

**IN THE EASTERN CARIBBEAN SUPREME COURT**

东加勒比海法院

**IN THE HIGH COURT OF JUSTICE**

高等法院

**BRITISH VIRGIN ISLANDS**

英属维尔京群岛

**COMMERCIAL DIVISION**

商事庭

**CLAIM NO. BVIHC (COM) 0076 of 2023**

案件号 BVIHC (COM) 0076 of 2023

**IN THE MATTER OF SECTION 179A OF THE BVI BUSINESS COMPANIES ACT (as amended)**

关于商业公司法（不时修订）第 179A 条

**AND**

以及

**IN THE MATTER OF SCENERY JOURNEY LIMITED**

关于景程有限公司

### **NOTICE OF SCHEME MEETINGS**

#### **协议安排会议通知**

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement (the "**Explanatory Statement**") relating to the proposed scheme of arrangement between Scenery Journey Limited (景程有限公司) (the "**Company**") and the Scheme Creditors (as defined therein) under section 179A of the BVI Business Companies Act (as amended) (the "**Scheme**").

除非本通知另有定义，否则本通知所使用的术语与景程有限公司（“公司”）和协议安排债权人 (Scheme Creditors)（定义见说明陈述）之间根据英属维尔京群岛商业公司法（经修订）第 179A 条的拟议协议安排（“协议安排”）有关的说明陈述（“说明陈述”）的含义相同。

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including the documentation to be completed by or on behalf of Scheme Creditors in order to vote and/or receive Scheme Consideration) are available to download from the Transaction Website (<https://projects.morrowsodali.com/evergrande>). The scheme creditor forms (for voting purposes) are also available to download from the Company's website ([www.evergrande.com](http://www.evergrande.com)).

协议安排、说明陈述和征求文件集 (Solicitation Packet) 的副本（包括由协议安排债权人或其代表完成的文件，以便投票和/或获得协议安排对价 (Scheme Consideration)）可从交易网站(Transaction Website)（<https://projects.morrowsodali.com/evergrande>）下载。协议安排债权人的投票表格（为投票的目的）还可从公司网站（[www.evergrande.com](http://www.evergrande.com)）下载。

**NOTICE IS HEREBY GIVEN** that, by an order of the Commercial Division of the High Court of the British Virgin Islands (the "**BVI Court**"), dated 24 July 2023 (the "**Convening Order**"), a single meeting of Scheme Creditors (the "**Scheme Meeting**") be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme proposed by the Company.

兹通知，根据英属维尔京群岛高等法院商事庭（“**英属维尔京群岛法院**”）于 2023 年 7 月 24 日的命令（“**召集命令**”），将召开一次协议安排债权人会议（“**协议安排会议**”），以审议并在认为合适的情况下批准（不论是否修改）该协议安排。

## **Venue, times and video conference availability for the Scheme Meetings**

### **协议安排会议的方式、时间及可使用的视讯会议**

The Scheme Meeting will be held on 22 August 2023 at 9.00 a.m. (British Virgin Islands ("**BVI**") time) / 9.00 p.m. (Hong Kong time) at the offices of Maples and Calder, 5<sup>th</sup> Floor, Ritter House, Wickhams Cay II, Road Town, British Virgin Islands, with any adjournment as may be necessary or appropriate, and subject to applicable COVID-19 restrictions, policies or guidance then in force in the BVI, and in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to Scheme Creditors in advance of the Scheme Meeting on the Transaction Website, CEG's website, by a public announcement published on the HKEXnews website of the SEHK and the website of the SGX-ST.

协议安排会议将于 2023 年 8 月 22 日英属维尔京群岛（“**英属维尔京群岛**”）时间上午 9 时（英属维尔京群岛时间）/晚上 9 时（香港时间）在英属维尔京群岛 Road Town, Wickhams Cay II, Ritter House 5 楼迈普达律师事务所办公室召开（如有需要或合适，会议可作任何延期）。协议安排会议须遵守英属维尔京群岛当时有效和适用的 COVID-19 限制、政策或指引，在这种情况下，与协议安排会议有关的安排的任何变更均应在协议安排会议召开之前通过交易网站、中国恒大集团的网站，以及香港联交所披露易网站和新交所网站上发布的公告中公布。

A video conferencing facility will be made available. Scheme Creditors will be able to obtain the relevant dial-in details for the Scheme Meetings from the Transaction Website, and by written request from the Information Agent (if you are a Scheme Creditor who is not a Blocked Scheme Creditor), or GLAS Specialist Services Limited ("**GLAS**") (if you are a Blocked Scheme Creditor).

