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**CHINA EVERGRANDE GROUP**

中國恒大集團

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3333)**

## **NOTICE OF SCHEME MEETINGS**

References are made to (i) the announcements of China Evergrande Group (the “**Company**”) respectively dated 20 March 2023, 22 March 2023, 3 April 2023 and 27 April 2023 in relation to, among other things, the Proposed Restructuring; and (ii) the announcements of the Company dated 17 July 2023 and 26 July 2023 in relation to, among other things, the convening hearings in respect of the Schemes. Unless otherwise defined herein, terms used herein shall have the same meanings as used in the aforesaid announcements.

### **A. NOTICES OF CEG SCHEME MEETINGS**

#### **(a) Hong Kong CEG Scheme Meetings**

Pursuant to an order dated 24 July 2023, the High Court has directed that the Hong Kong CEG Scheme Meetings be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Hong Kong CEG Scheme.

The Hong Kong CEG Scheme Meeting for the Class A Scheme Creditors (the “**Hong Kong CEG Class A Scheme Meeting**”) will be held at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 23 August 2023 at 8:00 p.m. (Hong Kong time), the equivalent time being 7:00 a.m. (Cayman Islands time).

The Hong Kong CEG Scheme Meeting for the Class C Scheme Creditors (the “**Hong Kong CEG Class C Scheme Meeting**”) will be held at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 23 August 2023 at 9:30 p.m. (Hong Kong time), the equivalent time being 8:30 a.m. (Cayman Islands time).

Notice of the Hong Kong CEG Scheme Meetings is set out in *Annex 1* to this announcement.

**(b) Cayman Islands CEG Scheme**

Pursuant to an order dated 25 July 2023, the Grand Court of the Cayman Islands has directed that the Cayman Islands CEG Scheme Meetings be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Cayman Islands CEG Scheme.

The Cayman Islands CEG Scheme Meeting for the Class A Scheme Creditors will be held at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 23 August 2023 at 8:45 p.m. (Hong Kong time), the equivalent time being 7:45 a.m. (Cayman Islands time) (or, if later, as soon as the Hong Kong CEG Class A Scheme Meeting has concluded).

The Cayman Islands CEG Scheme Meeting for the Class C Scheme Creditors will be held at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 23 August 2023 at 10:15 p.m. (Hong Kong time), the equivalent time being 9:15 a.m. (Cayman Islands time) (or, if later, as soon as the Hong Kong CEG Class C Scheme Meeting has concluded).

Notice of the Cayman Islands CEG Scheme Meetings is set out in *Annex 2* to this announcement.

**B. NOTICE OF SJ SCHEME MEETING**

Pursuant to the order dated 24 July 2023, the High Court of Justice, Eastern Caribbean Supreme Court has directed that the SJ Scheme Meeting be convened for the purpose of considering and, if thought fit, approving (with or without modification) the SJ Scheme.

The SJ Scheme Meeting will be held at the offices of Maples and Calder at 5th Floor, Ritter House, Wickhams Cay II, Road Town, British Virgin Islands on 22 August 2023 at 9:00 a.m. (British Virgin Islands time), the equivalent time being 9:00 p.m. (Hong Kong time).

Notice of the SJ Scheme Meeting is set out in *Annex 3* to this announcement.

### **C. NOTICE OF TJ SCHEME MEETING**

Pursuant to the order dated 24 July 2023, the High Court has directed the TJ Scheme Meeting be convened for the purpose of considering and, if thought fit, approving (with or without modification) the TJ Scheme.

The TJ Scheme Meeting will be held at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on 22 August 2023 at 8:00 p.m. (Hong Kong time).

Notice of the TJ Scheme Meeting is set out in *Annex 4* to this announcement.

### **D. SCHEME CREDITOR FORMS**

The Scheme Creditor forms (for voting purposes) in respect of each of the Hong Kong CEG Scheme Meetings, Cayman Islands CEG Scheme Meetings, SJ Scheme Meeting and TJ Scheme Meeting can be found in the solicitation packets which are available to download from the Transaction Website (<https://projects.morrowsodali.com/evergrande>) and the Company's website ([www.evergrande.com](http://www.evergrande.com)).

