

INSIDE INFORMATION

References are made to the joint announcements of Sino-Ocean Group Holding Limited ("**Sino-Ocean Group**", together with its subsidiaries, the "**Group**") and Sino-Ocean Land (Hong Kong) Limited ("**Sino-Ocean Land HK**", a wholly-owned subsidiary of Sino-Ocean Group) dated 9 May 2025, 30 May 2025, 12 June 2025, 19 June 2025, 10 July 2025, 18 July 2025, 28 July 2025, 1 August 2025, 14 August 2025, 26 November 2025 and 4 February 2026, respectively (the "**Announcements**") relating to the relevant information on certain bonds issued by Beijing Sino-Ocean Group Holding Limited (北京遠洋控股集團有限公司) (formerly known as Sino-Ocean Holding Group (China) Limited (遠洋控股集團(中國)有限公司), "**Sino-Ocean Holding**"), a wholly-owned subsidiary of Sino-Ocean Group. Capitalised terms used herein shall have the same meanings as defined in the Announcements unless otherwise defined.

As stated in the joint announcement of Sino-Ocean Group and Sino-Ocean Land HK dated 1 August 2025, the Group planned to provide an overall restructuring plan to holders of certain existing onshore corporate bonds and interbank directed debt financing instruments of the Group. This plan would adjust the repayment arrangements for the principal and interest of such bonds/debt financing instruments and offer multiple settlement options, including cash repurchase, equity economic income right, and debt settlement with assets, and Sino-Ocean Holding would advance the restructuring of such bonds/debt financing instruments by convening bondholders' meeting(s).

As stated in the joint announcement of Sino-Ocean Group and Sino-Ocean Land HK dated 26 November 2025, bondholders' meeting(s) for the seven subsisting onshore corporate bonds (i.e., "15 Sino-Ocean 03", "15 Sino-Ocean 05", "18 Sino-Ocean 01", "19 Sino-Ocean 01", "19 Sino-Ocean 02", "21 Sino-Ocean 01" and "21 Sino-Ocean 02" bonds) of Sino-Ocean Holding were convened, at which the resolutions concerning the restructuring of the relevant bonds were approved. Pursuant to the announcements regarding the results of the relevant bondholders' meetings, the cash repurchase option, the equity economic income right option, and the debt settlement with assets option (debt settlement with proceeds from residential projects and debt settlement with proceeds from commercial projects) will be subsequently initiated, in sequence, by the relevant parties. Specific arrangements shall be subject to subsequent announcements to be issued by Sino-Ocean Holding.

The board of directors of Sino-Ocean Group and Sino-Ocean Land HK hereby inform their respective shareholders, holders of debt securities and/or potential investors of the updates on the said restructuring. As set out in the announcements on implementation of the repurchase of "15 Sino-Ocean 03", "15 Sino-Ocean 05", "18 Sino-Ocean 01", "19 Sino-Ocean 01", "19 Sino-Ocean 02", "21 Sino-Ocean 01" and "21 Sino-Ocean 02" bonds respectively dated 23 June 2026 published by Sino-Ocean Holding on the website of The Shanghai Stock Exchange:

IMPORTANT NOTICE:

1. According to the "Proposal regarding the Restructuring of the Current Bonds" and the "Proposal regarding the Restructuring of the Current Debt Financing Instruments" (collectively or individually the "**Restructuring Proposals**" or the "**Proposals**") approved at the previous holders' meetings, the relevant repurchasing entity (hereinafter referred to as the "**Repurchaser**") intends to repurchase the nine bonds/debt financing instruments (collectively or individually the "**Target Bonds**") issued by Sino-Ocean Holding by cash (hereinafter referred to as the "**Repurchase**"). The Repurchaser's funding sources include, but not limited to, transactions such as the disposal of the original credit enhancement assets. The Target Bonds are detailed below:

