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## 禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

(於開曼群島註冊成立的有限公司)

(股本股份代號：01628)

(債務股份代號：40043，40159，40079，40112，40343，40517及05287)

### 有關境外債務重組的更新資料 計劃會議通告

本公告由禹洲集團控股有限公司（「本公司」，連同其附屬公司統稱「本集團」）根據香港聯合交易所有限公司證券上市規則（「上市規則」）第13.09條以及香港法例第571章證券及期貨條例第XIVA部的內幕消息條文（定義見上市規則）作出。

茲提述本公司日期為2024年2月8日、2024年3月7日、2024年3月14日、2024年3月21日、2024年3月28日、2024年7月10日及2024年7月16日的公告（「該等公告」）以及日期為2024年2月8日的重組支持協議（經日期為2024年7月10日的修訂契據修訂）（「重組支持協議」）。除另有說明外，本公告所用詞彙與該等公告所界定者具有相同涵義。

## 計劃會議通告

開曼群島大法院(「**開曼法院**」)於2024年8月2日作出命令，指示召開(i)計劃債權人(A類)會議；及(ii)計劃債權人(B類)會議(「**計劃債權人(A類)**」及「**計劃債權人(B類)**」定義分別見有關計劃的日期為2024年8月21日的說明函件(「**說明函件**」)，說明函件可於<https://projects.sodali.com/yuzhou>(「**交易網站**」)下載)，上述會議均旨在考慮並酌情批准本公司與計劃債權人根據《開曼群島公司法》第86條(2023年修訂版)訂立的擬議協議安排計劃(不論是否包含開曼法院批准或施加的修改、增加或條件)(「**開曼計劃**」)。

香港特別行政區高等法院原訟法庭(「**香港法院**」)於2024年8月16日作出命令，指示召開(i)計劃債權人(A類)會議；及(ii)計劃債權人(B類)會議，上述會議均旨在考慮及酌情批准本公司與計劃債權人根據香港《公司條例》(第622章)第670、673及674條訂立的擬議協議安排計劃(不論是否包含香港法院批准或施加的修訂、增加或條件)(連同開曼計劃，統稱「**計劃**」)。

就開曼計劃及香港計劃而言，計劃債權人(A類)的計劃會議將於香港時間2024年9月12日晚上8時正召開，相應的開曼群島時間為2024年9月12日上午7時正。就開曼計劃及香港計劃而言，計劃債權人(B類)的計劃會議將於香港時間2024年9月12日晚上9時正召開，相應的開曼群島時間為2024年9月12日上午8時正(統稱「**計劃會議**」)。計劃會議將於香港遮打道歷山大廈11樓年利達律師事務所辦公室舉行，並通過現場視頻會議連接位於3rd Floor, Harbour Place, 103 South Church Street, Grand Cayman, PO Box 10240, KY1-1002 Cayman Islands的Harney Westwood & Riegels辦公室。計劃會議可視情況延期舉行(有關計劃會議安排的任何變動均將會在計劃會議前通知計劃債權人)。

有關香港計劃的計劃會議通告載於本公告的附件一。有關開曼計劃的計劃會議通告載於本公告的附件二。

## 計劃債權人表格

為合資格出席計劃會議就計劃進行投票，計劃債權人應確保在託管指示截止日期前提交有效的託管指示（僅適用於現有債券持有人且並非現有除外債券持有人的情況），並應確保提交所需的表格：(i)如果閣下為現有債券持有人（不包括現有除外債券持有人），透過計劃網站(<https://portal.sodali.com/yuzhou>)線上提交，或(ii)如果閣下為現有貸款人或現有除外債券持有人，透過電郵發送至[ir@yuzhou-group.com](mailto:ir@yuzhou-group.com)。為合資格出席計劃會議就計劃進行投票所需的信息表格及所需採取的步驟的詳細資料（包括相關截止日期）可於交易網站下載的相關徵求資料包中查閱，但需事先完成資格確認並註冊。

有關計劃的進一步資料及文件，包括說明函件、計劃、徵求資料包（供參考）及有關計劃的實務聲明函件，可於交易網站下載。計劃債權人如尚未註冊，應於交易網站登記以獲取有關計劃的更多資料。

本公司將就擬議重組的其他相關事宜的更新資料適時刊發進一步公告。

## 延長最後截止日期

多數初始同意債權人（定義見重組支持協議）及本公司已同意將最後截止日期及結束日期（定義分別見重組支持協議）由2024年12月31日延長至2025年2月28日，以預留更多時間繼續推進擬議重組。有關該延期的進一步詳情載於最後截止日期及結束日期延期通知中，該通知已分發予現有票據持有人，並可於交易網站下載。

## 聯絡方式

在此鼓勵現有債務工具（定義見重組支持協議）持有人通過以下聯絡方式向(i)本公司的財務顧問及法律顧問，(ii)債權人小組財務顧問及法律顧問或(iii)信息代理提出有關擬議重組的任何資料請求（見下文聯絡方式）：

