

THIS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) ASSUMES NO RESPONSIBILITY FOR THE CONTENTS OF THIS ANNOUNCEMENT, AND MAKES NO REPRESENTATION AS TO THE CORRECTNESS OF ANY OF THE STATEMENTS OR OPINIONS MADE OR CONTAINED IN THIS ANNOUNCEMENT.

If you are in doubt about any aspect of this announcement and/or the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or appropriately authorised independent financial adviser. If you have recently sold or otherwise transferred all or any of your holding(s) of the Notes, you should contact the Information and Tabulation Agent.

The distribution of this announcement in certain jurisdictions may be restricted by law, and persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. The Consent Solicitation is being made only outside the United States to persons other than “U.S. persons” (as defined in Regulation S under the United States Securities Act of 1933, as amended (the “**Securities Act**”)). Neither the Consent Solicitation Memorandum, nor any document prepared in connection with it (including this announcement) constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell, any security in the United States or any other jurisdiction.

None of the Solicitation Agent, the Trustee, the Agents or the Information and Tabulation Agent (nor their respective directors, employees, officers, advisers, consultants, agents or affiliates) makes any representation or recommendation whatsoever regarding the Consent Solicitation Memorandum, or any document prepared in connection with it, the Proposed Amendments and Waivers, the Extraordinary Resolution or the Consent Solicitation.

ANNOUNCEMENT OF EXTENSION OF VOTING DEADLINE

Mega Wisdom Global Limited (巨智環球有限公司)

(incorporated with limited liability under the laws of the British Virgin Islands)
(the “**Issuer**”)

6.25 per cent. Guaranteed Notes due 2023 (ISIN: XS2342977324)

(the “**Notes**”)

guaranteed by

Fortune Joy Ventures Limited (瑞喜創投有限公司)

(incorporated with limited liability under the laws of the British Virgin Islands)
(“**Fortune Joy**”)

and

Sino-Ocean Capital Holding Limited (遠洋資本控股有限公司)

(incorporated with limited liability under the laws of Hong Kong)

(“**Sino-Ocean Capital Holding**”, and together with Fortune Joy, the “**Guarantors**” and each a “**Guarantor**”)

Reference is made to the consent solicitation memorandum dated 26 May 2023 (the “**Consent Solicitation Memorandum**”) relating to the Consent Solicitation (as defined below), and the notice of meeting dated 26

May 2023 in relation to the Notes (the “**Notice of Meeting**”) and the announcement dated 26 May 2023 made on the SGX-ST in relation to the Consent Solicitation (the “**Announcement**”).

The Issuer has been conducting a consent solicitation to invite the Eligible Noteholders to consent to certain amendments and waivers relating to the Notes as set out in the Consent Solicitation Memorandum and as proposed by the Issuer for approval by an extraordinary resolution of the Noteholders (the “**Consent Solicitation**”).

Capitalised terms used but not defined herein shall have the meanings given to them in the Consent Solicitation Memorandum, the Notice of Meeting and/or the Announcement.

All documents and materials relating to the Consent Solicitation have been or will be made available, subject to eligibility, on the Consent Website: <https://projects.morrowsodali.com/sinooceancapital>.

EXTENSION OF VOTING DEADLINE

Pursuant to the Consent Solicitation Memorandum and the Notice of Meeting, the deadline for receipt by the Information and Tabulation Agent of valid Consent Instructions from Eligible Noteholders and valid Ineligible Noteholder Instructions from Ineligible Noteholders is 4:00 p.m. (London time) on 14 June 2023 (the “**Original Voting Deadline**”). This is also the deadline for making any other arrangements to attend or be represented to vote at the Meeting.

The Issuer hereby announces that with immediate effect, the Original Voting Deadline shall be extended to 5:00 p.m. (London time) on 16 June 2023, being the voting deadline (the “**Voting Deadline**”).

All the other terms and conditions of the Consent Solicitation remain unchanged as stated in the Consent Solicitation Memorandum.

All Consent Instructions and Ineligible Noteholder Instructions submitted remain valid and irrevocable (except in the limited circumstances in which revocation is permitted as described in the Consent Solicitation Memorandum).

REVISED INDICATIVE TIMETABLE

The following summarises the revised indicative timetable for the Consent Solicitation. The revised indicative timetable below supersedes the timetable for the Consent Solicitation previously included in the Consent Solicitation Memorandum and the Announcement. Noteholders should refer to the revised indicative timetable below for the important dates applicable to the Consent Solicitation.

This timetable is subject to change and dates and times may be extended, re-opened or amended in accordance with the terms of the Consent Solicitation as described in the Consent Solicitation Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

Event	Date	Description of Event
Announcement of Consent Solicitation	26 May 2023	The Notice of Meeting made available on the Consent Website and distributed to Noteholders via the Clearing Systems. The launch announcement published on the website of the SGX-ST and made available on the Consent Website.

