



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 Bonds (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 Bonds, 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.

2 March 2023

CHINA EVERGRANDE GROUP (the “Company”)

4.25% Guaranteed Convertible Bonds due 2023 (the “Bonds”)

ISIN: XS1767800961 | Common Code: 176780096

Reference is made to the trust deed dated 14 February 2018 (as supplemented or amended from time to time, the “**Trust Deed**”) by and among the Company as issuer, the Subsidiary Guarantors listed in Schedule 1 thereto, the Chargors listed in Schedule 2 and Citicorp International Limited, as trustee (the “**Trustee**”), governing the Bonds.

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

Status of Winding-up Petition

NOTICE IS HEREBY GIVEN to the Holders that the Company made an announcement on The Stock Exchange of Hong Kong Limited dated 27 June 2022 that a winding-up petition against the Company (the “**Petition**”) dated 24 June 2022 was filed by Top Shine Global Limited of Intershore Consult (Samoa) Limited at the High Court of the Hong Kong Special Administrative Region. A copy of this announcement is annexed at Annex A.

NOTICE IS HEREBY FURTHER GIVEN to the Holders that the Company made a further announcement on The Stock Exchange of Hong Kong Limited dated 28 November 2022 that the hearing of the Petition has been adjourned to 20 March 2023. A copy of this announcement is annexed at Annex B.

No further action by the Trustee

Unless instructed to do so by the Holders (and subject to it being indemnified and/or secured to its satisfaction), the Trustee does not presently intend to take any further action in relation to the hearing of the Petition.

Extracts of the Trust Deed

Condition 13 (*Enforcement*) of the Terms and Conditions of the Bonds (Schedule 6 to the Trust Deed) provides, “*At any time after the Bonds have become due and repayable, the Trustee may, at its discretion and without further notice, take such actions or proceedings against the Issuer or any Subsidiary Guarantor as it may think fit to enforce repayment of the Bonds and to enforce the provisions of the Trust Deed and instruct the Collateral Agent to enforce its rights under the Intercreditor Agreement and the Security Documents, but it will not be bound to take any such actions or proceedings unless (i) it shall have been so requested in writing by the holders of not less than 25 per cent. in aggregate principal amount of the Bonds then outstanding or shall have been so directed by an Extraordinary Resolution of the Bondholders and (ii) it and the Trustee shall have been indemnified and/or secured and/or pre-funded to its satisfaction. No Bondholder will be entitled to proceed directly against the Issuer or any Subsidiary Guarantor unless the Trustee or, as the case may be, the Collateral Agent, having become bound to do so, fails to do within a reasonable period and such failure shall be continuing.*”

Clause 12.18.3 (*Trustee’s Discretion*) of the Trust Deed provides, “*The Trustee shall (save as expressly otherwise provided herein) as regards all the trusts, powers, authorities and discretions vested in it by this Trust Deed or by operation of law, have absolute and unfettered discretion as to the exercise or non-exercise thereof and the Trustee shall not be responsible for any Liability that may result from the exercise or non-exercise thereof but whenever the Trustee is under the provisions of this Trust Deed bound to act at the request or direction of the Bondholders, the Trustee shall nevertheless not be so bound unless first indemnified and/or pre-funded and/or provided with security to its satisfaction against all actions, proceedings, claims and demands to which it may render itself liable and all costs, charges, damages, expenses and liabilities which it may incur by so doing. Without limiting the general statement above, the Trustee may refrain from taking any action in any jurisdiction if the taking of such action in that jurisdiction would, in its opinion based upon legal advice in the relevant jurisdiction, be contrary to any law of that jurisdiction or, to the extent applicable, of England. Furthermore, the Trustee may also refrain from taking such action if it would otherwise render it liable to any person in that jurisdiction or if, in its opinion based upon such legal advice, it would not have the power to do the relevant thing in that jurisdiction by virtue of any applicable law in that jurisdiction or if it is determined by any court or other competent authority in that jurisdiction that it does not have such power.*”

Contact details of the Trustee

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

Reservation of rights

This notice is given without prejudice to the rights of the Trustee under the Trust Deed and at law. The Trustee expressly reserves all of the rights, powers, claims and remedies available to it under the Trust Deed and applicable law. No delay or forbearance by the Trustee to exercise any right or remedy accruing upon the occurrence of a Potential Event of Default, an Event of Default or similar event under the terms of the Trust Deed, 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 Bonds 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 Bonds or otherwise or the views of the Trustee expressed herein or otherwise.

The Trustee expressly reserves its rights under the Trust Deed, 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 Trust Deed at the request or direction of any Holder of the Bonds 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 Bonds 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 Bonds or as contained in this notice.

