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PROPOSED ISSUANCE OF CREDIT ENHANCED GREEN NOTES

INTRODUCTION

The Board announces that the Issuer, a wholly-owned subsidiary of the Company, proposes to conduct an international offering of the Notes to professional investors outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act. The Notes are expected to be unconditionally and irrevocably guaranteed by the Company. If issued, the payments of principal and interest in respect of the Notes and the fees and expenses and other amounts in connection with the Notes and the Trust Deed will have the benefit of an irrevocable standby letter of credit to be issued by a bank. None of the Notes will be offered to the public in Hong Kong.

Completion of the Proposed Issue is subject to market conditions and investor interest. As at the date of this announcement, the terms of the Notes, including the aggregate principal amount, the offer price and the distribution rate, have not yet been determined.

Reasons for the Proposed Issue

The net proceeds of the Proposed Issue is intended to be used to repay existing medium and long-term external indebtedness of the Group due within one year and in accordance with its green finance framework.

Listing

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Notes by way of debt securities issued to Professional Investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on the Stock Exchange) only. A confirmation on the eligibility for the listing of the Notes has been received from the Stock Exchange. Listing of the Notes on the Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Issuer, the Company or the Notes.

GENERAL

As no binding agreement in relation to the Proposed Issue has been entered into as at the date of this announcement, the Proposed Issue may or may not materialise. Potential investors and shareholders of the Company are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Issue will be made by the Company as and when appropriate.

DEFINITIONS

Unless otherwise defined, the following expressions in this announcement have the following meanings:

"Board"	the board of directors of the Company
"Company"	Sino-Ocean Group Holding Limited (遠洋集團控股有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03377)
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Group"	the Company and its subsidiaries
"Issuer"	Sino-Ocean Land Treasure IV Limited (遠洋地產寶財IV有限公司), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
"Notes"	the credit enhanced green notes proposed to be issued by the Issuer and guaranteed by the Company
"Proposed Issue"	the proposed issue of the Notes by the Issuer
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Trust Deed"	the trust deed constituting the Notes (as amended and/or supplemented from time to time)

“U.S. Securities Act”

the United States Securities Act of 1933, as amended from time to time

“United States”

the United States of America

By order of the Board
Sino-Ocean Group Holding Limited
CHAN King Tak
Company Secretary

Hong Kong, 20 April 2022

As at the date of this announcement, the Board of the Company comprises Mr. LI Ming, Mr. WANG Honghui and Mr. CUI Hongjie as executive directors; Ms. HUANG Xiumei, Mr. ZHAO Peng, Mr. HOU Jun, Mr. CHEN Ziyang and Mr. ZHAN Zhong as non-executive directors; and Mr. HAN Xiaojing, Mr. SUEN Man Tak, Mr. WANG Zhifeng, Mr. JIN Qingjun and Ms. LAM Sin Lai Judy as independent non-executive directors.