

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 1090 OF 2023

IN THE MATTER OF SECTIONS 670, 673 & 674 OF THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF HONG KONG

AND

IN THE MATTER TIANJI HOLDING LIMITED (天基控股有限公司)

公司条例（第 622 章）第 670 条、第 673 条和第 674 条事宜

及

天基控股有限公司事宜

NOTICE OF ADJOURNMENT OF SCHEME MEETING
协议安排会议延期通知

Tianji Holding Limited (the “**Company**”) refers to the notice of adjournment of scheme meeting issued to Scheme Creditors on 16 August 2023 (the “**Notice of Adjourned Scheme Meeting**”), a copy of which can be accessed at (i) the Transaction Website, (ii) CEG’s website, and (iii) the websites of the SEHK and the SGX-ST. Unless otherwise defined herein, terms used in this Notice have the same meanings as in the Notice of Adjourned Scheme Meeting.

天基控股有限公司（以下简称为“**公司**”）兹提述 2023 年 8 月 16 日向协议安排债权人发出的协议安排会议延期通知（以下简称为“**协议安排会议延期通知**”），该通知的副本可于(i)交易网站、(ii)恒大网站和(iii)香港联交所和新交所网站查阅。除本通知另有定义外，本通知所使用的术语与协议安排会议延期通知所使用的术语含义相同。

CEG, the Company’s ultimate parent, has announced on the date of this Notice the adjournment of the scheme meetings for the CEG Schemes to 25 September 2023 and extensions to certain other deadlines.

公司的最终母公司恒大已于本通知发布之日公告，针对恒大协议安排的协议安排会议延期至 2023 年 9 月 25 日并延长某些其他截止日期。

Given the extension of the timeline for the CEG Schemes, the synergies in the Group, and the merits of providing Scheme Creditors with further time to consider and evaluate the terms of the Scheme and recent developments (including today’s resumption of trading for CEG and the recent NEV transaction), it is determined there should be adjournment of the Scheme Meeting for a period of 28 days for simplicity and to keep the timetable of the CEG Schemes, the SJ Scheme and the TJ Scheme aligned so far as possible.

考虑到恒大协议安排时间表的延长、集团内的协同效应，以及为协议安排债权人提供更多时间来考虑和评估协议安排条款和最近的进展（包括今天恒大复牌和最近的恒大新能源汽车的交

易)，公司决定，为简便起见协议安排会议应延期 28 天，并尽可能使恒大协议安排、景程协议安排和天基协议安排的时间表保持一致。

This period provides Scheme Creditors with the advantage of further time to understand and evaluate the Scheme and recent developments (including for enquiries to be addressed); while still enabling the Restructuring Effective Date to occur in early November (provided it is possible to adjourn the sanction hearings for the TJ Scheme and the SJ Scheme to early October 2023). This represents an extension of approximately one month and remains well within the overall anticipated timeline, noting the existing Longstop Date of 15 December 2023. Thereby the timetable remains in line with Scheme Creditor expectations for implementation of the Restructuring.

这一时段的好处是为协议安排债权人提供了更多时间来理解和评估协议安排及其最近的进展（包括待解决的问询）；同时仍使重组生效日可在 11 月初发生（前提是有可能将景程协议安排和天基协议安排的批准聆讯延期至 2023 年 10 月初）。需指出目前的最后期限日为 2023 年 12 月 15 日，这意味着约一个月的延期仍完全符合整体的预计时间表。因此，该时间表仍符合协议安排债权人对实施重组的期待。

The date of the reconvened Scheme Meeting and the related deadlines which have been extended are set out in this Notice below.

重新召开协议安排会议的日期及已延期的有关截止日期载列于本通知下文。

Needless to say, the Company, its information agent and advisers remain on hand to assist Scheme Creditors with their enquiries during this time.

毋庸赘述，在此期间公司及其信息代理人和顾问将继续协助解答协议安排债权人的问询。

Adjourned Scheme Meeting and changes to voting deadlines

延期后的协议安排会议及投票截止日期的变化

As a result of the matters set out in this Notice:

如本通知所述：

1. The Scheme Meeting to be held on 28 August 2023 is to be adjourned on its commencement to **25 September 2023** at 8:00 p.m. (Hong Kong time).

原定于 2023 年 8 月 28 日举行的协议安排会议将延期至 **2023 年 9 月 25 日** 下午 8 时（香港时间）。

The venue of the Scheme Meeting will remain as the offices of Sidley Austin at 39/F, Two International Finance Centre, 8 Finance St, Central, Hong Kong.

协议安排会议的地点仍为盛德律师事务所的办公室，位于香港中环金融街 8 号国际金融中心二期 39 楼。

2. The **Custody Instruction Deadline** (which is relevant for SJ Notes Scheme Creditors and Lake Noteholders that are not a Blocked Scheme Creditor) has been extended to **5:00 p.m. (Hong Kong time) on 18 September 2023.**

托管指示截止日期（与景程票据协议安排债权人和湘阴项目票据持有人有关，但该等债权人非受限协议安排债权人）已延长至 **2023 年 9 月 18 日下午 5 时（香港时间）**。

3. The **Voting Record Time** for the Scheme, being the deadline for the submission (or re-submission) of the relevant forms in order to vote on the Scheme and attend the reconvened Scheme Meeting, has been extended to **5:00 p.m. (Hong Kong time) on 20 September 2023**.