### **E. REQUEST FOR INFORMATION**

Documents and announcements related to the Schemes can be found on the Transaction Website: <https://projects.morrowsodali.com/evergrande>.

The Information Agent can be contacted using the below details:

#### **Morrow Sodali Limited**

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

Email: [evergrande@investor.morrowsodali.com](mailto:evergrande@investor.morrowsodali.com)

Attention: Debt Services Team

Any requests for information can be directed to the Information Agent using the details above, or to the Company's financial advisor:

#### **Houlihan Lokey China Limited**

Email: [Evergrande@HL.com](mailto:Evergrande@HL.com)

or to the AHG's financial advisor:

#### **Moelis & Company**

Email: [Project\\_Evergrande\\_Ext@moelis.com](mailto:Project_Evergrande_Ext@moelis.com)

## **F. SUSPENSION OF TRADING**

Trading in the shares of the Company has been suspended since 9:00 a.m. on 21 March 2022. The trading in the shares of the Company will remain suspended until further notice.

**Holder**s 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, 31 July 2023

*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.*

**ANNEX 1**  
**Notice of Hong Kong CEG Scheme Meetings**

**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 1091 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 OF CHINA EVERGRANDE GROUP (中國恒大集團)**

中国恒大集团事宜

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**NOTICE OF SCHEME MEETINGS**

协议安排会议通知

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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 schemes of arrangement between China Evergrande Group (中國恒大集團) (the "**Company**") and the Scheme Creditors (as defined therein) under section 86 of the Companies Act (2023 Revision) (the "**Cayman Scheme**") and section 670 of the Companies Ordinance (Cap. 622) (the "**Hong Kong Scheme**").

除非本通知另有定义，否则本通知所使用的术语与中国恒大集团（“公司”）和协议安排债权人（Scheme Creditors）（定义于说明陈述）之间根据开曼群岛公司法（2023 年修订版）第 86 条（“开曼协议安排”）及香港公司条例（第 622 章）第 670 条（“香港协议安排”）的拟议协议安排有关的说明陈述（“说明陈述”）的含义相同。

Copies of the Schemes, the Explanatory Statement and the Solicitation Packet (including samples of 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样本，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 orders of the Grand Court of the Cayman Islands (the "**Cayman Court**") and the High Court of the Hong Kong Special Administrative Region Court of First Instance (the "**Hong Kong Court**"), dated 25 and 24 July 2023 respectively (the "**Scheme Convening Orders**"), meetings of Scheme Creditors (the "**Scheme Meetings**") be convened for the purpose of considering

and, if thought fit, approving (with or without modification) the Cayman Scheme and Hong Kong Scheme (together the "**Schemes**") proposed by the Company.

**兹通知**，根据开曼群岛大法院（“**开曼法院**”）及香港特别行政区高等法院原讼法庭（“**香港法院**”）分别于 2023 年 7 月 25 日及 2023 年 7 月 24 日的命令（“**协议安排召集命令**”），将召开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）公司提议的开曼协议安排与香港协议安排（统称为“**协议安排**”）。

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

#### **协议安排会议的方式、时间及视讯会议可行性**

The Scheme Meetings will be held on 23 August 2023 in Hong Kong at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance St, Central, Hong Kong as follows:

协议安排会议将于 2023 年 8 月 23 日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于以下时间召开：

1. Hong Kong Scheme – The Class A Scheme Meeting will commence at 8:00 p.m. (Hong Kong time) / 7:00 a.m. (Cayman Islands time);

香港协议安排 – A 类协议安排会议将于晚上 8 时（香港时间）/上午 7 时（开曼群岛时间）开始；

2. Cayman Scheme - The Class A Scheme Meeting will commence at 8:45 p.m. (Hong Kong time) / 7:45 a.m. (Cayman Islands time) / (or, if later, as soon as the Class A Scheme Meeting for the Hong Kong Scheme has concluded);

开曼协议安排 – A 类协议安排会议将于晚上 8 时 45 分（香港时间）/上午 7 时 45 分（开曼群岛时间）/（如果晚于前述时间，则于香港协议安排 A 类协议安排会议结束后）开始；