No.	Code	Abbreviation of bonds	Name of bonds
1	122401	15 Sino-Ocean 03* (15遠洋03)	2015 Corporate Bonds (First Tranche) (Type 3) of Sino-Ocean Land Limited
2	122498	15 Sino-Ocean 05* (15遠洋05)	2015 Corporate Bonds (Second Tranche) (Type 2) of Sino-Ocean Land Limited
3	143666	18 Sino-Ocean 01* (18遠洋01)	2018 Corporate Bonds (First Tranche) publicly issued by Sino-Ocean Land Limited
4	155255	19 Sino-Ocean 01* (19遠洋01)	2019 Corporate Bonds (First Tranche) (Type 1) publicly issued by Sino-Ocean Holding Group (China) Limited
5	155256	19 Sino-Ocean 02* (19遠洋02)	2019 Corporate Bonds (First Tranche) (Type 2) publicly issued by Sino-Ocean Holding Group (China) Limited
6	188102	21 Sino-Ocean 01* (21遠洋01)	2021 Corporate Bonds (For Professional Investors) (First Tranche) publicly issued by Sino-Ocean Holding Group (China) Limited
7	188828	21 Sino-Ocean 02* (21遠洋02)	2021 Corporate Bonds (For Professional Investors) (Second Tranche) (Type 1) publicly issued by Sino-Ocean Holding Group (China) Limited
8	032200147	22 Sino-Ocean Holding PPN001* (22遠洋控股 PPN001)	2022 Debt Financing Instrument (By Placement) (First Tranche) of Sino-Ocean Holding Group (China) Limited
9	032480459	24 Sino-Ocean Holding PPN001 (Restructured)* (24遠洋控股 PPN001 (重組))	2024 Debt Financing Instrument (By Placement) (First Tranche) of Sino-Ocean Holding Group (China) Limited (Restructured)

The aggregate cap of total amount of funds proposed for repurchase is RMB800,000,000 (inclusive, hereinafter referred to as the **"Total Repurchase Amount"**). Holders whose bonds/debt financing instruments are repurchased agree to waive all accrued interest (including interest, capitalized interest and its accrued interest, penalty interest/default fines (if any)) and other fees on such bonds/debt financing instruments, and such waiver is not subject to any contingent conditions. The full repurchase price of the Target Bonds = Net repurchase price = Remaining face value of the Target Bonds $\times$ 20%/per bond.

2. If a securities account of a holder of the Target Bonds is subject to judicial freezing, pledge, or other such situations, the holder of the Target Bonds intending to participate in the Repurchase must release the corresponding pledge, judicial freeze, etc., before the deadline of the application period for the Repurchase and complete the application for the Repurchase as agreed. If the relevant situations are not resolved by the deadline, the Target Bonds held in such securities account will not be allocated for repurchase.
3. The application registration period for the Repurchase is from 30 June 2026 to 27 July 2026 (trading days only).
4. The payment date for the repurchase funds of the Repurchase is 11 August 2026.
5. Investors who choose to use all or part of their bonds for the Repurchase must register during the repurchase registration period. If an investor fails to register, it will be deemed as not accepting the offer of the Repurchase, and such investor will continue to hold the bonds. The relevant repurchasing entity will promptly cancel the repurchased portion of the bonds, and the non-repurchased portion will be handled according to the resolutions passed at the previous holders' meetings.
6. To ensure the fairness of the Repurchase, the Repurchaser applies to use the bond put option method to accept investors' repurchase applications. Investors can submit their bond repurchase applications through the put option application module of The Shanghai Stock Exchange trading system during the repurchase registration period. The amount of the Target Bonds applied for repurchase will be frozen for trading after market close.
7. If the Repurchase is cancelled due to special reasons, the frozen bond stake applied for repurchase by investors will be unfrozen promptly. Subsequently, Sino-Ocean Holding will provide other restructuring options or principal and interest repayment arrangements according to the corresponding agreements of the holders' meetings.
8. As of the date of this announcement, the fund for repurchase has not been fully in place. The fundraising is proceeding orderly and the parties concerned will make their best efforts to complete the fund payment within stipulated timeframe.
9. Investors can cancel their applications for the Repurchase.
10. Risk Notice: The Repurchase is offered to all holders of the Target Bonds. Holders of the "15 Sino-Ocean 03", "15 Sino-Ocean 05", "18 Sino-Ocean 01", "19 Sino-Ocean 01", "19 Sino-Ocean 02", "21 Sino-Ocean 01" and "21 Sino-Ocean 02" bonds who intend to use all or part of their Target Bonds for the Repurchase at the price determined by Sino-Ocean Holding must apply through the put option application module of The Shanghai Stock Exchange system within the application period for the Repurchase. Investors participating in repurchase may incur losses, so they should pay attention to the risks.

