



## NOTICE TO HOLDERS

**THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.**

**If you have recently sold or otherwise transferred your holding(s) of Notes (as defined below), you should immediately forward this notice to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Notes, you should retain a copy of this notice and consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.**

February 9, 2024

**CHINA EVERGRANDE GROUP (the “Company”)**

**8.25% Senior Notes due 2022 (the “Notes”)**

**(ISIN: XS1580431143; Common Code: 158043114)**

Reference is made to the indenture dated March 23, 2017 (as supplemented or amended from time to time, the “**Indenture**”) by and among the Company, the Subsidiary Guarantors listed in Schedule I thereto and Citicorp International Limited, as trustee (the “**Trustee**”) and as collateral agent, governing the Notes.

Capitalized terms used but not defined in this notice have the meanings given to such terms in the Indenture.

### ***Winding Up of the Company and Appointment of Joint and Several Liquidators***

NOTICE IS HEREBY GIVEN to the Holders that the Company made an announcement on The Stock Exchange of Hong Kong Limited dated January 29, 2024 that on January 29, 2024, the Company was ordered to be wound up by the High Court of Hong Kong. Mr. Edward Simon Middleton and Ms. Wing Sze Tiffany Wong both of Alvarez & Marsal Asia Limited of Rooms 405-7, 4/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong were appointed as joint and several liquidators (“**Liquidators**”) of the Company by an order of the High Court of Hong Kong on January 29, 2024.

A copy of the Company’s stock exchange announcement dated January 29, 2024 is attached as Annex A hereto.

### ***Extracts of the Indenture***

Section 6.01(g) (*Events of Default*) of the Indenture provides that an Event of Default occurs if “*an involuntary case or other proceeding is commenced against the Company or any Significant Subsidiary with respect to it or its debts under any applicable bankruptcy, insolvency or other similar law now or hereafter in effect seeking the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official of the Company or any Significant Subsidiary or for any substantial part of the property and assets of the Company or any Significant Subsidiary and such involuntary case or other proceeding*”

*remains undismissed and unstayed for a period of 60 consecutive days; or an order for relief is entered against the Company or any Significant Subsidiary under any applicable bankruptcy, insolvency or other similar law as now or hereafter in effect.”*

Section 6.02 (Acceleration) of the Indenture provides, *“If an Event of Default (other than an Event of Default specified in Section 6.01(g) or Section 6.01(h) above) occurs and is continuing under this Indenture, the Trustee or the Holders of at least 25% in aggregate principal amount of the Notes then outstanding, by written notice to the Company (and to the Trustee if such notice is given by the Holders), may, and the Trustee at the request of such Holders shall (subject to being indemnified and/or secured to its satisfaction), declare the principal of, premium, if any, and accrued and unpaid interest on the Notes to be immediately due and payable. Upon a declaration of acceleration, such principal of, premium, if any, and accrued and unpaid interest shall be immediately due and payable. If an Event of Default specified in Section 6.01(g) or Section 6.01(h) above occurs with respect to the Company or any Significant Subsidiary, the principal of, premium, if any, and accrued and unpaid interest on the Notes then outstanding shall automatically become and be immediately due and payable without any declaration or other act on the part of the Trustee or any Holder.”*

Section 6.03 (Other Remedies) of the Indenture provides, *“If an Event of Default occurs and is continuing, the Trustee may, or the Trustee may, in accordance with and subject to the Intercreditor Agreement, instruct the Collateral Agent to, pursue, in its own name or as trustee of an express trust, any available remedy by proceeding at law or in equity to collect the payment of principal of and interest on the Notes or to enforce the performance of any provision of the Notes or this Indenture. The Trustee may maintain a proceeding even if it does not possess any of the Notes or does not produce any of them in the proceeding. In addition, if an Event of Default occurs and is continuing, subject to the Intercreditor Agreement, the Trustee may, and shall (subject to being indemnified and/or secured to its satisfaction) upon request of Holders of at least 25% in aggregate principal amount of outstanding Notes, direct the Collateral Agent to foreclose on the Collateral in accordance with the terms of the Security Documents and take such further action on behalf of the Holders of the Notes with respect to the Collateral as the Trustee deems appropriate.”*

Section 7.02(d) (Certain Rights of Trustee) of the Indenture provides, *“The Trustee and the Collateral Agent will be under no obligation to exercise any of the rights or powers vested in it by this Indenture or the Security Documents, or to institute conduct or defend any litigation hereunder or in relation hereto at the request or direction of any of the Holders, unless such Holders have offered to the Trustee and the Collateral Agent security and/or indemnity satisfactory to it against any loss, action, proceeding, claim, penalty, damages, cost, expense, disbursement or other liability that might be suffered or incurred by it in compliance with such request or direction.”*

#### ***No further action by the Trustee***

It is anticipated the Liquidators will invite creditors to submit proofs of debt shortly. Holders are strongly encouraged to consider instructing the Trustee in connection with the submission of the proof of debt with the Liquidators.

Unless instructed to do so by the requisite number of Holders (and subject to it being indemnified and/or secured and/or prefunded to its satisfaction) in accordance with the Indenture, the Trustee does not presently intend to take any further action in relation to the winding up of the Company.