视讯会议设备将被设置。协议安排债权人将能够从交易网站上，以及通过信息代理人（如果您是协议安排债权人且并非受阻协议安排债权人）或通过向 GLAS Specialist Services Limited（“**GLAS**”）（如果您是受阻协议安排债权人）书面请求，获得协议安排会议的相关拨入信息详情。

Scheme Creditors who attend the Scheme Meeting in person, or by video conference, will be able to vote (and to change their vote, if they wish).

通过线下或视讯会议方式参与协议安排会议的协议安排债权人都将可以投票（或如果其有意愿的话，变更投票）。

## **Methods of voting**

### **投票方式**

In order to vote at the Scheme Meeting, a Scheme Creditor must either vote itself (if an individual), appoint a duly authorised corporate representative (if a corporation), or appoint a proxy (which must be an individual), by validly completing, signing and submitting an Account Holder Letter to the Information Agent via the Portal. All Blocked Scheme Creditor Forms must be returned to GLAS by email at [lm@glas.agency](mailto:lm@glas.agency).

为在协议安排会议上投票，协议安排债权人必须透过一份有效完成、签署及通过表格网站提交的账户持有人信函 (Account Holder Letter) 予信息代理人以亲身投票（如为个人），或委派获正式授权的公司代表（如为公司），或委派一名代理人（必须为个人）。所有受阻协议安排债权人表格都必须通过电子邮件发送予 GLAS 的邮箱地址：[lm@glas.agency](mailto:lm@glas.agency)。

**Scheme Creditors are strongly encouraged to appoint a proxy (either the Chairperson or another individual of their own choice who is willing and able to attend the Scheme Meeting) by indicating their choice of proxy in the relevant section of the relevant form.**

强烈建议协议安排债权人通过填写相关表格的相关章节，以委派一名代理人（可以是会议主席或其他由协议安排债权人自行选择的愿意亲身出席并且能够参与协议安排会议的个人）。

Scheme Creditors wanting to attend the Scheme Meeting in person are encouraged to appoint a proxy (either the Chairperson or someone of their choice who would be willing to attend the Scheme Meeting) in any event, even if they intend to attend and vote in person or, if a corporation, by a duly authorized representative, in case such Scheme Creditors are unable to do so for any reason.

即使是有意于线下亲身（或如为公司，通过获正式授权的代表）参与协议安排会议并投票的协议安排债权人，也鼓励其无论如何委派一名代理人（可以是会议主席或其他由协议安排债权人自行选择的愿意亲身出席并且能够参与协议安排会议的个人），以免该等协议安排债权人因任何原因无法线下参与并投票。

## **Completion and deadline for submitting voting forms**

### **投票表格的完成及提交截止时间**

The “**Voting Record Time**” for the Scheme, being the deadline for the submission of the relevant forms in order to vote on the Scheme and attend the Scheme Meeting, is **5.00 a.m. (BVI Time) / 5.00 p.m. (Hong Kong Time) on 18 August 2023**.