If no application is made during the application period for the Repurchase, it will be deemed as automatically waiving the Repurchase and continuing to hold the relevant bonds. Subsequently, Sino-Ocean Holding will provide other restructuring options or principal and interest repayment arrangements according to the corresponding agreements of the resolutions already passed at the previous holders' meetings.

To ensure the smooth progress of the work related to the Repurchase, the relevant matters are hereby announced as follows:

I. Procedures for the Implementation of the Repurchase

1. Aggregate cap of total amount of funds proposed for repurchase: RMB800,000,000.
2. Repurchase registration period: From 30 June 2026 to 27 July 2026 (trading days only).
3. Date for payment of repurchase fund: 11 August 2026. Sino-Ocean Holding entrusts the Shanghai Branch of China Securities Depository and Clearing Corporation Limited (hereinafter referred to as "**CSDC Shanghai Branch**") to handle the payment for investors who have registered for repurchase.
4. Repurchase registration method: Investors may choose to use all or part of the bonds they hold for the Repurchase by submitting a repurchase application through the put option application module of The Shanghai Stock Exchange trading system during the repurchase registration period. If the application is unsuccessful on a given day, or if there is a bond balance for which no repurchase application has been submitted, repurchase applications can be continued on subsequent days (within the repurchase registration period).
5. Investors who choose to participate in repurchase must register during the repurchase registration period. Failure to complete the repurchase registration procedures by the deadline will be deemed as the investor automatically waiving this repurchase offer and continuing to hold the relevant bonds. The portion of bonds repurchased by the relevant repurchasing entity will be promptly cancelled.
6. Investors who have completed repurchase registration can apply to cancel their repurchase from 30 June 2026 to 27 July 2026 (trading days only) through the put option cancellation module of the Fixed Income Securities Integrated Electronic Platform or other means recognized by The Shanghai Stock Exchange.
7. Allocation Proposal: During the repurchase registration period, if the total amount declared by holders of the Target Bonds (sum of (declared quantity of each Target Bond × net repurchase price of each Target Bond), hereinafter referred to as the "**Total Declared Repurchase Amount**") is not higher than the Total Repurchase Amount, then all declarations from holders of the Target Bonds will be fully allocated. If the Total Declared Repurchase Amount is higher than the Total Repurchase Amount, the allocation ratio (accurate to 0.01%) will be determined based on the Total Repurchase Amount and the Total Declared Repurchase Amount. The repurchase amount allocated to each declaring holder of the Target Bonds will then be determined according to the principle of pro rata allocation (if there is a remainder of less than one board lot, the calculation result will be rounded down to the nearest whole board lot). The final allocation ratio for different bonds/debt financing instruments may differ. For

registered repurchase bonds that are not successfully allocated, Sino-Ocean Holding will submit a cancellation application to The Shanghai Stock Exchange and CSDC Shanghai Branch.

II. Specific Repurchase Proposal for the Target Bonds Proposed for Repurchase

The Repurchaser proposes to repurchase 9 Target Bonds, with the aggregate cap of total amount of funds proposed for repurchase being RMB800,000,000. Details of the repurchase proposal are as follows:

Bond code	Abbreviation of bonds	Bond face value (RMB per bond)	Outstanding balance (RMB 100 million)	Total amount of funds proposed for repurchase (RMB)	Repurchase price (RMB per bond)
122401	15 Sino-Ocean 03	100	15.0000	The aggregate cap of total amount of funds proposed for repurchase is RMB800,000,000.	20
122498	15 Sino-Ocean 05	100	30.0000		20
143666	18 Sino-Ocean 01	74.77	14.9540		14.96
155255	19 Sino-Ocean 01	99.7	13.1604		19.94
155256	19 Sino-Ocean 02	99.7	11.9640		19.94
188102	21 Sino-Ocean 01	99.7	25.9220		19.94
188828	21 Sino-Ocean 02	100	19.5000		20
032200147	22 Sino-Ocean Holding PPN001	100	20.0000		20
032480459	24 Sino-Ocean Holding PPN001 (Restructured)	100	27.4200		20