## 信息代理

### **Morrow Sodali Limited**，以**Sodali & Co**經營

電話：+852 2319 4130 (香港) 或+44 20 4513 6933 (倫敦)

電郵：yuzhou@investor.sodali.com

交易網站(文件登載網站)：<https://projects.sodali.com/yuzhou>

計劃網站(遞交賬戶持有人函件)：<https://portal.sodali.com/yuzhou>

## 本公司財務顧問

### **安邁融資顧問有限公司**

地址：香港中環雪廠街2號聖佐治大廈4樓405-7室

電話：+852 3102 2600

電郵：ProjectYuzhou@alvarezandmarsal.com

### **中銀國際亞洲有限公司**

地址：香港花園道1號中銀大廈26樓

電話：+852 3988 6302

電郵：Project.Reborn@bocigroup.com

### **海通國際證券有限公司**

地址：香港中環港景街1號國際金融中心一期28樓

電話：+852 2840 1680

電郵：project.reborn@htisec.com

## 本公司法律顧問

### **年利達律師事務所**

地址：香港遮打道歷山大廈11樓

電話：+852 2842 4888

電郵：dlyuzhou@linklaters.com

## 債權人小組財務顧問

### **PJT Partners (HK) Limited**

地址：金融街8號國際金融中心二期3609-11室

電話：+852 3427 6100

電郵：projectfisher@pjtpartners.com

## 債權人小組法律顧問

### **凱易國際律師事務所**

地址：香港中環皇后大道中15號置地廣場告羅士打大廈26樓

電話：+852 3761 9127

電郵：fisher@kirkland.com

本公司股東及其他投資者切勿完全依賴本公告所載任何資料，於買賣本公司證券時亦應審慎行事。本公司股東及其他投資者如有任何疑問，務請尋求其自身專業或財務顧問的專業意見。

承董事會命  
禹洲集團控股有限公司  
主席  
郭英蘭

香港，2024年8月21日

於本公告日期，本公司執行董事為郭英蘭女士(主席)、林聰輝先生；本公司非執行董事為林龍安先生(太平紳士)及宋家俊先生；及本公司獨立非執行董事為林廣兆先生、黃循強先生及于上游先生。

NOTICE OF SCHEME MEETINGS

HCMP 1068 / 2024

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS NO. 1068 OF 2024

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IN THE MATTER OF YUZHOU GROUP  
HOLDINGS COMPANY LIMITED (禹洲集團控  
股有限公司)

and

IN THE MATTER OF section 670 of the  
Companies Ordinance, Chapter 622 of the  
Laws of Hong Kong

YUZHOU GROUP HOLDINGS COMPANY LIMITED (禹洲集團控股有限公司)

Unless otherwise defined herein, terms used in this Notice have the same meanings as defined in the explanatory statement (the "**Explanatory Statement**") relating to the proposed schemes of arrangement between Yuzhou Group Holdings Company Limited (禹洲集團控股有限公司) (the "**Company**") and the Scheme Creditors (as defined therein) under (i) section 86 of the Cayman Islands Companies Act (2023 Revision) (the "**Cayman Scheme**") and (ii) sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) of Hong Kong (the "**HK Scheme**", together with the Cayman Scheme, the "**Schemes**"). For the avoidance of doubt, references to "**Scheme Creditors**" in this Notice shall exclude any Sanctioned Scheme Creditors, who are not entitled to vote in the Scheme Meetings and who are required to notify the Company of their status instead.

Copies of the Schemes, the Explanatory Statement and the Solicitation Packet are available for download from the Transaction Website (<https://projects.sodali.com/yuzhou>) subject to eligibility and registration.

**NOTICE IS HEREBY GIVEN** that:

- (i) by orders made on 2 August 2024 by the Grand Court of the Cayman Islands (the "**Cayman Court**") (the "**Cayman Scheme Convening Order**") and on 16 August 2024 by the High Court of the Hong Kong Special Administrative Region (the "**HK Court**") (the "**HK Scheme Convening Order**"), the Cayman Court and HK Court have directed that a single meeting of Scheme Creditors (Class A) (the "**Scheme Meeting for Scheme Creditors (Class A)**") be convened for the purpose of considering and, if thought fit, approving the Cayman Scheme and HK Scheme (with or without modification, addition or condition approved or imposed by the Cayman Court and/or the HK Court); and
- (ii) by the Cayman Scheme Convening Order and the HK Scheme Convening Order, the Cayman Court and HK Court have directed that a single meeting of Scheme Creditors (Class B) (the "**Scheme Meeting for Scheme Creditors (Class B)**") be convened for the purpose of considering and, if thought fit, approving the Cayman Scheme and HK Scheme (with or without modification, addition or condition approved or imposed by the Cayman Court and/or the HK Court).

