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**中泛控股有限公司**

**CHINA OCEANWIDE HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 715)**

## **INSIDE INFORMATION DISPOSAL OF PROPERTY IN HAWAII**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board announces that on 20 June 2023 (Hawaii time)/21 June 2023 (Hong Kong time), the Seller, an indirect wholly-owned subsidiary of the Company, entered into the Purchase and Sale Agreement with the Buyer, pursuant to which the Seller has conditionally agreed to sell and the Buyer has conditionally agreed to purchase, the Property located in the State of Hawaii, the U.S. for the consideration of US\$134,000,000 (equivalent to approximately HK\$1,048.8 million) (the “**Disposal**”). The Purchase and Sale Agreement and the consummation of the transactions contemplated thereunder are subject to, among other things, (i) the obtaining of the Waiver of Repurchase Option in relation to the Property; and (ii) the obtaining of the Consent and Forbearance Agreement.

Reference is made to an announcement of the Company dated 17 December 2021 in respect of, among other things, (i) the occurrence of event of default in relation to the Notes; (ii) the appointment of receivers over all the issued shares of COREDHL; and (iii) the change of directors of COREDHL, China Oceanwide Real Estate Development II Limited, China Oceanwide Real Estate Development IV Limited and China Oceanwide Real Estate Development V Limited in July 2021. The event of default in relation to the non-payment of, among others, the principal amount and interests arising out of or in connection with the Notes was due to the financial concerns that the Group is currently facing. On 17 March 2023, one of the receivers as director of China Oceanwide Real Estate Development IV Limited signed the written consent of the stockholder of Oceanwide Real Estate Investment

HI Corp. to remove the sole director of Oceanwide Real Estate Investment HI Corp., which is the intermediate holding company of the Property, and replace him with a person nominated by the receivers.

As (i) the Company has no control over the Disposal after the change of director over Oceanwide Real Estate Investment HI Corp. which controls the Seller; and (ii) as disclosed above, the event of default in relation to the Notes was due to the Group's current financial difficulties, the Disposal does not constitute a notifiable transaction of the Company and is therefore not subject to the requirements under Chapter 14 of the Listing Rules.

## **INFORMATION OF THE BUYER**

The Buyer entity is a limited liability company, organized under the laws of the State of Hawaii, the U.S. and was created specifically for the transactions contemplated under the Purchase and Sale Agreement. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries:

- (a) the Buyer is a manger-managed limited liability company;
- (b) the Buyer is managed by Tower Development, Inc., a corporation organized under the laws of the State of Hawaii, the U.S..
- (c) the primary and authorised signatory officers of said manager include Edward Bushor as chief executive officer and Stuart Miller, as president, among numerous other officers;
- (d) the Buyer and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons; and
- (e) the Buyer and Tower Development, Inc. are experienced in, and principally engaged in the business of, real estate development, investment and asset management in the State of Hawaii, the U.S..

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Group is principally engaged in real estate development in the U.S. and the development in the energy sector in Indonesia, as well as finance investment and others.

The proceeds from the Disposal are expected to be used to settle the transaction costs, outstanding payables of the Seller and certain indebtedness of the Group.

## DEFINITIONS

Unless otherwise specified, capitalized terms not previously defined in this announcement shall have the following meanings:

“Board”	the board of Directors
“Buyer”	Tower Luxury Hotels, LLC
“Closing”	the consummation of all transactions contemplated under the Purchase and Sale Agreement
“Company”	China Oceanwide Holdings Limited 中泛控股有限公司 (Stock Code: 715), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consent and Forbearance Agreement”	an agreement to be entered into between the Seller, Haitong and the Escrow Agent addressing the Haitong Mortgage with respect to the Property and containing terms that are reasonably acceptable to the Seller and the Buyer which shall include a confirmation that the Haitong Claims shall be agreed to be dismissed with prejudice as to the Seller as a condition to the Closing
“COREDHL”	China Oceanwide Real Estate Development Holdings Limited, a company incorporated in the British Virgin Islands
“Director(s)”	the director(s) of the Company
“Escrow Agent”	Title Guaranty Escrow Services, Inc., a corporation organized under the laws of the State of Hawaii, the U.S.
“Group”	the Company and its subsidiaries
“Haitong”	Haitong International Securities Company Limited, a company incorporated under the laws of Hong Kong