3. Hong Kong Scheme – The Class C Scheme Meeting will commence at 9:30 pm (Hong Kong time) / 8:30 a.m. (Cayman Islands time); and

香港协议安排 – C 类协议安排会议将于晚上 9 时 30 分（香港时间）/上午 8 时 30 分（开曼群岛时间）开始；以及

4. Cayman Scheme - The Class C Scheme Meeting will commence at 10:15 pm (Hong Kong time) / 9:15 a.m. (Cayman Islands time) / (or, if later, as soon as the Class C Scheme Meeting for the Hong Kong Scheme has concluded),

开曼协议安排 – C 类协议安排会议将于晚上 10 时 15 分（香港时间）/上午 9 时 15 分（开曼群岛时间）/（如果晚于前述时间，则于香港协议安排 C 类协议安排会议结束后）开始，

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 Meetings shall be communicated to Scheme Creditors in advance of the Scheme Meetings on the Transaction Website, the Company'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**").

如有必要或合适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，在交易网站以及公司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 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 Meetings 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, Class A Private Lender Proxy Form, or Class C Scheme Creditor Proxy Form (as applicable) 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）、A类私募出借人代理表格（Class A Private Lender Proxy Form）或C类协议安排债权人代理表格（Class C 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](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 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。

The Existing Notes Trustee, the Existing Notes Depository, China Construction Bank (Asia) Corporation Limited and Guotai Junan Securities Co., Ltd. as trustee under the Dongpo Notes, Lake Notes and/or RMB Bonds and the Existing Agents are each Scheme Creditors, but will not be permitted to vote in respect of the Existing Notes, the Dongpo Notes, and/or the Lake Notes (as applicable) at the Scheme Meetings (to avoid double counting). Guotai Junan Securities Co., Ltd. as trustee under the RMB Bonds may be instructed to vote at the Class C Scheme Meetings when duly instructed to do so pursuant to the terms of the RMB Bond (if applicable)."

现有票据托管人(Existing Notes Trustee)、现有票据保管人(Existing Notes Depository)、眉山项目票据(Dongpo Notes)与湘阴项目票据(Lake Notes) 和/或人民币债券 (RMB Bonds) 项下作为托管人的中国建设银行（亚洲）股份有限公司及国泰君安证券股份有限公司以及现有代理人，各为协议安排债权人，但将不被允许就现有票据、眉山项目票据和/或湘阴项目票据（如适用）在协议安排会议上投票（以避免重复投票）。国泰君安证券股份有限公司作为人民币债券的信托人，根据人民币债券条款（如适用）获得正式指示后，可经指示在 C 类协议安排会议上投票。

### **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 Schemes, being the deadline for the submission of the relevant forms in order to vote on the Schemes and attend the relevant Scheme Meetings, is **5:00 p.m. (Hong Kong time) on 18 August 2023, the equivalent time being 4:00 a.m. (Cayman Islands 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）与2023年8月18日上午4时（开曼群岛时间）**。

In order to vote on the Schemes and attend the relevant Scheme Meetings (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

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：

- (i) in the case of a Class A Noteholder, a Dongpo Noteholder or a Lake Noteholder that is not a Blocked Scheme Creditor:

在 A 类票据持有人、眉山项目票据持有人或湘阴票据持有人（非受阻协议安排债权人）的情况下：

- a. a Custody Instruction is submitted on their behalf via the relevant Clearing System by the **Custody Instruction Deadline** (being 5:00 p.m. (Hong Kong time) / 4:00 a.m.. (Cayman Islands 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日下午5时（香港时间）/上午4

时（开曼群岛时间）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, 2 and 3 of the Account Holder Letter have been validly completed and submitted to 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 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**，有效完成、通过门户网站提交并由信息代理人收到账户持有人信函第 1、2、3 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完成线上提交及收集）；

(ii) in the case of a Class A Private Lender:

在 A 类私募出借人的情况下:

- a. Sections 2 to 6 of the Class A Private Lender Proxy Form have been validly completed and submitted to 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 Class A Private Lender Proxy Form and the rest of the Solicitation Packet, including supporting evidence of the Class A Private Lender's identity, its status as a Scheme Creditor, and the value of its holding of the Class A Debts;

