

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE

香港特别行政区高等法院原讼法庭

HCMP 1090 OF 2023

IN THE MATTER OF SECTIONS 670, 673 & 674 OF THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF HONG KONG

香港法例第 622 章公司条例第 670、673 及 674 条事宜

AND

及

IN THE MATTER TIANJI HOLDING LIMITED (天基控股有限公司)

天基控股有限公司事宜

NOTICE OF SCHEME MEETING

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 Tianji Holding Limited (the “**Company**”) and the Scheme Creditors (as defined therein) under section 670 of the Companies Ordinance (Cap. 622) (the “**Scheme**”).

除非本通知另有定义，否则本通知所使用的术语与天基控股有限公司（“公司”）和协议安排债权人（Scheme Creditors）（定义于说明陈述）之间根据香港公司条例（第 622 章）第 670 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 CEG’s website (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 CEG 网站 (www.evergrande.com) 下载。

NOTICE IS HEREBY GIVEN that by order of the High Court of the Hong Kong Special Administrative Region Court of First Instance (the “**Hong Kong Court**”), dated 24 July 2023 (“**Convening Order**”), 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，根据香港特别行政区高等法院原讼法庭（“香港法院”）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”），以在认为合适的情况下审议并批准（不论是否修改）该协议安排。

Venue, times and video conference availability for the Scheme Meeting

协议安排会议的方式、时间及视讯会议可行性

The Scheme Meeting will be held on 22 August 2023 at 8:00 p.m. (Hong Kong time) at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance St, Central, Hong Kong, with any adjournment as may be necessary or appropriate, and subject to applicable COVID-19 restrictions, policies or guidance then in force in Hong Kong, 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, and by a public announcement published on the HKEXnews website of The Stock Exchange of Hong Kong Limited (the “**SEHK**”) and the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

协议安排会议将于 2023 年 8 月 22 日晚上 8 时（香港时间），在香港中环国际金融中心二期 39 楼盛德律师事务所办公室召开。如有需要或适当并受限于香港届时有效的新冠疫情限制、政策或指引，会议所作的任何延期以及在该等情况下任何有关于协议安排会议安排的变化，都应当在协议安排债权人会议之前，在交易网站以及 CEG 网站向协议安排债权人传达，并在香港联合交易所有限公司（“**SEHK**”）的披露易网站以及新加坡交易所证券交易有限公司（“**SGX-ST**”）的网站上发布公告。

A video conferencing facility will be made available. Scheme Creditors will be able to obtain the relevant dial-in details for the Scheme Meeting 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（或变更投票，如有意愿）。

Methods of voting

投票方式

In order to vote at the relevant 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 and/or Other Debt Scheme Creditor Proxy Form to the Information Agent via the Portal. All Blocked Scheme Creditor Forms must be returned to GLAS by email at lm@glas.agency.

为在相关协议安排会议上投票，协议安排债权人必须透过有效完成，签署及通过门户网站提交账户持有人信函 (Account Holder Letter) 和/或其他债务协议安排债权人代理表格 (Other Debt Scheme Creditor Proxy Form)（如适用）予信息代理人以自行投票（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邮发送予 GLAS 的邮箱地址：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 relevant 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在相关表格的相关章节，通过展示其对代理人的选择，委派一名代理人（不论是主席或是协议安排债权人选择的其他能够参与相关协议安排会议的个人）。

Scheme Creditors wanting to attend the relevant 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）参与相关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（不论是主席或是协议安排债权人选择的其他能够参与相关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 relevant Scheme Meeting, is **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相关协议安排会议提交相关表格的截止时间，为 **2023年8月18日下午5时（香港时间）**。

In order to vote on the Scheme and attend the relevant 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 Schemes, must be submitted by the Voting Record Time:

为就协议安排投票并参与相关协议安排会议（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：

- SJ Notes Scheme Creditors and Lake Noteholders (who are not Blocked Scheme Creditors):
(1) Custody Instructions to be submitted via the Clearing Systems prior to the submission of the Account Holder Letter (and in any case by the Custody Instruction Deadline, 5:00 p.m. (Hong Kong Time) on 15 August 2023) and (2) Account Holder Letter via the Portal to the Information Agent by no later than the Voting Record Time.