协议安排的“**投票记录时间**”，即提交（或重新提交）有关表格以就协议安排进行投票和出席协议安排延期会议的截止日期，已延长至 **2023 年 9 月 20 日下午 5 时（香港时间）**。

Custody Instructions (if applicable) validly submitted will remain valid and irrevocable. Scheme Creditors who have submitted a validly completed Scheme Creditor Form through the Portal or Blocked Scheme Creditor Form (as applicable) are not required to resubmit the relevant form to the Information Agent or GLAS, respectively, as a result of the matters set out in this Notice unless they wish to make changes to the information submitted in the Scheme Creditor Form or Blocked Scheme Creditor Form (as applicable), including changing their vote as a result of further considering the terms of the Schemes.

有效提交的托管指示（如适用）将仍有效且不可撤销。已通过门户网站或受限协议安排债权人表格（按所适用的）提交了有效填写的协议安排债权人表格的协议安排债权人，无需因本通知所述事项而分别向信息代理人或 GLAS 重新提交相关表格，除非他们希望更改协议安排债权人表格或受限协议安排债权人表格（如适用）中所提交的信息，包括在进一步考虑协议安排的条款后更改其投票。

Adjournment and relisting of Scheme Sanction Hearing

协议安排批准聆讯的延期和重新列入议事日程

The Scheme Sanction Hearing was scheduled to take place at 10 a.m. (Hong Kong time) on 5 and 6 September 2023 (to be fixed by the Hong Kong Court). The Scheme Sanction Hearing will need to be adjourned and relisted in order to accommodate the adjournment of the Scheme Meeting set out in this Notice.

协议安排批准聆讯原定于香港时间 2023 年 9 月 5 日及 6 日上午 10 时举行（由香港法院裁定）。为配合本通知所载协议安排会议的延期，协议安排批准聆讯须延期及重新列入议事日程。

The Company will contact the Hong Kong Court to request the adjournment and relisting of the Scheme Sanction Hearing to a date as soon as practicable after the adjourned Scheme Meeting, and will publish a further notice at a later time to confirm the outcome of such discussions.

公司将联系香港法院以请求在协议安排会议延期后尽快将协议安排批准聆讯延期及重新列入议事日程，并将随后发布进一步通知以确认该等讨论的结果。

Any Scheme Creditor is entitled (but not obliged) to attend the Scheme Sanction Hearing, through legal counsel, to support or oppose the approval and sanction of the Scheme.

任何协议安排债权人都有权（但无义务）通过法律顾问参加协议安排批准聆讯，以支持或反对协议安排的许可和批准。

Media reports in relation to Chapter 15 application for *recognition* of the Scheme

有关第 15 章申请承认协议安排的媒体报道

The Company is aware of numerous media reports which have wholly mischaracterized the Chapter 15 restructuring *recognition* process occurring in New York. Contrary to such media reports, the Company has no operations or material assets in the US nor is it subject to any pending or threatened litigation in the US. Rather, Chapter 15 recognition of the foreign Schemes is a normal feature of virtually every major scheme of arrangement involving New York law governed debts in the last decade, and was expressly contemplated in the Scheme (to ensure recognition of the compromise of the New York law governed bonds pursuant to the TJ Scheme and the SJ Scheme under New York law).

公司了解到许多媒体报道完全错误地描述了纽约的第 15 章重组承认程序。与媒体报道相反，公司在美国并无运作或重大资产也没有在美国受到任何未决或威胁诉讼的影响。相反，第 15 章的承认该等外国协议安排是过去十年来几乎每一项涉及纽约州法律管辖的债务的主要协议安排都会有的正常特征，并且在协议安排中得到明确考虑（以确保纽约州法律管辖的债券根据天基协议安排和景程协议安排的妥协于纽约州法律下得到承认）。

The Company hopes that directly addressing these mischaracterizations further demonstrates its good faith to achieving the Restructuring, clarifies the media position and promotes the understanding in Scheme Creditors of the Restructuring process.

通过直接纠正该等错误描述，公司希望进一步表明其实现重组的诚意，澄清媒体立场并促进协议安排债权人对重组程序的理解。

Despite the difficulties faced by the Group, the Group remains focused on acting responsibly and in the best interests of its onshore creditors, offshore creditors, and wider stakeholders.

尽管集团面对困难，但集团仍然专注于负责行事，为其境内外的债权人和更广泛的利益相关者的最佳利益行事。

SCHEME CREDITORS (OTHER THAN BLOCKED SCHEME CREDITORS¹) REQUIRING ASSISTANCE SHOULD CONTACT:

需要协助的协议安排债权人（受限协议安排债权人除外）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
电子邮件：

Attention: Debt Services Team
收件人：

¹ As defined in the Explanatory Statement and the Scheme.

如解释性声明和协议安排所定义。

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:
任何需要协助的受限协议安排债权人应联络：

GLAS Specialist Services Limited

Email: lm@glas.agency
电子邮件：

Attention: Liability Management Team
收件人：

**FOR CEG ANNOUNCEMENTS REGARDING THIS SCHEME (INCLUDING THOSE
RELEVANT TO BLOCKED SCHEME CREDITORS)**

与有关本协议安排的恒大公告（包括有关受限协议安排债权人的公告）

CEG's website: www.evergrande.com
恒大网站：

HKEXnews website of the SEHK: <https://www.hkexnews.hk/>
香港联交所的披露易网站：

SGX-ST website: <https://www.sgx.com/>
新交所网站：

TIANJI HOLDING LIMITED 天基控股有限公司

Date: 28 August 2023

日期：2023 年 8 月 28 日