不希望事态升级，但如果金科在今年3月底之前仍未向特设小组支付美元债券到期未偿付金额，或提供令其满意的美元债券重组计划，特设小组将别无选择，只能对金科在中华人民共和国境内及其他相关司法辖区采取法律措施，包括但不限于申请破产程序。

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瑞生國際律師事務所有限法律責任合夥

2023年3月3日

致：中国证券监督管理委员会重庆监管局

18th Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong
Tel: +852.2912.2500 Fax: +852.2912.2600
www.lw.com
香港中環康樂廣場八號交易廣場第一座十八樓

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Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

抄送：

花旗国际有限公司（“信托人”）

关于：恳请督改金科地产集团股份有限公司履行境外债还款义务的函

尊敬的中国证券监督管理委员会重庆监管局领导：

关于金科地产集团股份有限公司（“金科”）（证券代码：000656）发行的 2024 年到期的 325,000,000 美元票息 6.85% 债券（“美元债券”），我方代表持有上述美元债券 50% 以上的美元债债券持有人特设小组成员（“特设小组”），并根据特设小组的指示向贵方发送本函。

此次致函的背景是，金科的美元债券每半年到期并应在每年 5 月 28 日和 11 月 28 日支付，截至今日，金科仍未就 2022 年 11 月 28 日到期的利息支付任何款项。根据发行人及信托人于 2021 年 5 月 28 日或该日前后签署的契约（“契约”），在美元债券利息付款到期应付时逾期拖欠利息款项且拖欠时间持续超过 30 天，即构成违约事件。根据契约，如果发生违约事件，拥有美元债券本金超过 25% 的债券持有人有权宣布债券的本金额、溢价（如有）以及应付未付的利息立刻到期并应立刻被支付。2022 年 12 月 28 日，由于金科在宽限期内仍未支付利息，违约事件已经发生。我们曾于 2022 年 12 月 13 日和 2023 年 1 月 17 日代表特设小组向金科发送了函件要求支付逾期未支付的美

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元债券的利息，并于 2023 年 2 月 8 日向金科发送加速到期通知，要求金科立即支付美元债券的本金和利息（见附件）。

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综上，我们恳请中国证券监督管理委员会重庆监管局积极履行自律监管职责，维护证券市场秩序，通过出具监管函或其他形式要求金科立即履行其作为债务人的职责，与境内外投资者重建沟通渠道并尽快清偿债权，切实保障债权人的利益。尽管特设小组并不希望事态升级，但如果金科在今年 3 月底之前仍未向特设小组支付美元债券到期未偿付金额，或提供令其满意的美元债券重组计划，特设小组将别无选择，只能对金科在中华人民共和国境内及其他相关司法辖区采取法律措施，包括但不限于申请破产程序。

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瑞生國際律師事務所有限公司法律責任合夥

2023年3月3日

致：深圳证券交易所
上市公司管理一部
上市公司管理二部

18th Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong
Tel: +852.2912.2500 Fax: +852.2912.2600
www.lw.com
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抄送：

花旗国际有限公司（“信托人”）

关于：恳请督改金科地产集团股份有限公司履行境外债还款义务的函

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月 13 日和 2023 年 1 月 17 日代表特设小组向金科发送了函件要求支付逾期未支付的美元债券的利息，并于 2023 年 2 月 8 日向金科发送加速到期通知，要求金科立即支付美元债券的本金和利息（见附件）。

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综上，我们恳请深圳证券交易所积极履行自律监管职责，维护证券市场秩序，通过出具监管函或其他形式要求金科立即履行其作为债务人的职责，与境内外投资者重建沟通渠道并尽快清偿债权，切实保障债权人的利益。尽管特设小组并不希望事态升级，但如果金科在今年 3 月底之前仍未向特设小组支付美元债券到期未偿付金额，或提供令其满意的美元债券重组计划，特设小组将别无选择，只能对金科在中华人民共和国境内及其他相关司法辖区采取法律措施，包括但不限于申请破产程序。

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