Note: The said price for repurchase shall be rounded up to two decimal places. (Please refer to the announcements published by Sino-Ocean Holding on The Shanghai Stock Exchange for the mechanism for determining the repurchase price of “15 Sino-Ocean 03”, “15 Sino-Ocean 05”, “18 Sino-Ocean 01”, “19 Sino-Ocean 01”, “19 Sino-Ocean 02”, “21 Sino-Ocean 01” and “21 Sino-Ocean 02” bonds and its rationality.)

Repurchase registration period: From 30 June 2026 to 27 July 2026 (trading days only)

Repurchase cancellation period: From 30 June 2026 to 27 July 2026 (trading days only)

Date for payment of repurchase fund: 11 August 2026

Cap of total amount of funds proposed for repurchase: RMB800,000,000

During the repurchase registration period, if the total amount declared by holders of the Target Bonds (sum of (declared quantity of each Target Bond $\times$ net repurchase price of each Target Bond), hereinafter referred to as the “**Total Declared Repurchase Amount**”) is not higher than the Total Repurchase Amount, then all declarations from holders of the Target Bonds will be fully allocated. If the Total Declared Repurchase Amount is higher than the Total Repurchase Amount, the allocation ratio (accurate to 0.01%) will be determined based on the Total Repurchase Amount and the Total Declared Repurchase Amount. The repurchase amount allocated to each declaring holder of the Target Bonds will then be determined according to the principle of pro rata allocation (if there is a remainder of less than one board lot, the calculation result will be rounded down to the nearest whole board lot). The final allocation ratio for different bonds/debt financing instruments may differ. For registered repurchase bonds that are not successfully allocated, the issuer will submit a cancellation application to The Shanghai Stock Exchange and CSDC Shanghai Branch.

III. Procedures for Payment of Repurchase Fund

- (I) Sino-Ocean Holding entrusts CSDC Shanghai Branch to handle the payment of bond repurchase funds. Sino-Ocean Holding or designated entity will transfer the full amount of the funds for the Repurchase to the bank account designated by CSDC Shanghai Branch 2 trading days before the payment date for the funds of the Repurchase.
- (II) Upon receiving the funds, CSDC Shanghai Branch will transfer the funds for the Repurchase through its fund settlement system to the corresponding paying institutions (securities companies or other institutions recognized by CSDC Shanghai Branch). Investors will receive the bond repurchase funds from these paying institutions.

IV. Registration Arrangements for Subsequent Restructuring Proposals and Risk Warning

According to the resolutions already passed at the previous holders’ meetings, during the application and registration period for the bond repurchase option, any Target Bonds entitlements that are not applied or, are not allocated after application, shall entitle the bondholders to elect other options under the Restructuring Proposals that will be made available for application and registration subsequently. After the implementation of the bond repurchase option is completed (i.e., upon the payment of the fund for repurchase), Sino-Ocean Holding will commence the work related to the application and registration for the equity economic income rights option of the Target Bonds. Following the allocation for the equity economic income rights option, Sino-Ocean Holding will begin the work related to the application and registration for the option of using proceeds from residential projects to offset debt for the Target Bonds. After the allocation for the residential project debt-for-asset option is finished, Sino-Ocean Holding will start the work related to the application and registration for the option of using proceeds from commercial projects to

offset debt for the Target Bonds. The specific registration period and method will be subject to announcements by Sino-Ocean Holding. All bond investors are further advised to pay attention to the following risks:

(I) Risks of the Equity Economic Income Rights Option

1. Risk of Stock Value Fluctuation

The market value of shares of Sino-Ocean Group (03377.HK) may fluctuate due to factors such as policy changes, economic environment, operational management, accounting policies, and force majeure. Additionally, as shares of Sino-Ocean Group are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), they may face the risk of significant trading price volatility due to factors like market supply and demand.

