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禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Equity Stock Code: 01628)

(Debt Security Stock Codes: 40043, 40159, 40079, 40112, 40343, 40517 and 05287)

UPDATE ON THE OFFSHORE DEBT RESTRUCTURING SUPPLEMENT TO THE EXPLANATORY STATEMENT AND ADJOURNMENT OF SCHEME MEETINGS

This announcement is made by Yuzhou Group Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 8 February 2024, 7 March 2024, 14 March 2024, 21 March 2024, 28 March 2024, 10 July 2024, 16 July 2024 and 21 August 2024 (the “**Announcements**”), the explanatory statement issued by the Company on 21 August 2024 to the Scheme Creditors (“**Original Explanatory Statement**”), and the supplement to the Original Explanatory Statement issued by the Company on 9 September 2024 (“**Supplement**” together with the Original Explanatory Statement, the “**Explanatory Statements**”). Reference is also made to the Notices of Scheme Meetings in respect of the HK Scheme and the Cayman Scheme which are annexed to the announcement of the Company dated 21 August 2024. Unless otherwise defined, capitalised terms used in this announcement have the same meanings defined in the Announcements, the Explanatory Statements, and the Notices of Scheme Meetings.

SUPPLEMENT TO THE EXPLANATORY STATEMENT

The Company has issued the Supplement, which is available for download from the Transaction Website (<https://projects.sodali.com/yuzhou>).

EXTENSION OF CUSTODY INSTRUCTION DEADLINE, VOTING INSTRUCTION DEADLINE AND RECORD DATE, AND ADJOURNMENT OF SCHEME MEETINGS

In order to ensure that the Scheme Creditors will have sufficient time to consider the contents of the Supplement, the Company will be extending:

- (a) the Custody Instruction Deadline to 5:00 p.m. Hong Kong time on 12 September 2024, the equivalent being 4:00 a.m. Cayman Islands time on 12 September 2024;
- (b) the Voting Instruction Deadline to 5:00 p.m. Hong Kong time on 13 September 2024, the equivalent being 4:00 a.m. Cayman Islands time on 13 September 2024; and
- (c) the Record Date to the close of business on 13 September 2024.

Additionally, the Chairperson will be exercising their discretion to adjourn the Scheme Meetings, and the Scheme Meetings will instead take place as follows:

- (a) in respect of the Scheme Meeting for Scheme Creditors (Class A), at 8 p.m. Hong Kong time on 16 September 2024, the equivalent time being 7 a.m. Cayman Islands time on 16 September 2024; and
- (b) in respect of the Scheme Meeting for Scheme Creditors (Class B), at 9 p.m. Hong Kong time on 16 September 2024, the equivalent time being 8 a.m. Cayman Islands time on 16 September 2024.

The venue of the Scheme Meetings remains unchanged and will be held at the offices of Linklaters at 11th Floor, Alexandra House, Chater Road, Hong Kong, with a live video conference linked to the offices of Harney Westwood & Riegels at 3rd Floor, Harbour Place, 103 South Church Street, Grand Cayman, PO Box 10240, KY1-1002 Cayman Islands.

The Scheme Meetings are subject to any adjournment as may be appropriate (in which case any changes in arrangements relating to the Scheme Meetings shall be communicated to the Scheme Creditors in advance of the Scheme Meetings).

NO FURTHER ACTION IS NEEDED FOR SCHEME CREDITORS THAT DO NOT INTEND TO MAKE CHANGES TO THEIR SUBMITTED FORMS

Account Holder Letters (and Custody Instructions), Lender Proxy Forms and Blocked Scheme Creditor Forms (as applicable) that have been validly submitted will remain valid. Scheme Creditors who have submitted a validly completed Account Holder Letter (and Custody Instruction), Lender Proxy Form or Blocked Scheme Creditor Forms (as applicable) are not required to resubmit the relevant form, in any case before the Voting Instruction Deadline, respectively, as a result of the supplements set out in the Supplement unless they wish to make changes and adjust the information submitted in the relevant form, including changing their voting instructions and/or elections under the Scheme as a result of the additional information provided in the Supplement.

CONTACT DETAILS

Holders of the Existing Debt Instruments are encouraged to direct any requests for information in respect of the Proposed Restructuring to (i) the Company's financial advisor and legal advisors, (ii) the AHG's financial advisor and legal advisor or (iii) to the Information Agent (see contact details below):

Information Agent

Morrow Sodali Limited, trading as Sodali & Co

Tel: +852 2319 4130 (Hong Kong) or +44 20 4513 6933 (London)

Email: yuzhou@investor.sodali.com

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

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

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

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Email: ProjectYuzhou@alvarezandmarsal.com

BOCI Asia Limited

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

Tel: +852 3988 6302

Email: Project.Reborn@bocigroup.com

Haitong International Securities Company Limited

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

Tel: +852 2840 1680

Email: project.reborn@htisec.com

Legal Advisers to the Company

Linklaters

Address: 11/F, Alexandra House, Chater Road, Hong Kong

Tel: +852 2842 4888

Email: dlyuzhou@linklaters.com

Financial Advisers to the Ad Hoc Group

PJT Partners (HK) Limited

Address: Suite 3609-11, Two International Finance Centre. No. 8 Finance Street

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Email: projectfisher@pjtpartners.com

Legal Advisers to the Ad Hoc Group

Kirkland & Ellis

Address: 26th Floor, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong

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Email: fisher@kirkland.com

Shareholders and other investors of the Company are advised not to rely solely on the information contained in this announcement and should exercise caution when dealing in the securities of the Company. When in doubt, the shareholders and other investors of the Company are advised to seek professional advice from their own professional or financial advisors.

By order of the Board
Yuzhou Group Holdings Company Limited
Kwok Ying Lan
Chairman

Hong Kong, 10 September 2024

As at the date of this announcement, the executive directors of the Company are Ms. Kwok Ying Lan (Chairman) and Mr. Lin Conghui, the non-executive directors of the Company are Mr. Lam Lung On (J.P.) and Mr. Song Jiajun, and the independent non-executive directors of the Company are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Mr. Yu Shangyou.