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SHIMAO GROUP HOLDINGS LIMITED
世茂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 813)

**UPDATE IN RELATION TO
THE RESTRUCTURING OF OFFSHORE DEBT
NOTICE OF SCHEME MEETING**

Reference is made to the announcements of Shimao Group Holdings Limited (the “**Company**”) dated 25 March 2024, 2 May 2024, 31 May 2024, 26 June 2024, 26 July 2024, 30 August 2024, 2 October 2024, 31 October 2024, 26 November 2024, 2 December 2024, 13 December 2024, 17 December 2024 in relation to the proposed restructuring of the offshore debt of the Company, and the announcement of the Company dated 16 January 2025 in relation to the grant of a convening order by the High Court of the Hong Kong Special Administrative Region of the People’s Republic of China (the “**Hong Kong Court**”).

Unless otherwise specified, capitalised terms used in this Notice have the same meanings as in the explanatory statement dated 3 February 2025 (the “**Explanatory Statement**”) and the scheme relating to the proposed scheme of arrangement between the Company and the Scheme Creditors (as defined therein) under sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) of Hong Kong (the “**Scheme**”). A copy of the Scheme is incorporated in the Explanatory Statement of which this Notice forms a part.

NOTICE IS HEREBY GIVEN that, by an Order dated 16 January 2025 (the “**Convening Order**”) made by the Hong Kong Court, the Hong Kong Court has directed that a meeting (the “**Scheme Meeting**”) be convened of the Scheme Creditors of the Company for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the Hong Kong Court) the Scheme.

The Scheme Meeting will be held at Sidley Austin at 39/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, starting at 11:00 a.m. Hong Kong time on 24 February 2025, with any

adjournment as may be appropriate, and any changes in arrangements relating to the Scheme Meeting shall be communicated to the Scheme Creditors in advance of the Scheme Meeting.

Scheme Creditors will be able to attend the Scheme Meeting and vote in person or by an authorised representative (if a corporation) or by proxy. Scheme Creditors will also be able to attend the Scheme Meeting by video conference using conferencing details and passcode that can be obtained on request from the Information Agent (if you are a Scheme Creditor who is not a Sanctions-Affected Scheme Creditor). Conferencing details and passcode will be provided at least 2 business days before the day appointed for the Scheme Meeting. The Chairperson may require Scheme Creditors attending the Scheme Meeting by video conference to turn on their cameras for the duration of the meetings. Scheme Creditors attending the Scheme Meeting by video conference will be able to listen to the Scheme Meeting and to ask questions, but not cast their vote.

In order to attend the Scheme Meeting and vote on the Scheme (in person, by duly authorised representative, if a corporation, or by proxy), a Scheme Creditor must ensure that its Account Holder Letter or Lender Proxy Form is validly completed in accordance with the instructions set out in those forms and the Explanatory Statement. Forms must be submitted by no later than 11:00 p.m. Hong Kong time, on 19 February 2025 to the Information Agent either via (i) the Transaction Website <https://deals.is.kroll.com/shimaogroup> or (ii) if agreed in advance with the Information Agent, e-mail at shimaogroup@is.kroll.com.

If you are a Blocked Scheme Creditor, please contact the Blocked Scheme Creditor Tabulation Agent GLAS Specialist Services Limited and refer to the Explanatory Statement for the arrangements and forms that apply to you in order to participate and vote in the Scheme Meeting.

Each Scheme Creditor, or its proxy, intending to vote in person at the Scheme Meeting will be required to register its attendance at the Scheme Meeting no later than 60 minutes prior to the scheduled start time of the Scheme Meeting.

Copies of the Scheme, the Explanatory Statement, Account Holder Letter, Lender Proxy Form, Blocked Scheme Creditor Forms and certain Restructuring Documents are available for download from the Transaction Website.

Pursuant to the Convening Order, the Hong Kong Court appointed Mr. Patrick BANCE, or failing him, Ms. GE Jun, both of AlixPartners Singapore Pte. Ltd. or its affiliates, to act as the Chairperson of the Scheme Meeting and directed the Chairperson in his/her capacity as such 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.

The Scheme will be subject to the subsequent approval and sanction of the Hong Kong Court, and the satisfaction or waiver (as applicable) of the conditions as set out in clause 7 of the Scheme and summarised in section 7.6 of the Explanatory Statement.

Contact details

Information Agent - Kroll Issuer Services Limited

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Tel.	:	+852 2281 0114 / +44 20 7704 0880
HK Address	:	Level 3, Three Pacific Place, 1 Queen's Road East, Wan Chai, Hong Kong
Attention	:	Mu-yen Lo / Kevin Wong

Blocked Scheme Creditor Tabulation Agent - GLAS Specialist Services Limited

E-mail : shimaorestructuring@glas.agency
Tel. : +44 (0)20 3597 2940
UK Address : 55 Ludgate Hill, Level 1 West, London, EC4M 7JW, UK
Attention : GLAS – Shimaao Restructuring

Hyperlinks to the Transaction Website:

Transaction Website : <https://deals.is.kroll.com/shimaogroup>

Further announcement(s) will be made by the Company to inform shareholders and other investors of the Company of any material developments relating to the Scheme as and when appropriate.

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

3 February 2025