根据 A 类私募出借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、通过门户网站提交并由信息代理人收到 A 类私募出借人代理表格第 2 至 6 节，包括证明 A 类私募出借人身份、其作为协议安排债权人的身份及其持有 A 类债务数额价值的支持性证据；

(iii) in the case of a Class C Scheme Creditor that is not a Dongpo Noteholder, a Lake Noteholder or a Blocked Scheme Creditor:

在 C 类协议安排债权人（非眉山项目票据持有人、湘阴项目票据持有人或受阻协议安排债权人）的情况下:

- a. Sections 2 to 6 of the Class C Scheme Creditor Proxy Form have been validly completed and submitted to 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 Class C Scheme Creditor Proxy Form and the rest of the Solicitation Packet, including supporting evidence of the Class C Scheme Creditor's identity, its status as a Scheme Creditor, and the value of its holding of the Class C Debts; and

根据 C 类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、通过门户网站提交并由信息代理人收到 C 类协议安排债权人代理表格第 2 至 6 节，包括证明 C 类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 C 类债务数额价值的支持性证据；以及

(iv) 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、通过电邮提交并由信息代理人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 Meetings

### 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，则获正式授权的代理人）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。

Any Scheme Creditor or its proxy, attending the Scheme Meeting in person must produce the following documents upon registration:

任何线下参与协议安排会议的协议安排债权人及其代理人都需于登记时提供以下文件：

- a duplicate copy of the Account Holder Letter, Class A Private Lender Proxy Form, Class C Scheme Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable), that has been validly completed and submitted electronically by or on behalf of that Scheme Creditor, and (where relevant) authorising the proxy to act as such on behalf of that Scheme Creditor;

账户持有人信函、A 类私募出借人代理表格、C 类协议安排债权人代理表格或受阻协议安排债权人表格（如适用）的副本，并且该等文件已被有效完成并通过电子方式自行或代表协议安排债权人提交予信息代理人，（如相关）授权代理人代表协议安排债权人行动；

- evidence of personal identity with photo identification (for example, a valid original passport, or other original government-issued photographic identification); and

附带照片的个人身份证明（如有效的护照原件或其他政府出具的身份证件原件）；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）。

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 Orders, the Cayman Court and 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 Meetings, or failing that, another representative of KPMG nominated by him, and directed the Chairperson to report the results of the Scheme Meetings to the Cayman Court and Hong Kong 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 (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，并指示其向开曼法院与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、公司网站以及 **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 Schemes, if approved at the Scheme Meetings, will be subject to the subsequent approval and sanction of the Cayman Court and the Hong Kong Court. The Cayman Scheme Sanction Hearing is presently scheduled to take place at 10.00 a.m. Cayman Islands time (11.00 p.m. Hong Kong time) on 1 September 2023. The Hong Kong 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) (9:00 p.m. Cayman Islands time on 4 and 5 September 2023). 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 Schemes.

协议安排如在协议安排会议上被批准，将需获得开曼法院与香港法院随后的通过与批准。开曼协议安排批准聆讯 (Cayman Scheme Sanction Hearing) 现定为 2023 年 9 月 1 日开曼群岛时间上午 10 时（香港时间晚上 11 时）。香港协议安排批准聆讯 (Hong Kong Scheme Sanction Hearing) 现定为 2023 年 9 月 5 日及 6 日香港时间上午 10 时（待香港法院确认）（开曼群岛时间 2023 年 9 月 4 日及 5 日晚上 9 时）。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 CREDITORS<sup>3</sup>) REQUIRING ASSISTANCE SHOULD CONTACT:**

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<sup>3</sup> as defined in the Explanatory Statement and the Schemes.