## **Details of Scheme Meetings**

The **Scheme Meeting for Scheme Creditors (Class A)** in respect of both the Cayman Scheme and the HK Scheme will be convened as one meeting at **8 p.m. Hong Kong time on 12 September 2024**, the equivalent time being **7 a.m. Cayman Islands time on 12 September 2024**.

The **Scheme Meeting for Scheme Creditors (Class B)** in respect of both the Cayman Scheme and the HK Scheme will be convened as one meeting at **9 p.m. Hong Kong time on 12 September 2024**, the equivalent time being **8 a.m. Cayman Islands time on 12 September 2024**.

Registration at the Scheme Meetings for Scheme Creditors will commence at **6 p.m. Hong Kong time on 12 September 2024**, the equivalent time being **5 a.m. Cayman Islands time on 12 September 2024**.

Each of the Scheme Meetings will be held at the offices of Linklaters at 11th Floor Alexandra House, Chater Road, Hong Kong ("**Linklaters Hong Kong Office**"), with a live video conference linked to the offices of Harney Westwood & Riegels, LP at 3rd Floor, Harbour Place, 103 South Church Street Grand Cayman PO Box 10240, KY1-1002 Cayman Islands ("**Harneys Cayman Office**"). The Scheme Meetings are each subject to any adjournment as may be appropriate (in which case any changes in arrangements relating to the Scheme Meetings shall be communicated to Scheme Creditors in advance of the Scheme Meetings on the Transaction Website, by way of notice through the Clearing Systems, and by email to Scheme Creditors, Account Holders and Intermediaries, for whom the Information Agent has valid contact details).

Scheme Creditors will be able to attend the Scheme Meetings either in person, by a duly authorised representative (if a corporation) or by proxy provided that an Account Holder Letter (and Custody Instruction), Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) has been validly submitted in relation to their Existing Debt Instruments by the Voting Instruction Deadline. As Scheme Creditors will be able to attend in person at either the Linklaters Hong Kong Office or the Harneys Cayman Office to view the live video conference of the Scheme Meetings; therefore, references to attending and voting at the Scheme Meetings in person in this Notice should, as appropriate, be read as including attending at either the Linklaters Hong Kong Office or the live video conference at the Harneys Cayman Office.

Scheme Creditors do not have to attend the Scheme Meetings in person in order to express their vote, provided that they validly complete and submit their Account Holder Letter (and Custody Instruction), Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) by the relevant deadlines, and appoint the Chairperson as their proxy, or a proxy other than the Chairperson (who attends the Scheme Meetings on their behalf) for the purposes of expressing their vote.

Telephone and video conference facilities will also be made available to Scheme Creditors upon request to (i) the Information Agent at [yuzhou@investor.sodali.com](mailto:yuzhou@investor.sodali.com) (for Scheme Creditors who are not Blocked Scheme Creditors); or (ii) the Blocked Scheme Creditor Tabulation Agent (for Blocked Scheme Creditors), in each case, at least two Business Days before the Scheme Meetings. Scheme Creditors who dial in by telephone or video conference facilities will only be able to observe the Scheme Meetings (but not to cast their vote). Scheme Creditors will be sent instructions for dialing in via telephone or video conference upon providing the Information Agent or Blocked Scheme Creditor Tabulation Agent (as applicable) with satisfactory evidence of their identity and/or their authority (in the case of a corporation) to represent the Scheme Creditor.

For the avoidance of doubt, Scheme Creditors, their duly authorised representatives (if a corporation), or their proxies will not be able to cast their vote at the Scheme Meetings should they only observe the Scheme Meetings via telephone or video conference rather than attend in person. Should Scheme Creditors wish to vote, they will need to attend the Scheme Meetings in person or by proxy (including appointing the Chairperson as proxy) at the Linklaters Hong Kong Office or at the Harneys Cayman Office. Scheme Creditors who have validly completed and submitted their Account Holder Letter, Lender Proxy Form or Blocked Scheme Creditor Form (as applicable)

appointing the Chairperson as proxy or a proxy other than the Chairperson (who attends the Scheme Meetings on their behalf) to express their vote, may in addition, request for the telephone and video conference facilities to observe the Scheme Meetings, subject to following the relevant procedures listed above.

### **Completion of voting forms**

Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative) or appoint the Chairperson as their proxy or appoint a proxy other than the Chairperson to attend and vote in their place. A Scheme Creditor should indicate whether it wishes to attend and vote at the Scheme Meetings in person (or if a corporation, by a duly authorised representative), or to appoint a proxy to vote on its behalf at the Scheme Meetings in (i) Part 2 (*Voting and Appointment of Proxy*) of the Account Holder Letter or Part 2 (*Voting and Appointment of Proxy*) of the Lender Proxy Form (as applicable) for Scheme Creditors who are not Blocked Scheme Creditors; or (ii) Part 2 (*Voting and Appointment of Proxy*) of the Blocked Scheme Creditor Form for Blocked Scheme Creditors (as applicable).

