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Notice to Hong Kong investors: Each of the Issuer and the Guarantor confirms that the Consent Solicitation is intended for participation and the Securities are intended for purchase by professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the “**Professional Investors**”) only and that the Securities are listed on the Hong Kong Stock Exchange on that basis. Accordingly, each of the Issuer and the Guarantor confirms that the Securities are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

## **RESULTS OF THE MEETINGS IN RESPECT OF THE CONSENT SOLICITATION**

**in relation to the**

**6.75 per cent. Notes due 2024 (Stock Code: 5309)**

**6.25 per cent. Notes due 2024 (Stock Code: 40254)**

**5.90 per cent. Notes due 2025 (Stock Code: 4427)**

**6.125 per cent. Notes due 2025 (Stock Code: 40320)**

**6.75 per cent. Notes due 2025 (Stock Code: 40007)**

**6.75 per cent. Notes due 2026 (Stock Code: 40174)**

**7.25 per cent. Notes due 2027 (Stock Code: 40321)**

**5.875 per cent. Guaranteed Bonds due 2026 (Stock Code: 5769)**

**(together, the “Securities”)**

**issued by**

**Greenland Global Investment Limited**

*(incorporated in the British Virgin Islands with limited liability)*

**(the “Issuer”)**

**and irrevocably and unconditionally guaranteed by**



**Greenland Holding Group Company Limited**

*(incorporated in the PRC with limited liability)*

**(the “Guarantor”)**

Reference is made to the announcement dated 4 September 2023 (the “**Announcement**”) in respect of the Securities and the 5.60 per cent Notes due 2024 of the Issuer (the “**November 2024 Notes**”, and each series of the Securities and the November 2024 Notes, a “**Series**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as ascribed thereto in the Announcement.

## **Results of the Meetings**

The Issuer and the Guarantor are pleased to announce the results of the Meetings held on 26 September 2023 in relation to the Consent Solicitation that the Extraordinary Resolution in respect of each Series was duly passed at the relevant Meeting.

The quorum required for, and the requisite majority of votes cast at, each Meeting was satisfied by Eligible Holders in respect of the relevant Extraordinary Resolution, irrespective of any participation at such Meeting by Ineligible Holders (the “**Eligibility Condition**”).

As the Eligibility Condition has been satisfied for each Series, all Extraordinary Resolutions have been passed. Accordingly, the Issuer has decided to implement all Extraordinary Resolutions.

## **Payment Date and Amendment Effective Date**

The Issuer announces that the Consent Fees and any Ineligible Holder Payments in respect of each Series shall be payable on 29 September 2023 (being the Payment Date), subject to the terms and conditions set out in the Consent Solicitation Memorandum and the Notices of Meeting. For the avoidance of doubt, a Clearing System Pool Factor of 85.50 per cent. currently applies to the June 2024 Notes and a Clearing System Pool Factor of 95.0 per cent. currently applies to the November 2024 Notes, the December 2024 Notes, the February 2025 Notes and the April 2025 Notes. Accordingly, the Consent Fees or any Ineligible Holder Payments to be paid to each Holder of each Series where a Clearing System Pool Factor is applicable will be calculated based on the nominal amount (after having been adjusted for the relevant Clearing System Pool Factor). No Clearing System Pool Factor currently applies to the September 2025 Notes, the March 2026 Notes, the January 2027 Notes and the Bonds.

In respect of each Series, following the passing of the relevant Extraordinary Resolution and the satisfaction of the Eligibility Condition and subject to the payment of the Consent Fees and any Ineligible Holder Payments, the Proposed Amendments and Waivers will become effective on 29 September 2023 (being the Amendment Effective Date) upon the execution of the Amendment Documentation for each Series.