This notice is given by

CITICORP INTERNATIONAL LIMITED

in its capacity as Trustee of the 4.25% Guaranteed Convertible Bonds due 2023

Annex A - the Company's stock exchange announcement dated 27 June 2022

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CHINA EVERGRANDE GROUP 中國恒大集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3333)

INSIDE INFORMATION WINDING-UP PETITION

This announcement is made by China Evergrande Group (the “**Company**”) pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 and Rule 13.25(1)(b) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

THE PETITION

A winding-up petition against the Company (the “**Petition**”) dated 24 June 2022 was filed by Top Shine Global Limited of Intershore Consult (Samoa) Limited (the “**Petitioner**”) at the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) in connection with a financial obligation in the amount of HK\$862.5 million. To the best knowledge and belief of the Directors, the Petitioner is represented by Lin Ho Man.

The Company will oppose the Petition vigorously. The Company does not expect that the Petition will impact the Company’s restructuring plans or timetable. As disclosed in the announcements of the Company dated 26 January 2022 and 20 June 2022, the Company has been actively communicating with creditors to push forward with its offshore debt restructuring plan. The Company expects to announce its preliminary restructuring plan for its offshore debt before the end of July.

Section 182 of the Companies Winding-Up Ordinance

In accordance with section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies Winding Up Ordinance**”), if the Company is ultimately wound up as a result of the Petition, any disposition of the property directly held by the Company (for the avoidance of doubt excluding property owned by subsidiaries of the Company), including things in action, and any transfer of shares, or alteration in the status of the members of the Company, after the commencement date of the winding up, namely the date of the presentation of the Petition (that is, 24 June 2022) (the “**Commencement Date**”), will be void unless a validation order is obtained from the High Court. Any disposition made on or after the Commencement Date will not be affected if the Petition is subsequently struck out, dismissed or permanently stayed.

Transfer of shares of the Company

Given the effect of section 182 of the Companies Winding-Up Ordinance, the board of directors of the Company (the “**Board**”) wishes to remind the shareholders and potential investors of the Company that the transfer of the shares in the Company made on or after the Commencement Date would be void absent the validation order from the High Court if the Company is ultimately wound up as a result of the Petition.

In view of the uncertainties that may arise in relation to the transfer of shares of the Company, by the circular dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited (“HKSCC”) in relation to the transfer of the shares of listed issuers after a winding-up petition has been presented, HKSCC may, at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (“CCASS”) to temporarily suspend any of its services in respect of shares of the Company for participant(s) who conduct share transfers through HKSCC (“**Participant(s)**”). This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not re-registered in HKSCC Nominee Limited’s name will be returned to the relevant Participant. HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account. These measures would generally cease to apply from the date when the Petition has been dismissed or permanently stayed, or the Company has obtained the necessary validation order from the High Court.

The Company will keep its shareholders and investors informed of any significant development and further announcement will be made by the Company as and when appropriate.

Holders of the Company’s securities and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, the trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 21 March 2022. Trading in the shares of the Company will remain suspended until further notice.

By order of the Board
China Evergrande Group
Hui Ka Yan
Chairman

Hong Kong, 27 June 2022

As at the date of this announcement, the executive directors are Mr. Hui Ka Yan, Mr. Xia Haijun, Mr. Siu Shawn, Mr. Shi Junping and Mr. Pan Darong, the non-executive director is Mr. Liang Senlin, and the independent non- executive directors are Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi.

Annex B - the Company's stock exchange announcement dated 28 November 2022

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ADJOURNMENT OF WINDING-UP PETITION HEARING

This announcement is made by China Evergrande Group (the “**Company**”) pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 and Rule 13.25(1)(b) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcements of the Company dated 27 June 2022, 5 September 2022 and 8 September 2022 (the “**Announcements**”) in relation to the Petition filed by the Petitioner against the Company and the adjournment of the hearing date of the Petition. Unless otherwise defined, capitalized terms used herein shall have the same meanings as used in the Announcements.

On 28 November 2022, the High Court approved the adjournment application by the Company and further adjourned the hearing of the Petition to 20 March 2023.

Holders of the Company’s securities and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

By order of the Board
China Evergrande Group
Hui Ka Yan
Chairman

Hong Kong, 28 November 2022

As at the date of this announcement, the executive directors are Mr. Hui Ka Yan, Mr. Siu Shawn, Mr. Shi Junping, Mr. Liu Zhen and Mr. Qian Cheng, the non-executive director is Mr. Liang Senlin, and the independent non-executive directors are Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi.