

**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。

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

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。

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