协议安排的“**投票记录时间**”，即为就协议安排投票并参与协议安排会议提交相关表格的截止时间，为**2023年8月18日上午5时（英属维尔京群岛时间）/下午5时（香港时间）**。

In order to vote on the Scheme and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that the following validly completed and executed Scheme Creditor Forms, as applicable, and further pursuant to the terms of the Scheme, be submitted by the Voting Record Time:

为就协议安排投票并参与协议安排会议（亲身，通过获正式授权的代表（如为公司）或通过代理人），协议安排债权人必须确认下述协议安排债权人表格有效完成并签署（如适用），并进一步根据协议安排的条款，必须于投票记录时间前提交：

- (i) in the case of a Scheme Creditor that is not a Blocked Scheme Creditor:

对于不是受阻协议安排债权人的协议安排债权人：

- a. a Custody Instruction is submitted on their behalf via the relevant Clearing System by the **Custody Instruction Deadline** (being 5.00 a.m. (BVI time) / 5.00 p.m. (Hong Kong time) on 15 August 2023) in accordance with the instructions set out in the Account Holder Letter and the remainder of the Solicitation Packet; and

根据账户持有人信函及征求文件集其余部分所列指示，在**保管人指示截止日期**(Custody Instruction Deadline)（2023年8月15日上午5时（英属维京群岛时间）/下午5时（香港时间）前通过相关结算系统代表他们提交保管人指示(Custody Instruction)；以及

- b. Parts 1 and 2 of the Account Holder Letter have been validly completed and submitted to by the Account Holder and received by the Information Agent via the Portal by no later than the **Voting Record Time** in accordance with the instructions set out in the Account Holder Letter and the remainder of the Solicitation Packet (allowing sufficient time for their respective Account Holders to give instructions to the Clearing Systems, in accordance with the procedures established between them, to ensure that the Account Holder Letter is validly submitted to and received online by the Voting Record Time);

根据账户持有人信函及征求文件集其余部分所列指示，不晚于**投票记录时间**，有效通过表格网站完成、提交并由信息代理人收到账户持有人信函第 1、2 部分（根据他们之间所设立的程序，给予他们各自的账户持有人充足的时间向结算系统提供指示，以确保账户持有人信函在投票记录时间之前有效完成线上提交及收集）；

(ii) in the case of a Blocked Scheme Creditor:

在受阻协议安排债权人的情况下：

- a. Sections 2 to 6 of the Blocked Scheme Creditor Form have been validly completed and submitted to and received by GLAS via email by no later than the **Voting Record Time** in accordance with the instructions set out in the Blocked Scheme Creditor Form and the remainder of the Solicitation Packet, including supporting evidence of the Blocked Scheme Creditor's identity, its status as a Scheme Creditor, and the value of its holding of the Existing Debts.

根据受阻协议安排债权人代理表格及征求文件集其余部分所列指示，不晚于**投票记录时间**，有效完成、通过电邮提交并由 GLAS 收到受阻协议安排债权人代理表格第 2 至 6 节，包括证明受阻协议安排债权人身份、其作为协议安排债权人的身份及其持有现有债务数额价值的支持性证据。

## Registration prior to Scheme Meeting

### 协议安排会议前的登记

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meeting will be required to register its attendance at the Scheme Meeting no later than 15 minutes prior to the scheduled start time of the Scheme Meeting.

有意于参与协议安排会议的各协议安排债权人（或若为公司，则获正式授权的代表人）或其代理人，需要在协议安排会议计划开始时间前至少 15 分钟，登记其参与协议安排会议。

On registration at the Scheme Meeting, a Scheme Creditor attending the Scheme Meeting in person should produce a duplicate copy of:

在协议安排会议登记时，有意于线下参与协议安排会议的协议安排债权人需要提供以下文件的副本：

- the applicable Scheme Creditor Form that was executed and delivered by it or on its behalf via <https://portal.morrowsodali.com/EvergrandeScheme> (the “Portal”) to the Information Agent;

协议安排债权人本身或代表其签署并通过 <https://portal.morrowsodali.com/EvergrandeScheme>（“表格网站”）向信息代理人送达的适用的协议安排债权人表格；

- evidence of personal identity with photo identification (for example, a passport, driving license or other photo identification); and

附带照片的个人身份证明（如护照、驾照或其他照片证明）；以及

- in the case of a corporation, evidence of corporate authority (for example, a valid power of attorney and/or board resolutions).