For the avoidance of doubt, Scheme Creditors, their duly authorised representatives (if a corporation), or their proxies will not be able to cast their vote at the Scheme Meetings should they observe the Scheme Meetings via telephone or video conference facilities rather than attend in person.

#### *Scheme Creditors (who are not Blocked Scheme Creditors)*

In order to vote on the Schemes and attend the Scheme Meetings (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

- (i) in respect of the Existing Noteholders only (excluding Existing Excluded Noteholders):
  - a. a Custody Instruction is submitted on its behalf by the **Custody Instruction Deadline** (being **5 p.m. Hong Kong time on 4 September 2024**, the equivalent being **4 a.m. Cayman Islands time on 4 September 2024**) and in any event prior to submitting an Account Holder Letter (in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet); and
  - b. the Account Holder Letter has been validly completed and submitted on its behalf to and received by the Information Agent via the Scheme Portal (<https://portal.sodali.com/yuzhou>) (in accordance with the instructions set out in the Account Holder Letter, and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time on 6 September 2024**, the equivalent being **4 a.m. Cayman Islands time on 6 September 2024**);
- (ii) in respect of the Existing Lenders and Existing Excluded Noteholders:
  - a. the Lender Proxy Form has been validly completed and submitted on its behalf to and received by the Company via email at [ir@yuzhou-group.com](mailto:ir@yuzhou-group.com) (in accordance with the instructions set out in the Lender Proxy Form, and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time on 6 September 2024**, the equivalent being **4 a.m. Cayman Islands time on 6 September 2024**).

#### *Blocked Scheme Creditors*

Blocked Scheme Creditors are Scheme Creditors that are not entitled, able or permitted (whether directly or through a custodian) to submit instructions or settle through the Clearing Systems as a result of any Applicable Sanctions affecting the Scheme Creditor or its custodian, and who do not have a sanctions license in respect of the Applicable Sanctions which would allow that Scheme Creditor to freely deal in the Scheme Consideration Entitlement and submit instructions or settle through the Clearing Systems.



In order to vote on the Schemes and attend the Scheme Meetings (in person, by a duly authorised representative (if a corporation) or by proxy), a Blocked Scheme Creditor must ensure the Blocked Scheme Creditor Form (including the required supporting evidence to establish their identity, status as a Scheme Creditor and the value of their holding) has been validly completed and submitted to and received by the Blocked Scheme Creditor Tabulation Agent via email at [agent@sericatrust.com](mailto:agent@sericatrust.com) (in accordance with the instructions set out in the Blocked Scheme Creditor Form and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time on 6 September 2024**, the equivalent being **4 a.m. Cayman Islands time on 6 September 2024**).

### **Registration prior to Scheme Meetings**

Registration at the Scheme Meetings will commence at **6 p.m. Hong Kong time on 12 September 2024**, the equivalent being **5 a.m. Cayman Islands time on 12 September 2024**.

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meetings in person at the Linklaters Hong Kong Office or at the Harneys Cayman Office: (i) will be required to register its attendance at the Scheme Meetings no later than half an hour prior to the scheduled start time of the Scheme Meetings; and (ii) must produce a duplicate copy of the Account Holder Letter, Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) validly completed and submitted by or on behalf of that Scheme Creditor or Blocked Scheme Creditor (as applicable) together with evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board resolutions) and evidence of personal identity (being a valid original passport or other original government-issued photographic identification) at the registration desk. If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend, or vote at, the Scheme Meetings. If a Scheme Creditor appoints the Chairperson as its proxy, there is no need for the Chairperson to take the Account Holder Letter, Lender Proxy Form or the Blocked Scheme Creditor Form (as applicable) to the Scheme Meetings.

### **Chairperson of Scheme Meetings**

Pursuant to the Cayman Scheme Convening Order and the HK Scheme Convening Order, the Cayman Court and HK Court have each appointed Ms. Yeung Ka Man, a Managing Director of Alvarez & Marsal Asia Limited of Room 405-7, 4/F, St. George's Building, 2 Ice House Street, Central, Hong Kong ("**A&M**"), and/or Mr. Li Weijing, a Managing Director of A&M, or such other representative(s) of A&M as appropriate, to act as the Chairperson of the Scheme Meetings and have directed the Chairperson, in their capacity as the Chairperson of the Scheme Meetings, to report the results of the Scheme Meetings to the Cayman Court and HK Court within seven (7) days of the date of the Scheme Meetings. The results of the Scheme Meetings will also be made available on the Transaction Website.