“Haitong Claims”	cross-claims against the Seller and counter-claims against the Seller’s affiliates filed by Haitong in connection with the Haitong Mortgage and other mortgages made by the Seller’s affiliates in favor of Haitong on the properties encumbered by the Haitong Mortgage and such other mortgages, including the Property
“Haitong Mortgage”	the mortgage made in favor of Haitong as mortgagee and encumbering, amongst other properties, the Property
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Lawsuit”	(i) the lawsuit filed by Ko Olina Parcel 54-1 LLC and Ko Olina Parcel 55-1 LLC in the Circuit Court of the First Circuit, State of Hawaii as Civil No. 1CCV-23-0000520, seeking (a) a declaratory judgment that the notice of sale sent on 23 March 2023 was insufficient to trigger the Repurchase Option; and (b) an injunctive relief to prevent the Seller from transferring the Property as contemplated under the Purchase and Sale Agreement; and (ii) the Notice of Adverse Claim filed by the same plaintiffs in the Land Court of the State of Hawaii (the “ <b>Land Court</b> ”) as Civil No. 1CLD-23-00001237, which has been recorded and noted on the Transfer Certificates of Title for the Property
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notes”	the notes in the aggregate principal amount of up to US\$250,000,000 (equivalent to approximately HK\$1,956.8 million) issued pursuant to a subscription agreement dated 6 November 2019 and entered into, inter alia, between the Company (as parent guarantor in respect of the Notes), COREDHL (as the issuer of the Notes) and Haitong (as the agent and security agent of the Notes) (as amended on 29 March 2021 by an amendment agreement)

“Property”	real property situate at Honouliuli, District of Ewa, City and County of Honolulu, commonly known as Parcels 54B, 54C and 55, collectively containing an area of approximately 17.28 acres, consisting of (i) Lot 16113, as shown on Map 1260 filed in the Office of the Assistant Registrar of the Land Court with Land Court Application No. 1069 of the Trustees under the Will and of the Estate of James Campbell, Deceased (LCA No. 1069) containing an area of approximately 3.237 acres, (Parcel 54B); (ii) Lot 16114 as shown on Map 1260 of LCA No. 1069 containing an area of approximately 6.229 acres (Parcel 54C); and (iii) Lot 4613 as shown on Map 451 of LCA No. 1069 containing an area of approximately 7.814 acres (Parcel 55)
“Purchase and Sale Agreement”	the purchase and sale agreement dated 20 June 2023 and entered into between the Seller and the Buyer for the sale and purchase of the Property
“Repurchase Option”	the option to repurchase the Property that the Seller previously granted to Ko Olina Parcel 54-1 LLC, Ko Olina Parcel 55-1 LLC and HRT Realty, LLC (collectively the “ <b>Declarant</b> ”) under the Declaration of Restrictive Covenants (the “ <b>Declaration</b> ”), Power to Grant Easements, Reservation of Rights and Repurchase Option dated 18 December 2015 and recorded in the Land Court, in favor of Ko Olina Development, LLC, pursuant to which the Declarant is entitled to repurchase the Property if the Seller wishes to sell the Property to a third party other than its affiliate prior to achieving the Minimum Development Requirement (capitalized terms having the same meaning ascribed to them in the Declaration)
“Seller”	Oceanwide Resort HI LLC, a Delaware limited liability company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“U.S.”	The United States of America
“US\$”	U.S. dollars, the lawful currency of the U.S.

“Waiver of Repurchase Option”

any of the following, in each case, relating to the transaction contemplated under the Purchase and Sale Agreement: (i) written documentation evidencing the irrevocable termination of (whether by written agreement or by settlement or the issuance of a final, non-appealable judicial ruling, order or injunction in the Lawsuit) the Declarant’s right to exercise the Repurchase Option, or the Declarant’s refusal to exercise, or waiver of, the Repurchase Option; (ii) written documentation conclusively evidencing the expiration of the thirty-day period for the Declarant’s exercise of the Repurchase Option, as such period is described in the Declaration; or (iii) in the event that the parties to the Purchase and Sale Agreement determine in their reasonable mutual discretion that the written documentation identified in either (i) or (ii) above is not likely to be obtained, an agreement in writing entered into by the parties to the Purchase and Sale Agreement and expressly identified as a waiver of the Repurchase Option

By Order of the Board  
**China Oceanwide Holdings Limited**  
**LIU Guosheng**  
*Chairman*

Hong Kong, 21 June 2023

As at the date of this announcement, the Board is comprised of:

***Executive Directors:***

Mr. LIU Guosheng (Chairman)  
Mr. LIU Hongwei (Deputy Chairman)

***Independent non-executive Directors:***

Mr. LIU Jipeng  
Mr. YAN Fashan  
Mr. LO Wa Kei Roy

***Non-executive Director:***

Mr. ZHAO Yingwei

*Unless otherwise specified, conversion of US\$ to HK\$ in this announcement is based on the exchange rate of US\$1.00=HK\$7.8270 for illustration purpose only. No representation is made that any amounts in US\$ or HK\$ can be or could have been converted at the relevant dates at the above rate or any other rates at all.*