

NOTICE OF RESULTS OF THE SCHEME MEETING

HCMP 1696 / 2023

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1696 OF 2023

IN THE MATTER OF CHINA AOYUAN GROUP
LIMITED (中國奧園集團股份有限公司)

and

IN THE MATTER OF section 670 of the
Companies Ordinance, Chapter 622 of the
Laws of Hong Kong

CHINA AOYUAN GROUP LIMITED (中國奧園集團股份有限公司)

Claimant

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement dated 7 November 2023 (as supplemented by the supplement to the explanatory statement dated 24 November 2023) (the "**Explanatory Statement**"), available on the Transaction Website (<https://projects.morrowsodali.com/Aoyuan>), relating to the proposed schemes of arrangement between China Aoyuan Group Limited (中國奧園集團股份有限公司) (the "**Company**") and the Scheme Creditors (as defined therein) under (i) section 86 of the Companies Act (2023 Revision) (the "**China Aoyuan Cayman Scheme**") and (ii) sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) of Hong Kong (the "**China Aoyuan HK Scheme**", together with the China Aoyuan Cayman Scheme, the "**China Aoyuan Schemes**").

Reference is made to:

- (i) the notice of Scheme Meeting dated 7 November 2023 issued in respect of the China Aoyuan Cayman Scheme by the Company to the Scheme Creditors to convene a meeting of Scheme Creditors (the "**China Aoyuan Cayman Scheme Meeting**") for the purposes of considering and, if thought fit, approving the China Aoyuan Schemes (with or without modification, addition or condition approved or imposed by the Cayman Court); and
- (ii) the notice of Scheme Meeting dated 7 November 2023 issued in respect of the China Aoyuan HK Scheme by the Company to the Scheme Creditors to convene a meeting of Scheme Creditors (the "**China Aoyuan HK Scheme Meeting**") for the purposes of considering and, if thought fit, approving the China Aoyuan Schemes (with or without modification, addition or condition approved or imposed by the HK Court).

The Company is pleased to announce that at the China Aoyuan Cayman Scheme Meeting and the China Aoyuan HK Scheme Meeting (collectively, the "**Scheme Meeting**") convened and held at the offices of Linklaters at 11th Floor Alexandra House, Chater Road, Hong Kong ("**Linklaters Hong Kong Office**") with a live video conference linked to the offices of Harney Westwood & Riegels at 3rd Floor, Harbour Place, 103 South Church Street Grand Cayman PO Box 10240, KY1-1002 Cayman Islands ("**Harneys Cayman Office**"), which commenced at 8 p.m. Hong Kong time on 28 November 2023, the equivalent time being 7 a.m. Cayman Islands time on 28

November 2023, a total of 1,277 Scheme Creditors holding Voting Scheme Claims in the aggregate amount of US\$6,569,616,110 participated in the Scheme Meeting with 1,216 Scheme Creditors holding Voting Scheme Claims in the aggregate amount of US\$5,196,997,408 voting in favour of the China Aoyuan Schemes (being a majority in number of the Scheme Creditors attending and voting at the Scheme Meeting either in person or by proxy and representing approximately 79.11% of the total value of the Voting Scheme Claims voted). As such, the China Aoyuan Schemes have been approved by the requisite majorities of the Scheme Creditors. The China Aoyuan Schemes will be subject to subsequent approval and sanction of the Cayman Court and the HK Court.

As the next step, the Company will seek the sanction of the China Aoyuan Schemes by the Cayman Court at a hearing (the "**China Aoyuan Cayman Scheme Sanction Hearing**") and the HK Court at a hearing (the "**China Aoyuan HK Scheme Sanction Hearing**", together with the China Aoyuan Cayman Scheme Sanction Hearing, the "**China Aoyuan Scheme Sanction Hearings**"). Any Scheme Creditor is entitled (but not obliged) to attend the China Aoyuan Scheme Sanction Hearings, through legal counsel, to support or oppose the sanction of the China Aoyuan Schemes and should notify the Company and its advisers in advance if it intends to do so.

The China Aoyuan Cayman Scheme Sanction Hearing is currently listed to take place at 10 a.m. Cayman Islands time on 7 December 2023, the equivalent being 11 p.m. Hong Kong time on 7 December 2023. The China Aoyuan HK Scheme Sanction Hearing is currently listed to take place at 10 a.m. Hong Kong time on 8 January 2024, the equivalent being 9 p.m. Cayman Islands time on 7 January 2024.

For further information, please contact the Information Agent, the Blocked Scheme Creditor Tabulation Agent, or the Company's financial adviser or legal adviser (as applicable), in each case, using the contact details below:

Information Agent

Morrow Sodali Limited

Address:

In Hong Kong: 29/F, No. 28 Stanley Street, Central, Hong Kong

In London: 103 Wigmore Street, W1U 1QS, London, United Kingdom

Phone: Hong Kong: +852 2319 4130 / London: +44 20 4513 6933

Transaction Website: <https://projects.morrowsodali.com/Aoyuan>

Email: aoyuan@investor.morrowsodali.com

Blocked Scheme Creditor Tabulation Agent

Madison Pacific Corporate Services Ltd.

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong SAR

Phone: + 852 2599 9500

Email: Aoyuan@madisonpacific.com

Financial Adviser to the Company

KPMG

Address: 8th Floor, Prince's Building, 10 Chater Road, Central, Hong Kong

Phone: +852 2522 6022

Email: aoyuan.restructuring@kpmg.com

Legal Adviser to the Company

Linklaters

Address:

In Hong Kong: 11th Floor, Alexandra House, Chater Road, Hong Kong

In Singapore: 1 George St, Singapore, 049145

Phone: Hong Kong: +852 2842 4888 / Singapore: +65 6692 5700

Email: dlao Yuanlinklaters@linklaters.com

Cayman Islands Legal Adviser to the Company

Harney Westwood & Riegels

Address:

In the Cayman Islands: 3rd Floor, Harbour Place, 103 South Church Street, Grand Cayman, KY1-1002

In Hong Kong: 3501, The Center, 99 Queen's Road, Central, Hong Kong

Phone: Cayman Islands: +1 345 949 8599 / Hong Kong: +852 5806 7800

Harney Westwood & Riegels

Address: 3501, The Center, 99 Queen's Road Central, Hong Kong

Phone: +852 5806 7800

Email: Projectgarden@harneys.com

CHINA AOYUAN GROUP LIMITED (中國奧園集團股份有限公司)

Dated: 29 November 2023