

INSIDE INFORMATION

The board of directors of Sino-Ocean Group Holding Limited ("**Sino-Ocean Group**") and Sino-Ocean Land (Hong Kong) Limited ("**Sino-Ocean Land HK**", a wholly-owned subsidiary of Sino-Ocean Group) hereby inform their respective shareholders, holders of debt securities and/or potential investors regarding the relevant information on 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. As set out in the announcements dated 4 February 2026 published by Sino-Ocean Holding on the website of The Shanghai Stock Exchange:

A. INFORMATION UPDATE ON BONDS ISSUED BY SINO-OCEAN HOLDING

I. Significant Matters Concerning Corporate Bonds Repayment Safeguard Measures

(I) Names, Abbreviations and Codes of Bonds Involved in Credit Enhancement

No.	Code (Shanghai Stock Exchange)	Abbreviation of Bonds	Name of Bonds
1	155255	H19 Sino-Ocean 1* (H19遠洋1)	2019 Corporate Bonds (First Tranche) (Type 1) publicly issued by Sino-Ocean Holding Group (China) Limited
2	155256	H19 Sino-Ocean 2* (H19遠洋2)	2019 Corporate Bonds (First Tranche) (Type 2) publicly issued by Sino-Ocean Holding Group (China) Limited
3	188102	H21 Sino-Ocean 1* (H21遠洋1)	2021 Corporate Bonds (For Professional Investors) (First Tranche) publicly issued by Sino-Ocean Holding Group (China) Limited
4	188828	H21 Sino-Ocean 2* (H21遠洋2)	2021 Corporate Bonds (For Professional Investors) (Second Tranche) (Type 1) publicly issued by Sino-Ocean Holding Group (China) Limited

(II) Specific Details of Credit Enhancement Measures Prior to the Amendment

In January 2024, Sino-Ocean Holding held a holders' meeting, at which it considered and passed resolution concerning the provision of credit enhancement safeguard measures. Relevant parties provided credit enhancement safeguard measures by way of the 15 credit enhancement assets held directly or indirectly, for the bonds "H19 Sino-Ocean 1", "H19 Sino-Ocean 2", "H21 Sino-Ocean 1" and "H21 Sino-Ocean 2", which included a pledge guarantee of the rights over the revenue attached to the 75% equity interests in Sanya Tongdi Manor Investment Co., Ltd.* (三亞棠棣莊園投資有限公司), which owns Sanya Tongdi Project* (三亞棠棣項目). The aforementioned credit enhancement assets are subject to a sharing mechanism, four corporate bonds, namely "H19 Sino-Ocean 1", "H19 Sino-Ocean 2", "H21 Sino-Ocean 1" and "H21 Sino-Ocean 2", as well as the First Tranche of the 2021 Debt Financing Instrument (By Placement) of Sino-Ocean Holding Group (China) Limited (referred to as the **"21 Sino-Ocean Holding PPN001"**, with a principal balance of RMB0.258 billion), the First Tranche of the 2022 Debt Financing Instrument (By Placement) of Sino-Ocean Holding Group (China) Limited (referred to as the **"22 Sino-Ocean Holding PPN001"**, with a principal balance of RMB2.0 billion), the First Tranche of the 2024 Debt Financing Instrument (By Placement) of Sino-Ocean Holding Group (China) Limited (Restructured) (referred to as the **"24 Sino-Ocean Holding PPN001 (Restructured)"**, with a principal balance of RMB2.742 billion), collectively referred to as the **"Bonds with Proposed Credit Enhancement"**. The allocation ratio of the co-shared credit enhancement assets is calculated in accordance with the following formula: allocation ratio = the balance of the outstanding principal amount of relevant bonds for which the resolutions on the adjustment of repayment arrangement for the principal and interest of the bonds and the provision of credit enhancement safeguard measures are approved/the balance of the outstanding principal amount of the Bonds with Proposed Credit Enhancement.

(III) Reasons for the Disposal of the Credit Enhancement Project

In accordance with the requirements of the local government, Sanya Tongdi Manor Investment Co., Ltd. (hereinafter referred to as the **"Project Company"**) needs to accelerate the development of the relevant land parcel. To avoid potential risks arising from delayed development, Sanya South Olympic Garden Company Limited* (三亞南國奧林匹克花園有限公司) (hereinafter referred to as the **"Seller"**) (an indirect wholly-owned subsidiary of Sino-Ocean Holding) intends to sell its 75% equity interests in the Project Company to a third party (hereinafter referred to as the **"Buyer"**).

(IV) Status on Fulfilment of Relevant Decision-Making Procedures

The internal approval procedures for the aforementioned transaction have been completed by Sino-Ocean Holding and the Seller.

(V) Status on Signing of the Relevant Agreement

As of the date of Sino-Ocean Holding's announcement, the Seller, the Buyer and the Project Company have entered into the Equity Transfer Agreement, pursuant to which the Seller agrees to sell, and the Buyer agrees to purchase, 75% of the equity interests in the Project Company held by the Seller for a consideration of RMB3.93 million. The registered capital of the Project Company is RMB64 million, and it is principally engaged in real estate development. The 75% equity interests corresponds to a registered capital of RMB48 million.