### **Sanction Hearings**

The respective Schemes, if approved at the Scheme Meetings, will be subject to the subsequent approval and sanction of each of the Cayman Court and HK Court. The Cayman Scheme Sanction Hearing is presently listed to be heard at **10 a.m. Cayman Islands time on 30 September 2024**, the equivalent being **11 p.m. Hong Kong time on 30 September 2024**. The HK Scheme Sanction Hearing is presently listed to be heard at **10 a.m. Hong Kong time on 24 September 2024**, the equivalent being **9 p.m. Cayman Islands time on 23 September 2024**. Any Scheme Creditor is entitled (but not obliged) to attend the Cayman Scheme Sanction Hearing and/or HK Scheme Sanction Hearing, through legal counsel, to support or oppose the sanction of the Schemes.

### **Further information**

For further information, please contact the Information Agent, the Blocked Scheme Creditor Tabulation Agent or the Company's financial adviser or legal adviser (as applicable), in each case, using the contact details below:

## **Information Agent**

### **Sodali & Co**

Address:

In Hong Kong: 29/F, No. 28 Stanley Street, Central, Hong Kong

In London: Sodali & Co, The Leadenhall Building, 122 Leadenhall Street, London EC3V 4AB, United Kingdom

Phone: Hong Kong: + 852 2319 4130 / London: +44 20 4513 6933

Transaction Website (document posting website): <https://projects.sodali.com/yuzhou>

Scheme Portal (for submission of the Account Holder Letter):  
<https://portal.sodali.com/yuzhou>

Email: [yuzhou@investor.sodali.com](mailto:yuzhou@investor.sodali.com)

## **Blocked Scheme Creditor Tabulation Agent**

### **Serica Agency Limited**

Address:

Unit 2407, 308 Central Des Voeux, 308-320 Des Voeux Road Central, Hong Kong

Phone: +852 3795 6303

Email: [agent@sericatrust.com](mailto:agent@sericatrust.com)

## **Financial Advisers to the Company**

### **Alvarez & Marsal Corporate Finance Limited**

Address: Room 405-7, 4/F, St. George's Building, 2 Ice House Street, Central, Hong Kong

Phone: +852 3102 2600

Email: [ProjectYuzhou@alvarezandmarsal.com](mailto:ProjectYuzhou@alvarezandmarsal.com)

### **BOCI Asia Limited**

Address: 26/F Bank of China Tower, 1 Garden Road, Hong Kong

Phone: +852 3988 6302

Email: [Project.Reborn@bocigroup.com](mailto:Project.Reborn@bocigroup.com)

### **Haitong International Securities Company Limited**

Address: 28/F One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong

Phone: +852 2840 1680

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## **Legal Adviser to the Company**

### **Linklaters**

Address:

In Hong Kong: 11th Floor, Alexandra House, Chater Road, Hong Kong

In Singapore: 1 George St, Singapore, 049145

Phone: Hong Kong: +852 2842 4888 / Singapore: +65 6692 5700

Email: [dlyuzhou@linklaters.com](mailto:dlyuzhou@linklaters.com)

**Cayman Islands Legal Adviser to the Company**

**Harney Westwood & Riegels, LP**

Address

In the Cayman Islands: 3<sup>rd</sup> Floor, Harbour Place, 103 South Church Street, Grand Cayman, KY1-1002

In Hong Kong: 3501, The Center, 99 Queen's Road Central, Central, Hong Kong

Phone: Cayman Islands: +1 345 949 8599 / Hong Kong: +852 5806 7800

Email: [projectrain@harneys.com](mailto:projectrain@harneys.com)

**YUZHOU GROUP HOLDINGS COMPANY LIMITED (禹洲集團控股有限公司)**

Dated: 21 August 2024

**NOTICE OF SCHEME MEETINGS**

**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION**

**CAUSE NO. 0192 OF 2024 (JAJ)**

**IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2023 REVISION)  
AND IN THE MATTER OF YUZHOU GROUP HOLDINGS COMPANY LIMITED (禹洲集團控股  
有限公司)**

**YUZHOU GROUP HOLDINGS COMPANY LIMITED (禹洲集團控股有限公司)**

Unless otherwise defined herein, terms used in this Notice have the same meanings as defined in the explanatory statement (the "**Explanatory Statement**") relating to the proposed schemes of arrangement between Yuzhou Group Holdings Company Limited (禹洲集團控股有限公司) (the "**Company**") and the Scheme Creditors (as defined therein) under (i) section 86 of the Cayman Islands Companies Act (2023 Revision) (the "**Cayman Scheme**") and (ii) sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) of Hong Kong (the "**HK Scheme**", together with the Cayman Scheme, the "**Schemes**"). For the avoidance of doubt, references to "**Scheme Creditors**" in this Notice shall exclude any Sanctioned Scheme Creditors, who are not entitled to vote in the Scheme Meetings and who are required to notify the Company of their status instead.

Copies of the Schemes, the Explanatory Statement and the Solicitation Packet are available for download from the Transaction Website (<https://projects.sodali.com/yuzhou>) subject to eligibility and registration.

**NOTICE IS HEREBY GIVEN** that:

- (i) by orders made on 2 August 2024 by the Grand Court of the Cayman Islands (the "**Cayman Court**") (the "**Cayman Scheme Convening Order**") and on 16 August 2024 by the High Court of the Hong Kong Special Administrative Region (the "**HK Court**") (the "**HK Scheme Convening Order**"), the Cayman Court and HK Court have directed that a single meeting of Scheme Creditors (Class A) (the "**Scheme Meeting for Scheme Creditors (Class A)**") be convened for the purpose of considering and, if thought fit, approving the Cayman Scheme and HK Scheme (with or without modification, addition or condition approved or imposed by the Cayman Court and/or the HK Court); and
- (ii) by the Cayman Scheme Convening Order and the HK Scheme Convening Order, the Cayman Court and HK Court have directed that a single meeting of Scheme Creditors (Class B) (the "**Scheme Meeting for Scheme Creditors (Class B)**") be convened for the purpose of considering and, if thought fit, approving the Cayman Scheme and HK Scheme (with or without modification, addition or condition approved or imposed by the Cayman Court and/or the HK Court).

**Details of Scheme Meetings**

The **Scheme Meeting for Scheme Creditors (Class A)** in respect of both the Cayman Scheme and the HK Scheme will be convened as one meeting at **8 p.m. Hong Kong time on 12 September 2024**, the equivalent time being **7 a.m. Cayman Islands time on 12 September 2024**.

The **Scheme Meeting for Scheme Creditors (Class B)** in respect of both the Cayman Scheme and the HK Scheme will be convened as one meeting at **9 p.m. Hong Kong time on 12 September 2024**, the equivalent time being **8 a.m. Cayman Islands time on 12 September 2024**.

Registration at the Scheme Meetings for Scheme Creditors will commence at **6 p.m. Hong Kong time on 12 September 2024**, the equivalent time being **5 a.m. Cayman Islands time on 12 September 2024**.

Each of the Scheme Meetings will be held at the offices of Linklaters at 11th Floor Alexandra House, Chater Road, Hong Kong ("**Linklaters Hong Kong Office**"), with a live video conference linked to the offices of Harney Westwood & Riegels, LP at 3rd Floor, Harbour Place, 103 South Church Street Grand Cayman PO Box 10240, KY1-1002 Cayman Islands ("**Harneys Cayman Office**"). The Scheme Meetings are each subject to any adjournment as may be appropriate (in which case any changes in arrangements relating to the Scheme Meetings shall be communicated to Scheme Creditors in advance of the Scheme Meetings on the Transaction Website, by way of notice through the Clearing Systems, and by email to Scheme Creditors, Account Holders and Intermediaries, for whom the Information Agent has valid contact details).

Scheme Creditors will be able to attend the Scheme Meetings either in person, by a duly authorised representative (if a corporation) or by proxy provided that an Account Holder Letter (and Custody Instruction), Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) has been validly submitted in relation to their Existing Debt Instruments by the Voting Instruction Deadline. As Scheme Creditors will be able to attend in person at either the Linklaters Hong Kong Office or the Harneys Cayman Office to view the live video conference of the Scheme Meetings; therefore, references to attending and voting at the Scheme Meetings in person in this Notice should, as appropriate, be read as including attending at either the Linklaters Hong Kong Office or the live video conference at the Harneys Cayman Office.

Scheme Creditors do not have to attend the Scheme Meetings in person in order to express their vote, provided that they validly complete and submit their Account Holder Letter (and Custody Instruction), Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) by the relevant deadlines, and appoint the Chairperson as their proxy, or a proxy other than the Chairperson (who attends the Scheme Meetings on their behalf) for the purposes of expressing their vote.

Telephone and video conference facilities will also be made available to Scheme Creditors upon request to (i) the Information Agent at [yuzhou@investor.sodali.com](mailto:yuzhou@investor.sodali.com) (for Scheme Creditors who are not Blocked Scheme Creditors); or (ii) the Blocked Scheme Creditor Tabulation Agent (for Blocked Scheme Creditors), in each case, at least two Business Days before the Scheme Meetings. Scheme Creditors who dial in by telephone or video conference facilities will only be able to observe the Scheme Meetings (but not to cast their vote). Scheme Creditors will be sent instructions for dialing in via telephone or video conference upon providing the Information Agent or Blocked Scheme Creditor Tabulation Agent (as applicable) with satisfactory evidence of their identity and/or their authority (in the case of a corporation) to represent the Scheme Creditor.

For the avoidance of doubt, Scheme Creditors, their duly authorised representatives (if a corporation), or their proxies will not be able to cast their vote at the Scheme Meetings should they only observe the Scheme Meetings via telephone or video conference rather than attend in person. Should Scheme Creditors wish to vote, they will need to attend the Scheme Meetings in person or by proxy (including appointing the Chairperson as proxy) at the Linklaters Hong Kong Office or at the Harneys Cayman Office. Scheme Creditors who have validly completed and submitted their Account Holder Letter, Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) appointing the Chairperson as proxy or a proxy other than the Chairperson (who attends the Scheme Meetings on their behalf) to express their vote, may in addition, request for the telephone and video conference facilities to observe the Scheme Meetings, subject to following the relevant procedures listed above.

### **Completion of voting forms**

Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative) or appoint the Chairperson as their proxy or appoint a proxy other than the Chairperson to attend and vote in their place. A Scheme Creditor should indicate whether it wishes to attend and vote at the Scheme Meetings in person (or if a corporation, by a duly authorised representative), or to appoint a proxy to vote on its behalf at the Scheme Meetings in (i) Part 2 (*Voting and Appointment*

of Proxy) of the Account Holder Letter or Part 2 (*Voting and Appointment of Proxy*) of the Lender Proxy Form (as applicable) for Scheme Creditors who are not Blocked Scheme Creditors; or (ii) Part 2 (*Voting and Appointment of Proxy*) of the Blocked Scheme Creditor Form for Blocked Scheme Creditors (as applicable).

For the avoidance of doubt, Scheme Creditors, their duly authorised representatives (if a corporation), or their proxies will not be able to cast their vote at the Scheme Meetings should they observe the Scheme Meetings via telephone or video conference facilities rather than attend in person.

*Scheme Creditors (who are not Blocked Scheme Creditors)*

In order to vote on the Schemes and attend the Scheme Meetings (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

- (i) in respect of the Existing Noteholders only (excluding Existing Excluded Noteholders):
  - a. a Custody Instruction is submitted on its behalf by the **Custody Instruction Deadline** (being **5 p.m. Hong Kong time on 4 September 2024**, the equivalent being **4 a.m. Cayman Islands time on 4 September 2024**) and in any event prior to submitting an Account Holder Letter (in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet); and
  - b. the Account Holder Letter has been validly completed and submitted on its behalf to and received by the Information Agent via the Scheme Portal (<https://portal.sodali.com/yuzhou>) (in accordance with the instructions set out in the Account Holder Letter, and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time on 6 September 2024**, the equivalent being **4 a.m. Cayman Islands time on 6 September 2024**);
- (ii) in respect of the Existing Lenders and Existing Excluded Noteholders:
  - a. the Lender Proxy Form has been validly completed and submitted on its behalf to and received by the Company via email at [ir@yuzhou-group.com](mailto:ir@yuzhou-group.com) (in accordance with the instructions set out in the Lender Proxy Form, and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time on 6 September 2024**, the equivalent being **4 a.m. Cayman Islands time on 6 September 2024**).

*Blocked Scheme Creditors*

Blocked Scheme Creditors are Scheme Creditors that are not entitled, able or permitted (whether directly or through a custodian) to submit instructions or settle through the Clearing Systems as a result of any Applicable Sanctions affecting the Scheme Creditor or its custodian, and who do not have a sanctions license in respect of the Applicable Sanctions which would allow that Scheme Creditor to freely deal in the Scheme Consideration Entitlement and submit instructions or settle through the Clearing Systems.

In order to vote on the Schemes and attend the Scheme Meetings (in person, by a duly authorised representative (if a corporation) or by proxy), a Blocked Scheme Creditor must ensure the Blocked Scheme Creditor Form (including the required supporting evidence to establish their identity, status as a Scheme Creditor and the value of their holding) has been validly completed and submitted to and received by the Blocked Scheme Creditor Tabulation Agent via email at [agent@sericatrust.com](mailto:agent@sericatrust.com) (in accordance with the instructions set out in the Blocked Scheme Creditor Form and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time on 6 September 2024**, the equivalent being **4 a.m. Cayman Islands time on 6 September 2024**).

**Registration prior to Scheme Meetings**

Registration at the Scheme Meetings will commence at **6 p.m. Hong Kong time on 12 September 2024**, the equivalent being **5 a.m. Cayman Islands time on 12 September 2024**.

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meetings in person at the Linklaters Hong Kong Office or at the Harneys Cayman Office: (i) will be required to register its attendance at the Scheme Meetings no later than half an hour prior to the scheduled start time of the Scheme Meetings; and (ii) must produce a duplicate copy of the Account Holder Letter, Lender Proxy Form or Blocked Scheme Creditor Form (as applicable) validly completed and submitted by or on behalf of that Scheme Creditor or Blocked Scheme Creditor (as applicable) together with evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board resolutions) and evidence of personal identity (being a valid original passport or other original government-issued photographic identification) at the registration desk. If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend, or vote at, the Scheme Meetings. If a Scheme Creditor appoints the Chairperson as its proxy, there is no need for the Chairperson to take the Account Holder Letter, Lender Proxy Form or the Blocked Scheme Creditor Form (as applicable) to the Scheme Meetings.