2. Stock Liquidity Risk

Shares of Sino-Ocean Group are listed on the Main Board of the Hong Kong Stock Exchange. During their listing, trading of Sino-Ocean Group’s shares may be suspended for various reasons, preventing investors from buying or selling Sino-Ocean Group’s shares during the suspension. Furthermore, subject to factors such as the daily average trading volume and instruction sending frequency, there is a risk that shares may not be sold promptly according to instructions. There is also a risk that some shares may not be sold due to the listing and trading rules of the Main Board of the Hong Kong Stock Exchange.

3. Risk of Exchange Rate Fluctuation

The payment amount under the equity economic income rights option is equivalent to the Renminbi value of the foreign currency funds obtained from selling Sino-Ocean Group’s shares on the Hong Kong Stock Exchange. This value is affected by the exchange rate between the foreign currency and Renminbi. Influenced by international political and economic events, as well as the liquidity of major international currencies, the exchange rate may fluctuate, causing the onshore payment amount under the equity economic income rights option to fluctuate accordingly.

4. Stock Delisting Risk

Sino-Ocean Group’s shares are listed on the Hong Kong Stock Exchange. During the listing, Sino-Ocean Group may be compulsorily delisted for various reasons. In such an event, there is a risk that the liquidation price per share of Sino-Ocean Group could be significantly lower than the pricing of the equity economic income rights option.

5. Risk of Share Dilution due to New Share Issuance

This and any future new share issuances may lead to dilution of shares of Sino-Ocean Group, thereby affecting earnings per share. Concurrently, if the market reacts negatively to the share dilution, it could further impact the disposal value of the shares.

6. *Risk of Infeasibility of the Implementation Path for the Equity Economic Income Rights Option*

The implementation path for the equity economic income rights option needs to be determined based on the actual circumstances at the time of implementation. If the implementation path cannot be executed legally and effectively at that time, there is a risk that the equity economic income rights option cannot be implemented.

7. *Risk of the Equity Economic Income Rights Option Not Becoming Effective*

The effectiveness and implementation of the equity economic income rights option require the fulfillment of all option implementation prerequisites specified in “II. (II) 1. Prerequisites for the Implementation of the Equity Economic Income Rights Option” of the Proposals (please refer to the announcements published by Sino-Ocean Holding on The Shanghai Stock Exchange). If Sino-Ocean Group fails to complete the private placement in Hong Kong, the Hong Kong Stock Exchange does not approve the listing and trading of the placement shares, or other implementation prerequisites cannot be met, the equity economic income rights option will not become effective.

8. *Risk of Staggered Share Issuance*

If the total outstanding principal of the Target Bonds registered for participation in the equity economic income rights option is relatively large, based on the review and approval requirements for the number of shares issued in Sino-Ocean Group’s private placement, there may be circumstances where the shares are issued in two tranches and where the full issuance of the private placement shares and the completion of the relevant procedures therefor may not be accomplished by 31 December 2026. Holders of the Target Bonds allocated the equity economic income rights option can only obtain the corresponding proceeds from selling the placement shares after Sino-Ocean Group completes all tranches of the private placement.

9. *Risk of Compulsory Sale of Shares Issued via Private Placement*

For shares for which no trading instructions are given within the share sale period (42 months) commencing on the date of completion of the private placement by Sino-Ocean Group, and for shares for which trading instructions are given but remain unsold, the Hong Kong special purpose vehicle will compulsorily sell them within 6 months starting from the beginning of the 43rd month after the completion of the private placement, at the market price on the transaction day. At that time, the market price per share of Sino-Ocean Group may be significantly lower than the income right pricing per share corresponding to the placement shares under the equity economic income rights option.