As a result, any default, event of default or potential default under or breach of the relevant Terms and Conditions or any terms and conditions of the documents relating to the Securities of such Series that may have occurred or may occur in connection with or resulting directly or indirectly from the Proposed Amendments in respect of such Series, and any default, event of default or potential event of default under or breach of the relevant Terms and Conditions or any terms and conditions of the documents relating to the Securities of such Series that may have occurred or may be continuing as at the Amendment Effective Date (including any existing non-payment on certain Series), whether or not specifically described in the Consent Solicitation Memorandum or the relevant Notice of Meeting, together with other waivers as set out in the relevant Extraordinary Resolution, will be waived by the Holders of the relevant Series and the Issuer will not be in default under the Terms and Conditions of any Series upon the execution of the Amendment Documentation.

## **Questions / further information**

Holders who need assistance in connection with the Consent Solicitation should contact the following for further information:

*The Solicitation Agents*

### **BOCI Asia Limited**

26/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong  
Attention: Head of Debt Capital Markets

Telephone: +852 3988 6302

Email: [project.greenland.lm@bocigroup.com](mailto:project.greenland.lm@bocigroup.com)

**CLSA Limited**

18/F, One Pacific Place, 88 Queensway, Hong Kong

Attention: Debt Capital Markets

Telephone: +852 2600 8888

Email: [project.greenland@cls.com](mailto:project.greenland@cls.com)

*The Information and Tabulation Agent*

**Kroll Issuer Services Limited**

*In London:*

The Shard, 32 London Bridge Street, London, SE1 9SG, United Kingdom

**Telephone:** + 44 20 7704 0880

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**Consent Website:** <https://deals.is.kroll.com/greenland>

**RSA Accession Portal:** <https://deals.is.kroll.com/greenland-rsa>

**Attention:** Mu-yen Lo / Kevin Wong

Hong Kong, 27 September 2023

*As at the date of this announcement, the sole director of the Issuer is Mr. WU Zhengkui.*

*As at the date of this announcement, the directors of the Guarantor are Mr. ZHANG Yuliang, Ms. ZHANG Yun and Mr. GENG Jing.*

## **DISCLAIMER**

This announcement must be read in conjunction with the Consent Solicitation Memorandum. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the Consent Solicitation and the Restructuring Support Agreement. If any Holder is in any doubt as to the action it should take or is unsure of the impact of the implementation of the Extraordinary Resolutions, it is recommended to seek its own financial advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Securities are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the relevant Consent Solicitation, execute the Restructuring Support Agreement or otherwise participate at the Meetings (including any adjourned Meeting). None of the Issuer, the Guarantor, the Solicitation Agents, the Trustee, the Agents or the Information and Tabulation Agent or any person who controls them, or any director, officer, representative, adviser, employee, agent or affiliate of, any such person expresses any opinion about the terms of the Consent Solicitation, the Proposed Amendments and Waivers, the Extraordinary Resolutions, the Restructuring Support Agreement or the Scheme or makes any recommendation whether Holders should participate in the Consent Solicitation, or execute the Restructuring Support Agreement (or an accession thereto) or otherwise participate at the Meetings.

## **SOLICITATION AND DISTRIBUTION RESTRICTIONS**

### **United States**

The Consent Solicitation is only being made outside the United States, to persons other than “U.S. persons” (as defined in Regulation S under the Securities Act). Any purported participation in the Consent Solicitation is resulting directly or indirectly from a violation of these restrictions will be invalid and any participation in the Consent Solicitation by a person that is located in the United States or that is a U.S. person or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a beneficial owner that is giving instructions from within the United States or that is any U.S. person will not be accepted.

Neither this announcement nor the Consent Solicitation Memorandum is an offer of securities for sale in the United States or to any U.S. person. Securities may not be offered or sold in the United States absent registration or an exemption from registration. The Securities and the guarantees thereof have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, unless an exemption from the registration requirements of the Securities Act is available.

Each Holder participating in the Consent Solicitation will represent that it is not a U.S. person (as defined in Regulation S under the Securities Act) and is not acting for the account or benefit of any U.S. person, and that it is not located in the United States.