		The Consent Solicitation Memorandum made available on the Consent Website or from the Information and Tabulation Agent. Documents referred to under “Documents Available for Inspection” in the Notice of Meeting made available on the Consent Website and from the Information and Tabulation Agent.
Voting Deadline	5:00 p.m. (London time), 16 June 2023	Deadline for receipt by the Information and Tabulation Agent of valid Consent Instructions from Eligible Noteholders and valid Ineligible Noteholder Instructions from Ineligible Noteholders. This will also be the deadline for making any other arrangements to attend or be represented to vote at the Meeting.
Meeting of the Noteholders	5:00 p.m. (Hong Kong time), 21 June 2023	Time and date of the Meeting, at which the Noteholders will vote in relation to the Extraordinary Resolution.
Amendment Effective Date	As soon as reasonably practicable after the Meeting Expected to be on or around 21 June 2023	Execution and delivery of the Amendment Documentation. On the Amendment Effective Date, the Proposed Amendments and Waivers shall become effective.
Announcement of results of the Meeting, the satisfaction (or otherwise) of the Eligibility Condition and the Amendment Effective Date (if applicable)	As soon as reasonably practicable after the Meeting	Announcement of (i) the results of the Meeting; (ii) if the Extraordinary Resolution is passed, the satisfaction (or otherwise) of the Eligibility Condition; and (iii) if the Extraordinary Resolution is passed, the Eligibility Condition is satisfied and the Issuer elects to implement the Extraordinary Resolution, the execution and delivery of the Amendment Documentation and the Amendment Effective Date.

If a quorum is not achieved at the Meeting or the quorum is achieved and the Extraordinary Resolution is passed but the Eligibility Condition is not satisfied, the Meeting shall be adjourned and the adjourned Meeting will be held at a date which will be notified to the Noteholders in the notice of the adjourned Meeting.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold their Notes when such intermediary would need to receive instructions from a Noteholder in order for such Noteholder to participate in, or (in the limited circumstances in which revocation is permitted) to validly revoke their instruction to participate in, the Consent Solicitation and/or the Meeting by the deadlines specified above. The deadlines set by any such intermediary and each Clearing System for the submission and (where permitted) revocation of Consent Instructions and Ineligible Noteholder Instructions will be earlier than the relevant deadlines above.

FURTHER DETAILS

Eligible Noteholders are advised to read carefully the Consent Solicitation Memorandum for full details of, and information on the procedures for participating in, the Consent Solicitation.

Questions / further information

Noteholders who need assistance with respect to the procedures for participating in the Consent Solicitation should contact the following for further information:

The Solicitation Agent

Haitong International Securities Company Limited

28/F, One International Finance Centre
No. 1 Harbour View Street
Central
Hong Kong

Fax: +852 2840 1680

Email: project.starfish.iv.2023@htisec.com

Attention: DCM – Project Starfish IV

The Information and Tabulation Agent

Morrow Sodali Limited

In London:

103 Wigmore Street
W1U 1QS
London, United Kingdom
Tel: +44 20 4513 6933

In Hong Kong:

The Hive, 33-35 Hillier Street
Sheung Wan, Hong Kong
Tel: +852 2319 4130

Email: sinooceancapital@investor.morrowsodali.com

Consent Website: <https://projects.morrowsodali.com/sinooceancapital>

By Order of the Board
MEGA WISDOM GLOBAL LIMITED
(巨智環球有限公司)
Tang Runjiang
Director

14 June 2023

GENERAL

This announcement is governed by, and shall be construed in accordance with, English law. The courts of Hong Kong are to have exclusive jurisdiction to settle any disputes that may arise out of or in connection with this announcement and that, accordingly, any suit, action or proceedings arising out of or in connection with the foregoing may be brought in such courts.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by the Issuer, the Guarantors, the Solicitation Agent, the Information and Tabulation Agent and the Trustee to inform themselves about and to observe any such restrictions.

This announcement does not constitute an offer to buy or a solicitation of an offer to sell Notes in any jurisdiction in which such offer or solicitation is unlawful. In any jurisdiction where the securities, blue sky or other laws require the Consent Solicitation to be made by a licensed broker or dealer, and the Solicitation Agent or any of its affiliates is such a licensed broker or dealer in such jurisdiction, the Consent Solicitation shall be deemed to be made on behalf of the Issuer in such jurisdiction by the Solicitation Agent or the relevant affiliate (where it is so licensed).

DISCLAIMER

This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the Consent Solicitation. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Consent Solicitation or otherwise participate at the Meeting (including any adjourned Meeting). None of the Issuer, the Guarantors, the Solicitation Agent, the Trustee, the Agents or the Information and Tabulation Agent or any person who controls, or any director, officer, representative, adviser, employee, agent or affiliate of, any such person expresses any opinion about the terms of the Consent Solicitation or Extraordinary Resolution or makes any recommendation whether Noteholders should participate in the Consent Solicitation or otherwise participate at the Meeting.