*Contact details of the Trustee*

If you have any questions regarding this notice, you may contact the Trustee by e-mail to: [evergrande.trustee@citi.com](mailto:evergrande.trustee@citi.com), attention: Agency & Trust.

*Reservation of rights*

This notice is given without prejudice to the rights of the Trustee under the Indenture and at law. The Trustee expressly reserves all of the rights, powers, claims and remedies available to it under the Indenture and applicable law. No delay or forbearance by the Trustee to exercise any right or remedy accruing upon the occurrence of a Default, an Event of Default or similar event under the terms of the Indenture, other documentation relating thereto or under applicable law, shall impair any such right or remedy or constitute a waiver thereof or an acquiescence therein.

**The Trustee provides this notice for the information of Holders but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy therein. Holders should monitor sources of information (including stock exchange announcements of the Company) themselves and the Trustee accepts no obligation or duty to do so on their behalf. The Trustee makes no recommendations and gives no legal or investment advice herein or as to the Notes generally. Holders should take and rely on their own independent legal and financial advice, and may not rely on advice or information provided to the Trustee, statements as to the legal position included in notices issued by the Trustee relating to the Notes or otherwise or the views of the Trustee expressed herein or otherwise.**

**The Trustee expressly reserves its rights under the Indenture, including without limitation, any right to recover in full its fees and costs (including, without limitation, fees and costs incurred or to be incurred by the Trustee in performing its duties, indemnities owing to or to become owing to the Trustee, compensation for the Trustee's time spent, and reimbursement for the fees and expenses of legal counsel and other agents and advisers it employs in performing its duties or to pursue remedies) and its rights, prior to exercising any rights or powers in connection with the Indenture at the request or direction of any Holder of the Notes to receive security, prefunding and/or indemnity satisfactory to it against all costs, expenses, and liabilities that might be incurred in compliance therewith, and all rights that may be available to it under applicable law or otherwise.**

**The ISIN and Common Code for the Notes appearing herein have been included solely for the convenience of the Holders. Citicorp International Limited assumes no responsibility for the selection or use of such number. No representation has been made as to the correctness or accuracy of such number, either as printed on the Notes or as contained in this notice.**

This notice is given by  
**CITICORP INTERNATIONAL LIMITED**  
in its capacity as Trustee of the 8.25% Senior Notes due 2022

**ANNEX A**

*Company's stock exchange announcement dated January 29, 2024*

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **CHINA EVERGRANDE GROUP (IN LIQUIDATION)**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3333)**

### **WINDING UP OF THE COMPANY; APPOINTMENT OF JOINT AND SEVERAL LIQUIDATORS; AND SUSPENSION OF TRADING**

This announcement is made by China Evergrande Group (In liquidation) (the “**Company**”) pursuant to Rule 13.09(2) and Rule 13.25(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### **WINDING UP OF THE COMPANY BY HIGH COURT AND APPOINTMENT OF JOINT AND SEVERAL LIQUIDATORS**

Reference is made to the announcements of the Company dated 27 June 2022, 5 September 2022, 8 September 2022, 28 November 2022, 20 March 2023, 31 July 2023, 30 October 2023, and 4 December 2023 with respect to, inter alia, the Petition filed by the Petitioner against the Company and the adjournment of the hearing date of the Petition (the “**Previous Announcements**”). Unless otherwise defined herein, capitalised terms used in this announcement have the same meanings as given to them in the Previous Announcements.

On 29 January 2024, the Company was ordered to be wound up by the High Court. Mr. Edward Simon Middleton and Ms. Wing Sze Tiffany Wong both of Alvarez & Marsal Asia Limited of Rooms 405-7, 4/F, St. George’s Building, 2 Ice House Street, Central, Hong Kong were appointed as joint and several liquidators (“**Liquidators**”) of the Company by an order of the High Court of Hong Kong on 29 January 2024.

The Company will make further announcement(s) regarding any updates on the development of the liquidation in accordance with the Listing Rules.

For media enquiries, please contact Brunswick Group at [Evergrande@brunswickgroup.com](mailto:Evergrande@brunswickgroup.com).

For enquiries from creditors and other stakeholders of the Company, please contact the Liquidators at [project\\_everest@alvarezandmarsal.com](mailto:project_everest@alvarezandmarsal.com).

## **SUSPENSION OF TRADING**

Trading in the Shares has been suspended with effect from 10:18 a.m. on Monday, 29<sup>th</sup> January 2024 and will remain suspended until further notice.

The Company will keep the public informed by making further announcements as appropriate.

If the shareholders of the Company have any query about the implications of the winding up order and the suspension of trading above, they should obtain appropriate professional advice.

**Shareholders, investors and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

For and on behalf of  
**China Evergrande Group**  
**(In Liquidation)**

**EDWARD SIMON MIDDLETON**  
**WING SZE TIFFANY WONG**  
*Joint and Several Liquidators*  
*Acting as agents without personal liability*

Hong Kong, 29<sup>th</sup> January 2024

*As at the date of this announcement, the Board comprised Mr. Hui Ka Yan, Mr. Siu Shawn, Mr. Shi Junping, Mr. Liu Zhen and Mr. Qian Cheng, Mr. Liang Senlin as non-executive director, and Mr. Chau Shing Yim, David, Mr. He Qi and Ms. Xie Hongxi as independent non-executive directors.*