### **Chairperson of Scheme Meetings**

Pursuant to the Cayman Scheme Convening Order and the HK Scheme Convening Order, the Cayman Court and HK Court have each appointed Ms. Yeung Ka Man, a Managing Director of Alvarez & Marsal Asia Limited of Room 405-7, 4/F, St. George's Building, 2 Ice House Street, Central, Hong Kong ("**A&M**"), and/or Mr. Li Weijing, a Managing Director of A&M, or such other representative(s) of A&M as appropriate, to act as the Chairperson of the Scheme Meetings and have directed the Chairperson, in their capacity as the Chairperson of the Scheme Meetings, to report the results of the Scheme Meetings to the Cayman Court and HK Court within seven (7) days of the date of the Scheme Meetings. The results of the Scheme Meetings will also be made available on the Transaction Website.

### **Sanction Hearings**

The respective Schemes, if approved at the Scheme Meetings, will be subject to the subsequent approval and sanction of each of the Cayman Court and HK Court. The Cayman Scheme Sanction Hearing is presently listed to be heard at **10 a.m. Cayman Islands time on 30 September 2024**, the equivalent being **11 p.m. Hong Kong time on 30 September 2024**. The HK Scheme Sanction Hearing is presently listed to be heard at **10 a.m. Hong Kong time on 24 September 2024**, the equivalent being **9 p.m. Cayman Islands time on 23 September 2024**. Any Scheme Creditor is entitled (but not obliged) to attend the Cayman Scheme Sanction Hearing and/or HK Scheme Sanction Hearing, through legal counsel, to support or oppose the sanction of the Schemes.

### **Further information**

For further information, please contact the Information Agent, the Blocked Scheme Creditor Tabulation Agent or the Company's financial adviser or legal adviser (as applicable), in each case, using the contact details below:

#### **Information Agent**

#### **Sodali & Co**

Address:

In Hong Kong: 29/F, No. 28 Stanley Street, Central, Hong Kong

In London: Sodali & Co, The Leadenhall Building, 122 Leadenhall Street, London EC3V 4AB, United Kingdom

Phone: Hong Kong: + 852 2319 4130 / London: +44 20 4513 6933

Transaction Website (document posting website): <https://projects.sodali.com/yuzhou>

Scheme Portal (for submission of the Account Holder Letter):  
<https://portal.sodali.com/yuzhou>

Email: [yuzhou@investor.sodali.com](mailto:yuzhou@investor.sodali.com)

**Blocked Scheme Creditor Tabulation Agent**

**Serica Agency Limited**

Address:

Unit 2407, 308 Central Des Voeux, 308-320 Des Voeux Road Central, Hong Kong

Phone: +852 3795 6303

Email: [agent@sericatrust.com](mailto:agent@sericatrust.com)

**Financial Advisers to the Company**

**Alvarez & Marsal Corporate Finance Limited**

Address: Room 405-7, 4/F, St. George's Building, 2 Ice House Street, Central, Hong Kong

Phone: +852 3102 2600

Email: [ProjectYuzhou@alvarezandmarsal.com](mailto:ProjectYuzhou@alvarezandmarsal.com)

**BOCI Asia Limited**

Address: 26/F Bank of China Tower, 1 Garden Road, Hong Kong

Phone: +852 3988 6302

Email: [Project.Reborn@bocigroup.com](mailto:Project.Reborn@bocigroup.com)

**Haitong International Securities Company Limited**

Address: 28/F One International Finance Centre, No. 1 Harbour View Street, Central, Hong Kong

Phone: +852 2840 1680

Email: [project.reborn@htisec.com](mailto:project.reborn@htisec.com)

**Legal Adviser to the Company**

**Linklaters**

Address:

In Hong Kong: 11th Floor, Alexandra House, Chater Road, Hong Kong

In Singapore: 1 George St, Singapore, 049145

Phone: Hong Kong: +852 2842 4888 / Singapore: +65 6692 5700

Email: [dlyuzhou@linklaters.com](mailto:dlyuzhou@linklaters.com)

**Cayman Islands Legal Adviser to the Company**

**Harney Westwood & Riegels, LP**

Address



In the Cayman Islands: 3<sup>rd</sup> Floor, Harbour Place, 103 South Church Street, Grand Cayman, KY1-1002

In Hong Kong: 3501, The Center, 99 Queen's Road Central, Central, Hong Kong

Phone: Cayman Islands: +1 345 949 8599 / Hong Kong: +852 5806 7800

Email: [projectrain@harneys.com](mailto:projectrain@harneys.com)

**YUZHOU GROUP HOLDINGS COMPANY LIMITED (禹洲集團控股有限公司)**

Dated: 21 August 2024