需要协助的协议安排债权人（受阻协议安排债权人<sup>4</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: [evergrande@investor.morrowsodali.com](mailto: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](mailto:lm@glas.agency)  
电邮：  
Attention: Liability Management Team  
收件人：

**FOR COMPANY ANNOUNCEMENTS REGARDING THIS SCHEME (INCLUDING THOSE RELEVANT TO BLOCKED SCHEME CREDITORS)**

与本协议安排有关的公司公告（包括有关于受阻协议安排债权人的公告）

Company's Website: [www.evergrande.com](http://www.evergrande.com)  
公司网站：

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：

**CHINA EVERGRANDE GROUP (中國恒大集團)**  
中国恒大集团

Dated: 31 July 2023

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<sup>4</sup> 定义见说明陈述及协议安排。

日期：2023年7月31日

**ANNEX 2**  
**Notice of Cayman Islands CEG Scheme Meetings**

**IN THE GRAND COURT OF THE CAYMAN ISLANDS**

开曼群岛大法院

**FINANCIAL SERVICES DIVISION**

金融服务部

**FSD CAUSE NO. 89 OF 2023 (IKJ)**

**IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2023 REVISION)**

公司法（2023年修订版）第86条事宜

**AND**

及

**IN THE MATTER OF CHINA EVERGRANDE GROUP (中國恒大集團)**

中国恒大集团事宜

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**NOTICE OF SCHEME MEETINGS**

协议安排会议通知

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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 schemes of arrangement between China Evergrande Group (中國恒大集團) (the "**Company**") and the Scheme Creditors (as defined therein) under section 86 of the Companies Act (2023 Revision) (the "**Cayman Scheme**") and section 670 of the Companies Ordinance (Cap. 622) (the "**Hong Kong Scheme**").

除非本通知另有定义，否则本通知所使用的术语与中国恒大集团（“公司”）和协议安排债权人 (Scheme Creditors)（定义于说明陈述）之间根据开曼群岛公司法（2023年修订版）第86条（“开曼协议安排”）及香港公司条例（第622章）第670条（“香港协议安排”）的拟议协议安排有关的说明陈述（“说明陈述”）的含义相同。

Copies of the Schemes, the Explanatory Statement and the Solicitation Packet (including samples of 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样本，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 orders of the Grand Court of the Cayman Islands (the "**Cayman Court**") and the High Court of the Hong Kong Special Administrative Region Court of First Instance (the "**Hong Kong Court**"), dated 25 and 24 July 2023 respectively (the "**Scheme Convening Orders**"), meetings of Scheme Creditors (the "**Scheme Meetings**") be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Cayman Scheme and Hong Kong Scheme (together the "**Schemes**") proposed by the Company.

兹通知，根据开曼群岛大法院（“开曼法院”）及香港特别行政区高等法院原讼法庭（“香港法院”）分别于2023年7月25日及2023年7月24日的命令（“协议安排召集命令”），将召开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）公司提议的开曼协议安排与香港协议安排（统称为“协议安排”）。

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

#### **协议安排会议的方式、时间及视讯会议可行性**

The Scheme Meetings will be held on 23 August 2023 in Hong Kong at the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance St, Central, Hong Kong as follows:

协议安排会议将于2023年8月23日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于以下时间召开：

1. Hong Kong Scheme – The Class A Scheme Meeting will commence at 8:00 p.m. (Hong Kong time) / 7:00 a.m. (Cayman Islands time);

香港协议安排 – A类协议安排会议将于晚上8时（香港时间）/上午7时（开曼群岛时间）开始；

2. Cayman Scheme - The Class A Scheme Meeting will commence at 8:45 p.m. (Hong Kong time) / 7:45 a.m. (Cayman Islands time) / (or, if later, as soon as the Class A Scheme Meeting for the Hong Kong Scheme has concluded);

开曼协议安排 – A类协议安排会议将于晚上8时45分（香港时间）/上午7时45分（开曼群岛时间）/（如果晚于前述时间，则于香港协议安排A类协议安排会议结束后）开始；

3. Hong Kong Scheme – The Class C Scheme Meeting will commence at 9:30 pm (Hong Kong time) / 8:30 a.m. (Cayman Islands time); and

香港协议安排 – C类协议安排会议将于晚上9时30分（香港时间）/上午8时30分（开曼群岛时间）开始；以及

4. Cayman Scheme - The Class C Scheme Meeting will commence at 10:15 pm (Hong Kong time) / 9:15 a.m. (Cayman Islands time) / (or, if later, as soon as the Class C Scheme Meeting for the Hong Kong Scheme has concluded),

开曼协议安排 – C类协议安排会议将于晚上10时15分（香港时间）/上午9时15分（开曼群岛时间）/（如果晚于前述时间，则于香港协议安排C类协议安排会议结束后）开始，

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 Meetings shall be communicated to Scheme Creditors in advance

of the Scheme Meetings on the Transaction Website, the Company'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").