(II) Risks of the Debt Settlement with Assets Option

1. Risk of the Debt Settlement with Assets Option Not Becoming Effective

The effectiveness and implementation of the option using proceeds from residential projects to offset debt require the fulfillment of all option implementation prerequisites specified in “II. (III) 1. Prerequisites for the Implementation of the Residential Project Debt-for-Asset Option” of the Proposals (please refer to the announcements published by Sino-Ocean Holding on The Shanghai Stock Exchange). Similarly, the effectiveness and implementation of the option using proceeds from commercial projects to offset debt require the fulfillment of all option implementation prerequisites specified in “II. (IV) 1. Prerequisites for the Implementation of the Commercial Project Debt-for-Asset Option” of the Proposals (please refer to the announcements published by Sino-Ocean Holding on The Shanghai Stock Exchange). If the total declared amount for the debt settlement with assets option by holders of the Target Bonds does not reach the minimum threshold, the relevant parties will consider whether to implement the corresponding debt settlement with assets option at their discretion.

There is a risk that the trust may not be approved due to changes in regulatory policies (e.g., the China Banking and Insurance Regulatory Commission’s control over real estate trust quotas). The relevant parties will make their best efforts to use other legal and effective forms to enable the allocated holders of the Target Bonds to directly or indirectly enjoy priority rights to the credit enhancement assets for debt settlement (including equity income rights and/or partnership share income rights and/or related party loan claims).

2. Risk of Decline in the Value of the Project Assets

The value of project assets is determined by market conditions. If the economic environment changes, there is a risk that the value of the project assets may decline.

3. Risk of Seizure or Freezing of Credit Enhancement Assets for Debt Settlement

If the original credit enhancement assets included in the credit enhancement assets for debt settlement are preserved, frozen, or seized, it may become impossible to complete the guarantee procedures for the credit enhancement assets for debt settlement, affecting their guarantee validity, and consequently preventing the implementation of such credit enhancement assets for debt settlement as planned.

4. Risk of Income Distribution Falling Short of Expectations or Being Unrealizable

The credit enhancement assets for debt settlement involved in the residential project debt-for-asset option and the commercial project debt-for-asset option are the income rights of the project companies (including equity income rights and/or partnership share income rights and/or related party loan claims). The cash flow of the project companies should be used first to repay their own debts, with the remaining portion distributed to the allocated holders of the Target Bonds.

Affected by factors such as the market environment and policy environment, asset values remain under pressure, and the distributable cash flow is highly uncertain, posing a risk that the expected distribution amounts under the relevant options may not be achieved. Simultaneously, Sino-Ocean Holding's current business operations still face many challenges, and its ability to fulfill its commitment to cover shortfalls is also highly uncertain. In extreme circumstances, creditors may file a bankruptcy petition against Sino-Ocean Holding, and if accepted by the court, Sino-Ocean Holding may be unable to continue fulfilling its shortfall coverage obligations under the relevant options. The project companies or related rights holders involved in the credit enhancement assets for debt settlement may also face bankruptcy petitions from creditors accepted by the court, introducing significant uncertainty to the implementation of the corresponding options.

Further announcement(s) will be made by Sino-Ocean Group and Sino-Ocean Land HK as and when required in accordance with the relevant rules and regulations.

Shareholders, holders of debt securities and/or potential investors are advised (i) not to rely solely on the information contained in this announcement and (ii) to exercise caution when dealing in the securities of Sino-Ocean Group and Sino-Ocean Land HK. When in doubt, shareholders, holders of debt securities and/or potential investors are advised to seek professional advice from professional or financial advisers.

By order of the Board
Sino-Ocean Group Holding Limited

By order of the Board
Sino-Ocean Land (Hong Kong) Limited

Hong Kong, 23 June 2026

As at the date of this announcement, the board of directors of Sino-Ocean Group comprises Mr. LI Ming, Mr. WANG Honghui, Mr. CUI Hongjie and Ms. CHAI Juan as executive directors; Mr. ZHANG Zhongdang, Mr. YU Zhiqiang, Ms. SUN Jianxin and Ms. WANG Manling as non-executive directors; and Mr. HAN Xiaojing, Mr. LYU Hongbin, Mr. LIU Jingwei, Mr. JIANG Qi and Mr. CHEN Guogang as independent non-executive directors.

As at the date of this announcement, the board of directors of Sino-Ocean Land HK comprises Mr. LI Ming, Mr. WANG Honghui and Mr. YANG Leyu as directors.

* For identification purposes only