For the purpose of this announcement and the Consent Solicitation Memorandum, “**United States**” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

### **United Kingdom**

The communication of this announcement, the Consent Solicitation Memorandum and any other documents or materials relating to the Consent Solicitation is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the United Kingdom’s Financial Services and Markets Act 2000, as amended (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made (i) outside of

the United Kingdom and (ii) within the United Kingdom to (1) those persons falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), or within Article 43(2) of the Financial Promotion Order, and (2) any other persons to whom these documents and/or materials may lawfully be communicated (such persons together being “**Relevant Persons**”). The Consent Solicitation is only available to Relevant Persons and the transactions contemplated herein will be available only to, or engaged in only with, Relevant Persons, and must not be relied or acted upon by persons other than Relevant Persons.

### **Singapore**

None of this announcement, the Consent Solicitation Memorandum or any other documents or materials relating to the Consent Solicitation have been or will be registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the “**SFA**”). Accordingly, this announcement, the Consent Solicitation Memorandum and any other documents or materials relating to the Consent Solicitation may not be distributed or caused to be distributed to any person in Singapore other than to (a) an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA; or (ii) a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

### **Hong Kong**

The contents of this announcement and the Consent Solicitation Memorandum have not been reviewed by any regulatory authority in Hong Kong. Holders should exercise caution in relation to the Consent Solicitation. If a Holder is in any doubt about any of the contents of this announcement or the Consent Solicitation Memorandum, such Holder should obtain independent professional advice.

The Consent Solicitation has not been made and will not be made in Hong Kong, by means of any document other than: (i) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of the laws of Hong Kong (the “**SFO**”) and any rules made under that ordinance; or (ii) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the laws of Hong Kong or which do not constitute an offer to the public within the meaning of that ordinance.

Further, no person has issued or had in its possession for the purposes of issue, or will issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Consent Solicitation, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Consent Solicitation which is or is intended to be made only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under that ordinance. This announcement and the Consent Solicitation Memorandum and the information contained herein may not be used other than by the person to whom it is addressed and may not be reproduced in any form or transferred to any person in Hong Kong.

The Consent Solicitation is not intended to be made to the public in Hong Kong and it is not the intention of the Issuer and the Guarantors that the Consent Solicitation be made to the public in Hong Kong.

### **Japan**

The Consent Solicitation has not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended, the “**FIEA**”) and may not be offered or sold directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any

person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for reoffering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

### **PRC**

The Consent Solicitation shall not be made in the PRC (excluding Hong Kong, Macau and Taiwan), directly or indirectly, except in compliance with applicable laws and regulations.

### **British Virgin Islands**

No invitation has been made or will be made, directly or indirectly, to any person in the British Virgin Islands or to the public in the British Virgin Islands to purchase the Securities or in relation to the Securities, and the Securities and the Consent Solicitation is not being made and may not be made, directly or indirectly, in the British Virgin Islands, except as otherwise permitted by the British Virgin Islands laws.

This announcement and the Consent Solicitation Memorandum do not constitute, and there will not be, an offering of the Securities and the Consent Solicitation to any person in the British Virgin Islands.

### **General**

Nothing in this announcement or the Consent Solicitation Memorandum constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell any security in any jurisdiction and participation in the Consent Solicitation by a Holder in any circumstances in which such participation is unlawful will not be accepted.

In addition to the representations referred to above, each Holder participating in the Consent Solicitation will be deemed to represent that it is an Eligible Holder. Any Consent Instruction from a Holder that is unable to make these representations will not be accepted. Each of the Issuer, the Guarantor, the Solicitation Agents, the Trustee, the Agents and the Information and Tabulation Agent reserves the right, in its absolute discretion, to investigate, in relation to any submission of Consent Instructions, whether any such representation given by a Holder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such Consent Instruction may be rejected.