

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF BENEFICIAL OWNERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER. 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 entire holding(s) of Notes (as defined below), you should immediately forward this document 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.

NOTICE OF AN EVENT OF DEFAULT

Sino-Ocean Land Treasure Finance I Limited
(the “Issuer”)

Sino-Ocean Group Holding Limited (formerly known as Sino-Ocean Land Holdings Limited)
(the “Guarantor”)

US\$698,000,000 6.000 per cent. Guaranteed Notes due 2024
(ISIN: XS1090864528; Common code: 109086452)
(the “Notes”)

20 October 2023

Reference is made to the trust deed constituting the Notes dated 30 July 2014 made between the Issuer, the Guarantor and The Bank of New York Mellon, London Branch as trustee for the holders of the Notes (the “Trustee”), as amended and supplemented by a supplemental trust deed dated 18 August 2023 between the Issuer, the Guarantor and the Trustee with respect to the Notes (as further amended, modified and/or supplemented from time to time) (the “Trust Deed”).

All terms and expressions used but not otherwise defined in this notice shall have the meanings attributed to them in the Trust Deed.

Notice of Event of Default

The Trustee hereby notifies the Holders that it has been informed by the Principal Agent that the Principal Agent has not received the full amount of accrued interest due and payable on 30 September 2023 (the “Outstanding Accrued Interest”), being the interest accrued during the interest period from and including 30 January 2023 to but excluding 30 July 2023 under Condition 5 (*Interest*) of the Notes (the “Non-Payment of Interest”).

Pursuant to Condition 9(i) (*Non-Payment*) of the Notes, an Event of Default occurs when the Issuer and the Guarantor each fail to pay the principal of or any interest on any of the Notes when due and such failure continues for a period of 7 days in the case of principal and 14 days in the case of interest. The Trustee hereby notifies the Holders that an Event of Default has occurred under Condition 9(i) (*Non-Payment*) of the Notes by virtue of a failure to pay the Outstanding Accrued Interest by the expiry of the period of 14 days following 30 September 2023. Such Event of Default is continuing as at the date of this notice (the “Relevant Event of Default”).

A letter has been sent by the Trustee to the Issuer and the Guarantor (i) notifying the Issuer and the Guarantor of the Non-Payment of Interest and the Relevant Event of Default and (ii) demanding that the Guarantor make payment of the Outstanding Accrued Interest pursuant to the Non-Payment of Interest under Clause 5.1 (*Guarantee and Indemnity*) of the Trust Deed. The Trustee has also requested the Issuer and the Guarantor to confirm what action they propose to take in respect of the Relevant Event of Default.

No further action by the Trustee

Unless instructed to do so by the Holders (and subject to it being indemnified and/or secured and/or pre-funded to its satisfaction), the Trustee does not presently intend to take any further action pursuant to the Conditions or the Trust Deed in relation to the Relevant Event of Default.

Holders are requested to contact the Trustee in accordance with the procedures set out below and provide indemnification and/or security and/or pre-funding to the Trustee's satisfaction and their instructions as to what actions (if any) such Holders require the Trustee to take in relation to the Relevant Event of Default.

Verification of Holdings

Please note that in any correspondence with the Trustee, the Holders will be required to submit their proof of holding(s) together with due written authorisation. Accordingly, in order to facilitate any communications with the holders of the Notes and the provision of any information such as transaction documents, the Trustee hereby invites all Holders to make themselves known to the Trustee and to verify their holdings of the Notes to the Trustee by contacting their custodian and directing it to have Euroclear/Clearstream send a SWIFT to The Bank of New York Mellon, London Branch (IRVTGB2XEXC) as Trustee (attention: Default Group – Jeremy Hollingsworth) disclosing:

1. ISIN for the Notes (XS1090864528);
2. account no.;
3. participant name;
4. nominal amount; and
5. beneficial holder details (including email address).

Trustee Contact Details

The Trustee may be contacted using the following details:

Address:

The Bank of New York Mellon, London Branch
160 Queen Victoria Street
London
EC4V 4LA

with a copy to:

The Bank of New York Mellon, Hong Kong Branch
Level 26, Three Pacific Place
1 Queen's Road East
Hong Kong

For the attention of:

Jeremy Hollingsworth

Email:

jeremy.hollingsworth@bnymellon.com with copy to
dagemea@bnymellon.com

The above communication is made without prejudice to any and all of the Trustee's rights under the Trust Deed, all of which are expressly reserved.

Further Information

The Trustee provides the information above 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 not rely on the Trustee as their sole source of information and are encouraged to review notices and announcement published by the Issuer or the Guarantor on their respective company websites or The Stock Exchange of Hong Kong Limited on a regular basis. The Trustee expresses no opinion as to the action (if any) that Holders should take in relation to the matters set out above.

The Trustee makes no recommendations and gives no legal, investment, accounting, financial, or tax advice herein or as to the Notes generally. Holders should take and rely on their own independent legal, financial or other professional 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.

ISIN and Common Code numbers appearing herein have been included solely for the convenience of the Holders. The Trustee assumes no responsibility for the selection or use of such number and makes no representation as to the correctness of the numbers listed above.

The Trustee may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination of significant information to all Holders or parties in interest. In such event, the Trustee may decline to provide a response to a particular inquiry when presented in favour of sending a notice to all Holders setting forth such specific response.

This notice is given by
THE BANK OF NEW YORK MELLON, LONDON BRANCH
in its capacity as Trustee