(VI) Status on Proceeds from the Disposal of the Credit Enhancement Project

According to the restructuring resolution approved at the holders' meetings of "H19 Sino-Ocean 1", "H19 Sino-Ocean 2", "H21 Sino-Ocean 1" and "H21 Sino-Ocean 2", the repurchaser will repurchase a portion of the target bonds at the agreed price in cash, where the repurchaser's funding sources include, but not limited to, transactions such as the disposal of the original credit enhancement assets. The consideration of RMB3.93 million from this equity interests disposal will be specifically used for the funding of the "Cash Repurchase Option", based on the portion of 58.575% of the total pledge ratio of the four corporate bonds (i.e. the repurchaser will repurchase a portion of the target bonds at the agreed price in cash, where the repurchaser's funding sources include, but not limited to, transactions such as the disposal of the original credit enhancement assets, whilst approximately RMB2.3 million is involved for this transaction).

(VII) Status on Supplementary Credit Enhancement

According to the signed "Pledge Agreement on the Rights over the Revenue attached to the Equity Interests of Sanya Tongdi Manor Investment Co., Ltd. between Sanya South Olympic Garden Company Limited and Guosen Securities Co., Ltd., acting on behalf of all bondholders of H19 Sino-Ocean 1, H19 Sino-Ocean 2, H21 Sino-Ocean 1 and H21 Sino-Ocean 2" (《三亞南國奧林匹克花園有限公司和國信證券股份有限公司代表 H19 遠洋 1、H19 遠洋 2、H21 遠洋 1、H21 遠洋 2 全體債券持有人關於三亞棠棣莊園投資有限公司之股權收益權質押協議》) and restructuring resolutions approved by vote at the holders' meetings of "H19 Sino-Ocean 1", "H19 Sino-Ocean 2", "H21 Sino-Ocean 1" and "H21 Sino-Ocean 2", Sino-Ocean Holding may, taking into account actual operations, make adjustments to the implementation of repayment safeguard measures, which shall not constitute a violation of any relevant regulations or agreements. To further safeguard the rights and interests of bondholders, the relevant parties will provide pledge guarantees for the Bonds with Proposed Credit Enhancement by using their creditor's right of RMB50 million against Shenzhen Yitian Group Co., Ltd.* (深圳市益田集團股份有限公司), so as to replace the pledge of rights over the revenue attached to the equity interests of Sanya Tongdi Manor Investment Co., Ltd. Shenzhen Yitian Group Co., Ltd. is undergoing restructuring proceedings, and such creditor's right has been confirmed. After the change, it is expected that there will be no impairment in the value of the credit enhancement assets. "H19 Sino-Ocean 1", "H19 Sino-Ocean 2", "H21 Sino-Ocean 1" and "H21 Sino-Ocean 2" will be entitled to 58.575% of the corresponding interests in the aforementioned credit enhancement asset on an aggregate basis. The relevant parties will work with the trustee to complete the pledge registration procedures for the

supplementary credit enhancement asset as soon as possible. Such supplementary credit enhancement asset will be officially included in the “List of Credit Enhancement Assets” of the restructured bonds for unified management. If such asset is not subsequently used as credit enhancement asset for disposal or credit enhancement asset for debt settlement, it will, together with the remaining original credit enhancement assets, serve as credit enhancement asset for the long-term retained debt portion of the restructured bonds to provide credit enhancement guarantee for the repayment of the long-term retained debt.

II. Impact Analysis and Countermeasures

The aforesaid “changes to the repayment safeguard measures” are reasonable adjustments made by Sino-Ocean Holding in light of its actual operations. Following the changes, the effectiveness of the credit enhancement safeguard measures is not lower than the original standard, and the core rights of investors have not been weakened, and there has been no material adverse impact on Sino-Ocean Holding’s core business, profitability and overall debt repayment capacity. To fully safeguard the legitimate rights and interests of bond investors, Sino-Ocean Holding will maintain active communication with creditors and timely disclose updates in relation to the repayment of the current bonds and the credit enhancement measures.

B. OTHER INFORMATION ON SINO-OCEAN HOLDING

I. Status on Failure to Repay Debts Due

From 1 July 2025 to 31 January 2026, Sino-Ocean Holding recorded an increase of RMB730 million in overdue outstanding bank loans, with a balance of RMB4.61 billion; a decrease of RMB140 million in outstanding public market financing, with a balance of RMB3.39 billion; a decrease of RMB120 million in overdue outstanding entrusted loans, with a balance of RMB3.64 billion; and a decrease of RMB40 million in overdue outstanding amounts due to non-bank institutions and interest, with a balance of RMB5.14 billion. As of 31 January 2026, Sino-Ocean Holding’s total overdue outstanding borrowing principal amounted to RMB16.78 billion. Sino-Ocean Holding is actively engaging with holders to formulate and implement solutions and will continue to strive to resolve the relevant issues.

The above figures as of the end of January 2026 are preliminary and unaudited. It may differ from the audited figures, and the final figures shall be subject to the audited results.

II. Status on Litigation

From July 2025 to January 2026, Sino-Ocean Holding had seven newly added major litigations, the case nature of which was disputes with creditors of the borrowings, involving a total amount of RMB13.824 billion. Details of such newly added major litigations are available in the relevant announcement published by Sino-Ocean Holding on The Shanghai Stock Exchange website (<http://www.sse.com.cn>).

III. Impact Analysis and Countermeasures

The above-mentioned situations such as “Status on Failure to Repay Debts Due” and “Status on Litigation” will have a certain adverse impact on Sino-Ocean Holding’s production and operation as well as debt repayment ability, however, Sino-Ocean Holding’s daily management, corporate governance, and production and operation remain normal at present. Sino-Ocean Holding is actively communicating and negotiating with relevant institutions and creditors, seeking a holistic solution, striving to formulate and implement solutions for the relevant issues, and striving to properly resolve the relevant debt issues.

Sino-Ocean Holding will strictly fulfill its information disclosure obligations in accordance with the provisions and requirements of laws and regulations.

Further announcement(s) will also 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, 4 February 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