如有必要或合适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，在交易网站以及公司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 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 Meetings 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, Class A Private Lender Proxy Form, or Class C Scheme Creditor Proxy Form (as applicable) 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）、A类私募出借人代理表格（Class A Private Lender Proxy Form）或C类协议安排债权人代理表格（Class C 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](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 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。

The Existing Notes Trustee, the Existing Notes Depository, China Construction Bank (Asia) Corporation Limited and Guotai Junan Securities Co., Ltd. as trustee under the Dongpo Notes, Lake Notes and/or RMB Bonds and the Existing Agents are each Scheme Creditors, but will not be permitted to vote in respect of the Existing Notes, the Dongpo Notes, and/or the Lake Notes (as applicable) at the Scheme Meetings (to avoid double counting). Guotai Junan Securities Co., Ltd. as trustee under the RMB Bonds may be instructed to vote at the Class C Scheme Meetings when duly instructed to do so pursuant to the terms of the RMB Bond (if applicable).

现有票据托管人 (Existing Notes Trustee)、现有票据保管人 (Existing Notes Depository)、眉山项目票据 (Dongpo Notes) 与湘阴项目票据 (Lake Notes) 和/或人民币债券 (RMB Bonds) 项下作为托管人的中国建设银行（亚洲）股份有限公司及国泰君安证券股份有限公司以及现有代理人，各为协议安排债权人，但将不被允许就现有票据、眉山项目票据和/或湘阴项目票据（如适用）在协议安排会议上投票（以避免重复投票）。国泰君安证券股份有限公司作为人民币债券的信托人，根据人民币债券条款（如适用）获得正式指示后，可经指示在 C 类协议安排会议上投票。

## 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 Schemes, being the deadline for the submission of the relevant forms in order to vote on the Schemes and attend the relevant Scheme Meetings, is **5:00 p.m. (Hong Kong time) on 18 August 2023, the equivalent time being 4:00 a.m. (Cayman Islands 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）与2023年8月18日上午4时（开曼群岛时间）**。

In order to vote on the Schemes and attend the relevant Scheme Meetings (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

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：

- (i) in the case of a Class A Noteholder, a Dongpo Noteholder or a Lake Noteholder that is not a Blocked Scheme Creditor:

在 A 类票据持有人、眉山项目票据持有人或湘阴票据持有人（非受阻协议安排债权人）的情况下：

- a. a Custody Instruction is submitted on their behalf via the relevant Clearing System by the **Custody Instruction Deadline** (being 5:00 p.m. (Hong Kong time) / 4:00 a.m.. (Cayman Islands 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日下午5时(香港时间)/上午4时(开曼群岛时间))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, 2 and 3 of the Account Holder Letter have been validly completed and submitted to 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 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，有效完成、通过门户网站提交并由信息代理人收到账户持有人信函第 1、2、3 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完成线上提交及收集）；

(ii) in the case of a Class A Private Lender:

在 A 类私募出借人的情况下：

- a. Sections 2 to 6 of the Class A Private Lender Proxy Form have been validly completed and submitted to 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 Class A Private Lender Proxy Form and the rest of the Solicitation Packet, including supporting evidence of the Class A Private Lender's identity, its status as a Scheme Creditor, and the value of its holding of the Class A Debts;

根据 A 类私募出借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、通过门户网站提交并由信息代理人收到 A 类私募出借人代理表格第 2 至 6 节，包括证明 A 类私募出借人身份、其作为协议安排债权人的身份及其持有 A 类债务数额价值的支持性证据；

(iii) in the case of a Class C Scheme Creditor that is not a Dongpo Noteholder, a Lake Noteholder or a Blocked Scheme Creditor:

在 C 类协议安排债权人（非眉山项目票据持有人、湘阴项目票据持有人或受阻协议安排债权人）的情况下：

- a. Sections 2 to 6 of the Class C Scheme Creditor Proxy Form have been validly completed and submitted to 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 Class C Scheme Creditor Proxy Form and the rest of the Solicitation Packet, including supporting evidence of the Class C Scheme Creditor's identity, its status as a Scheme Creditor, and the value of its holding of the Class C Debts; and

根据 C 类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、通过门户网站提交并由信息代理人收到 C 类协议安排债权人代理表格第 2 至 6 节，包括证明 C 类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 C 类债务数额价值的支持性证据；以及

(iv) 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、通过电邮提交并由信息代理人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 Meetings**

#### **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，则获正式授权的代理人）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。

Any Scheme Creditor or its proxy, attending the Scheme Meeting in person must produce the following documents upon registration:

任何线下参与协议安排会议的协议安排债权人及其代理人都需于登记时提供以下文件:

- a duplicate copy of the Account Holder Letter, Class A Private Lender Proxy Form, Class C Scheme Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable), that has been validly completed and submitted electronically by or on behalf of that Scheme Creditor, and (where relevant) authorising the proxy to act as such on behalf of that Scheme Creditor;

账户持有人信函、A 类私募出借人代理表格、C 类协议安排债权人代理表格或受阻协议安排债权人表格（如适用）的副本，并且该等文件已被有效完成并通过电子方式自行或代表协议安排债权人提交予信息代理人，（如相关）授权代理人代表协议安排债权人行动；

- evidence of personal identity with photo identification (for example, a valid original passport, or other original government-issued photographic identification); and

附带照片的个人身份证明（如有效的护照原件或其他政府出具的身份证件原件）；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/或董事会纪要）。

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 Orders, the Cayman Court and 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 Meetings, or failing that, another representative of KPMG nominated by him, and directed the Chairperson to report the results of the Scheme Meetings to the Cayman Court and Hong Kong 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 (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，并指示其向开曼法院与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、公司网站以及 **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 Schemes, if approved at the Scheme Meetings, will be subject to the subsequent approval and sanction of the Cayman Court and the Hong Kong Court. The Cayman Scheme Sanction Hearing is presently scheduled to take place at 10.00 a.m. Cayman Islands time (11.00 p.m. Hong Kong time) on 1 September 2023. The Hong Kong 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) (9:00 p.m. Cayman Islands time on 4 and 5 September 2023). 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 Schemes.

协议安排如在协议安排会议上被批准，将需获得开曼法院与香港法院随后的通过与批准。开曼协议安排批准聆讯 (Cayman Scheme Sanction Hearing) 现定为 2023 年 9 月 1 日开曼群岛时间上午 10 时（香港时间晚上 11 时）。香港协议安排批准聆讯 (Hong Kong Scheme Sanction Hearing) 现定为 2023 年 9 月 5 日及 6 日香港时间上午 10 时（待香港法院确认）（开曼群岛时间 2023 年 9 月 4 日及 5 日晚上 9 时）。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 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: [evergrande@investor.morrowsodali.com](mailto: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](mailto:lm@glas.agency)  
电邮：  
Attention: Liability Management Team  
收件人：

**FOR COMPANY ANNOUNCEMENTS REGARDING THIS SCHEME (INCLUDING THOSE RELEVANT TO BLOCKED SCHEME CREDITORS)**

与本协议安排有关的公司公告（包括有关于受阻协议安排债权人的公告）

Company's Website: [www.evergrande.com](http://www.evergrande.com)  
公司网站：

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：

**CHINA EVERGRANDE GROUP (中國恒大集團)**  
中国恒大集团

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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。

Dated: 31 July 2023

日期：2023年7月31日



**ANNEX 3**  
**Notice of SJ Scheme Meeting**

**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: [evergrande@investor.morrowsodali.com](mailto:evergrande@investor.morrowsodali.com)  
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



**ANNEX 4**  
**Notice of TJ Scheme Meeting**

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

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NOTICE OF SCHEME MEETING

协议安排会议通知

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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](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 CEG 网站 ([www.evergrande.com](http://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](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 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（并无论如何于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，则获正式授权的代理人）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).

附帶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 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: [evergrande@investor.morrowsodali.com](mailto: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](mailto: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](http://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

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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。