SOLICITATION AND DISTRIBUTION RESTRICTIONS

United States

The Consent Solicitation is only being made outside the United States, to persons other than “U.S. persons” (as defined in Regulation S under the Securities Act). Any purported participation in the Consent Solicitation resulting directly or indirectly from a violation of these restrictions will be invalid and any participation in the Consent Solicitation is by a person that is located in the United States or that is a U.S. person or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a beneficial owner that is giving instructions from within the United States or that is any U.S. person will not be accepted.

Neither this announcement nor the Consent Solicitation Memorandum is an offer of securities for sale in the United States or to any U.S. person. The Notes may not be offered or sold in the United States absent registration or an exemption from registration. The Notes have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, unless an exemption from the registration requirements of the Securities Act is available.

Each Noteholder participating in the Consent Solicitation will represent that it is not a U.S. person (as defined in Regulation S under the Securities Act) and is not acting for the account or benefit of any U.S. person, and that it is not located in the United States.

For the purpose of this announcement and the Consent Solicitation Memorandum, “**United States**” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

United Kingdom

The communication of the Consent Solicitation Memorandum and any other documents or materials relating to the Consent Solicitation is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the United Kingdom’s Financial Services and Markets Act 2000, as amended (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made (i) outside of the United Kingdom and (ii) within the United Kingdom to (1) those persons falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”)), or within Article 43(2) of the Financial Promotion Order, and (2) any other persons to whom these documents and/or materials may lawfully be communicated (such persons together being “**Relevant Persons**”). The Consent Solicitation is only available to Relevant Persons and the transactions contemplated herein will be available only to, or engaged in only with, Relevant Persons, and must not be relied on or acted upon by persons other than Relevant Persons.

Singapore

None of the Consent Solicitation Memorandum or any other documents or materials relating to the Consent Solicitation have been or will be registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the “**SFA**”). Accordingly, the Consent Solicitation Memorandum and any other documents or materials relating to the Consent Solicitation may not be distributed or caused to be distributed to any person in Singapore other than to (a) an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA; or (ii) a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Hong Kong

The contents of the Consent Solicitation Memorandum have not been reviewed by any regulatory authority in Hong Kong. Noteholders should exercise caution in relation to the Consent Solicitation. If a Noteholder is in any doubt about any of the contents of the Consent Solicitation Memorandum, such Noteholder should obtain independent professional advice.

The Consent Solicitation has not been made and will not be made in Hong Kong, by means of any document other than: (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of the laws of Hong Kong (the “**SFO**”) and any rules made under that ordinance; or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the laws of Hong Kong or which do not constitute an offer to the public within the meaning of that ordinance.

Further, no person has issued or had in its possession for the purposes of issue, or will issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or

document relating to the Consent Solicitation, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Consent Solicitation which is or is intended to be made only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under that ordinance. The Consent Solicitation Memorandum and the information contained herein may not be used other than by the person to whom it is addressed and may not be reproduced in any form or transferred to any person in Hong Kong.

The Consent Solicitation is not intended to be made to the public in Hong Kong and it is not the intention of the Issuer and the Guarantors that the Consent Solicitation be made to the public in Hong Kong.

Japan

The Consent Solicitation has not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended, the “FIEA”) and may not be offered or sold directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for reoffering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

PRC

The Consent Solicitation shall not be made in the PRC (excluding Hong Kong, Macau and Taiwan), directly or indirectly, except in compliance with applicable laws and regulations.

British Virgin Islands

No invitation has been made or will be made, directly or indirectly, to any person in the British Virgin Islands or to the public in the British Virgin Islands to purchase the Notes or in relation to the Notes, and the Notes and the Consent Solicitation are not being made and may not be made, directly or indirectly, in the British Virgin Islands, except as otherwise permitted by the British Virgin Islands laws.

The Consent Solicitation Memorandum does not constitute, and there will not be, an offering of the Notes and the Consent Solicitation to any person in the British Virgin Islands.

General

Nothing in this announcement and the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell any security in any jurisdiction and participation in the Consent Solicitation by a Noteholder in any circumstances in which such participation is unlawful will not be accepted.

In addition to the representations referred to above in respect of the jurisdictions listed above, each Noteholder participating in the Consent Solicitation will be deemed to represent that it is an Eligible Noteholder. Any Consent Instruction from a Noteholder that is unable to make these representations will not be accepted. Each of the Issuer, the Guarantor, the Solicitation Agent, the Trustee, the Agents and the Information and Tabulation Agent reserves the right, in its absolute discretion, to investigate, in relation to any submission of Consent Instructions, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such Consent Instruction may be rejected.