SJ票据协议安排债权人以及湘阴项目票据持有人（如非受阻协议安排债权人）：（1）在账户持有人信函提交前（并无论如何在保管人指示截止日期2023年8月15日（香港时间）下午5时前（Custody Instruction Deadline）），通过结算系统提交保管人指示（Custody Instruction），以及（2）在不晚于投票记录时间前通过门户网站向信息代理人提交账户持有人信函。

- Other Debt Scheme Creditors (who are not Lake Noteholders): Other Debt Scheme Creditor

Proxy Form, together with supporting evidence via the Portal to the Information Agent in accordance with the instructions set out therein.

其他债务协议安排债权人（非湘阴项目票据持有人）：根据协议安排债权人代理人表格中所列指示，通过门户网站向信息代理人提交其他债务协议安排债权人代理人表格及支持证据。

- Blocked Scheme Creditors: Blocked Scheme Creditor Form to GLAS.

受阻协议安排债权人：向GLAS提交受阻协议安排债权人表格。

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 relevant Scheme Meeting no later than 15 minutes prior to the scheduled start time of the relevant 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，需要在相关协议安排会议预计开始时间前至少 15 分钟，在相关协议安排会议登记其参与会议。

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> (“门户网站”) 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 relevant Scheme Meeting:

类似的，如果委任了主席以外的代理人，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、签署并通过门户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 relevant 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相关协议安排会议上投票。

Chairperson

主席

Pursuant to the Scheme Convening Order, the Hong Kong Court appointed Patrick Cowley of KPMG Advisory (Hong Kong) Limited (“**KPMG**”) in his capacity as Scheme Administrator to act as the Chairperson of the Scheme Meeting, or failing that, another representative of KPMG nominated by him, and directed the Chairperson to report the results of the Scheme Meeting to the Hong Kong Court. The results of the Scheme Meeting will also be made available on the Transaction Website, CEG’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 (Scheme Convening Order)，香港法院任命毕马威咨询（香港）有限公司（“**KPMG**”）的 Patrick Cowley，以其协议安排管理人的身份作为协议安排会议的主席，如果其无法担任主席一职，则由其提名的另一位 KPMG 的代表作为主席，并指示其向香港法院汇报协议安排结果。协议安排结果亦将可见于交易网站、CEG 网站以及 SEHK 披露易网站与 SGX-ST 网站上所公示的公告。

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 Hong Kong Court. The Scheme Sanction Hearing is presently 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). 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 Scheme.

协议安排如在协议安排会议上被批准，将需获得香港法院随后的通过与批准。协议安排批准聆讯 (Scheme Sanction Hearing) 现定为 2023 年 9 月 5 日和 6 日上午 10 时（香港时间）（待香港法院确认）。任何协议安排债权人有权（但无义务）通过法律顾问出席批准聆讯，以支持或反对协议安排的通过和批准。

Scheme Creditors (Other than Blocked Scheme Creditors¹) 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²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
电邮:
Attention: Debt Services Team
收件人
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:
任何需要协助的受阻协议安排债权人应联络：

GLAS Specialist Services Limited

Email: lm@glas.agency
电邮:
Attention: Liability Management Team
收件人

For CEG Announcements Regarding This Scheme (Including Those Relevant to Blocked Scheme Creditors)

与本协议安排有关的 CEG 公告（包括有关于受阻协议安排债权人的公告）

CEG's Website: www.evergrande.com
CEG网站

HKEXnews website of the SEHK: <https://www.hkexnews.hk/>
SEHK的披露易网站:

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

TIANJI HOLDING LIMITED 天基控股有限公司

Date: 31 July 2023

日期: 2023 年 7 月 31 日

¹ as defined in the Explanatory Statement and the Schemes.

² 定义见说明陈述及协议安排。