如为公司，则公司授权证明（如有效的授权委托书和/或董事会决议）。

Similarly, where a proxy other than the Chairperson is appointed, the proxy must also produce, on registration at the Scheme Meeting:

类似的，如果委任了会议主席以外的代理人，则代理人必须在相关协议安排会议登记时提供：

- a copy of the Scheme Creditor Form of the Scheme Creditor who appointed him or her as proxy, having been validly completed, signed and submitted to the Information Agent via the Portal, authorising him or her to act as proxy on behalf of the Scheme Creditor; and

委派了他或她作为代理人的协议安排债权人的协议安排债权人表格副本，并且该协议安排债权人表格已被有效完成、签署并通过表格网站提交予信息代理人，授权他或她代表协议安排债权人作为代理人行动；以及

- evidence of personal identity with photo identification (for example, a passport, driving license or other photo identification).

附带照片的个人身份证明（如护照、驾照或其他照片证明）。

If appropriate personal identification or evidence of authority is not produced, that person will only be permitted to attend and vote at the Scheme Meeting at the discretion of the Chairperson.

如果合适的个人身份证明或授权证据未被提供，该等个人仅可经主席酌情决定被允许参与并在协议安排会议上投票。

## **Chairperson**

### **会议主席**

Pursuant to the Scheme Convening Order, the BVI Court appointed Anna Silver of FFP (BVI) Limited to act as the Chairperson of the Scheme Meeting, or failing her, another representative of FFP (BVI) Limited nominated by her, and directed the Chairperson to report the results of the Scheme Meeting to the BVI Court. The results of the Scheme Meetings will also be made available on the Transaction Website, the Company's website, and by a public announcement published on the HKEXnews website of the SEHK and the website of the SGX-ST.

根据协议安排召集命令，英属维京群岛法院任命 FFP (BVI) Limited 的 Anna Silver 担任协议安排会议主席，如果她不担任主席，则任命由她提名的另一位 FFP (BVI) Limited 代表，召集命令并指示主席向英属维京群岛法院汇报协议安排会议的结果。协议安排会议的结果还将在交易网站、公司网站以及香港联交所披露易网站和新交所网站上发布的公告中公布。

## **Scheme Sanction Hearing**

### **协议安排批准聆讯**

The Scheme, if approved at the Scheme Meeting, will be subject to the subsequent approval and sanction of the BVI Court. The Scheme Sanction Hearing is presently scheduled to take place on 4 September 2023 at the BVI Court at 10.00 a.m. (BVI time) / 10.00 p.m. (Hong Kong time). Any Scheme Creditor is entitled (but not obliged) to attend the Scheme Sanction Hearing, through legal counsel, to support or oppose the approval and sanction of the Scheme.

该协议安排，如在协议安排会议上获得批准，将须经英属维京群岛法院随后的批准和认可。协议安排批准聆讯目前定于 2023 年 9 月 4 日上午 10 时（英属维京群岛时间）/晚上 10 时（香港时间）在英属维京群岛法院举行。任何协议安排债权人均有权（但无义务）通过其法律顾问出席协议安排批准聆讯，以支持或反对协议安排的批准和认可。

## **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（受阻协议安排债权人<sup>2</sup>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:	<a href="mailto:evergrande@investor.morrowsodali.com">evergrande@investor.morrowsodali.com</a>
电邮:	

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<sup>1</sup> As defined in the Explanatory Statement and the Schemes.

<sup>2</sup> 定义见说明陈述及协议安排。

Attention: Debt Services Team  
收件人  
Transaction Website: <https://projects.morrowsodali.com/evergrande>  
交易网站  
Portal: <https://portal.morrowsodali.com/EvergrandeScheme>  
表格网站:

**FFP (BVI) Limited**  
Telephone: +1 284 494 2715  
电话:  
Email: [info-sceneryjourney@ffp.vg](mailto:info-sceneryjourney@ffp.vg)  
电邮:  
Attention: Anna Silver and Bijorn Bullock  
收件人:

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

**GLAS Specialist Services Limited**  
Email: [lm@glas.agency](mailto:lm@glas.agency)  
电邮:  
Attention: Liability Management Team  
收件人

**SCENERY JOURNEY LIMITED (景程有限公司)**

Dated: 31 July 2023

日期: 2023 年 7 月 31 日