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The information contained in this announcement is not for distribution or circulation, directly or indirectly, in or into the United States or to, or for the account of benefit of, any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933, as amended (the "Securities Act")). This announcement is solely for the purpose of reference and does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States or to, or for the account of benefit of, any U.S. Person (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

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 TENDER OFFER AND THE MEETINGS IN RESPECT OF THE TENDER OFFER AND THE CONSENT SOLICITATION

#### in relation to the

**6.75 per cent. Notes due 2028 (Stock Code: 5309)** 

6.25 per cent. Notes due 2028 (Stock Code: 40254)

5.90 per cent. Notes due 2029 (Stock Code: 4427)

6.125 per cent. Notes due 2029 (Stock Code: 40320)

6.75 per cent. Notes due 2029 (Stock Code: 40007)

6.75 per cent. Notes due 2030 (Stock Code: 40174)

7.25 per cent. Notes due 2031 (Stock Code: 40321)

5.875 per cent. Guaranteed Bonds due 2030 (Stock Code: 5769)

(together with the 5.60 per cent. Notes due 2028, 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 1 August 2025 (the "Announcement") in respect of the Securities. Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as ascribed thereto in the Announcement.

#### Results of the Tender Offer

The Tender Offer for each Series expired at 4:00 p.m. London time on 21 August 2025. The Issuer accordingly announces that it intends to accept all Securities validly tendered pursuant to Tender Instructions which were received by the Information, Tender and Tabulation Agent of Tender Instructions at or prior to the Expiration Deadline for purchase at the Purchase Price. The aggregate nominal / principal amounts of each Series accepted for purchase are:

- (a) U.S.\$136,831,663 (U.S.\$137,460,000 before the Clearing System Pool Factor of 99.54289426 per cent. is applied) in aggregate nominal amount of the June 2028 Notes, representing 29.52 per cent. of the outstanding nominal amount of the June 2028 Notes;
- (b) U.S.\$139,480,199 (U.S.\$128,940,000 before the Clearing System Pool Factor of 108.17449939 per cent. is applied) in aggregate nominal amount of the November 2028 Notes, representing 38.72 per cent. of the outstanding nominal amount of the November 2028 Notes;
- (c) U.S.\$7,591,281 (U.S.\$6,930,000 before the Clearing System Pool Factor of 109.54228852 per cent. is applied) in aggregate nominal amount of the December 2028 Notes, representing 25.78 per cent. of the outstanding nominal amount of the December 2028 Notes;
- (d) U.S.\$120,166,603 (U.S.\$110,443,000 before the Clearing System Pool Factor of 108.80418183 per cent. is applied) in aggregate nominal amount of the February 2029 Notes, representing 41.14 per cent. of the outstanding nominal amount of the February 2029 Notes;
- (e) U.S.\$184,470,419 (U.S.\$168,808,000 before the Clearing System Pool Factor of 109.27824481 per cent. is applied) in aggregate nominal amount of the April 2029 Notes, representing 47.08 per cent. of the outstanding nominal amount of the April 2029 Notes;
- (f) U.S.\$247,491,576 (U.S.\$212,577,000 before the Clearing System Pool Factor of 116.42443759 per cent. is applied) in aggregate nominal amount of the September 2029 Notes, representing 44.73 per cent. of the outstanding nominal amount of the September 2029 Notes;
- (g) U.S.\$50,887,958 (U.S.\$43,709,000 before the Clearing System Pool Factor of 116.42443795 per cent. is applied) in aggregate nominal amount of the March 2030 Notes, representing 14.60 per cent. of the outstanding nominal amount of the March 2030 Notes;
- (h) U.S.\$104,785,800 (U.S.\$89,142,000 before the Clearing System Pool Factor of 117.54930342 per cent. is applied) in aggregate nominal amount of the January 2031 Notes, representing 38.09 per cent. of the outstanding nominal amount of the January 2031 Notes; and
- (i) U.S.\$343,780,989 (U.S.\$300,310,000 before the Clearing System Pool Factor of 114.47537179 per cent. is applied) in aggregate principal amount of the Bonds, representing 51.45 per cent. of the outstanding principal amount of the Bonds.

For the avoidance of doubt, the outstanding nominal / principal amount of the Securities referred to in paragraphs (a) to (i) above includes the nominal / principal amount held by or on behalf of the Issuer, the Guarantor and their respective Subsidiaries.

The Settlement Date for the Tender Offer will be announced as soon as reasonably practicable after the Adjourned Meeting for the December 2028 Notes (as defined below).

# **Results of the Meetings**

In respect of the November 2028 Notes, the February 2029 Notes, the April 2029 Notes, the September 2029 Notes, the January 2031 Notes and the Bonds (together, the "Consenting Series"), the Issuer and the Guarantor are pleased

to announce that the Extraordinary Resolution in respect of each such Series was duly passed at the relevant Meetings held on 25 August 2025.

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

In respect of the June 2028 Notes and the March 2030 Notes (together, the "**Dissenting Series**"), the Issuer and the Guarantor hereby announce that the Extraordinary Resolution in respect of each such Series was not passed at the relevant Meetings held on 25 August 2025.

In respect of the December 2028 Notes, the relevant Meeting held on 25 August 2025 was not quorate and has therefore been adjourned. The adjourned Meeting (the "Adjourned Meeting for December 2028 Notes") will be held at 10:50 a.m. (Hong Kong time) on 9 September 2025 at the offices of Linklaters, 11th Floor, Alexandra House, Chater Road, Central, Hong Kong and accordingly the Expiration Deadline for submitting Voting-Only Instructions only for the December 2028 Notes is hereby extended to 4:00 p.m. (London time) on 5 September 2025 and references in the Tender Offer and Consent Solicitation Memorandum to the Expiration Deadline in relation to the Voting-Only Instructions only, shall be read accordingly.

For the avoidance of doubt, no Tender Instructions in respect of the December 2028 Notes will be accepted after the original Expiration Deadline (being 4:00 p.m. (London time) on 21 August 2025).

Holders who have submitted and not revoked (in the limited circumstances in which revocation is permitted) a valid Tender Instruction or Voting-Only Instruction in respect of the December 2028 Notes, by which they will have given instructions appointing the Tender and Tabulation Agent (or its representative) as their proxy to attend and vote in favour of, or against or abstain from voting on the relevant Extraordinary Resolution proposed at the Meeting and the Adjourned Meeting for December 2028 Notes, need take no further action to be represented at the Adjourned Meeting for the December 2028 Notes.

# Implementation of the Extraordinary Resolution(s) and Waiver of Condition

The Issuer hereby announces its intention to (i) implement the Extraordinary Resolutions for each of the Consenting Series, and (ii) waive the implementation of the Extraordinary Resolutions of the Dissenting Series as a condition of the implementation of the Extraordinary Resolutions for the other Series.

As disclosed in the Announcement, the Tender Offer and Consent Solicitation Memorandum and the Notices of Meetings, such condition is for the benefit of the Issuer only and the Issuer's decision to waive such condition will not constitute a material change and Holders will not be required to provide new Tender Instructions or Voting-Only Instructions in relation to the Tender Offer or the Consent Solicitation. Any Tender Instructions or Voting-Only Instructions provided prior to the waiver of such condition shall remain valid and irrevocable.

The Payment Date and the proposed Amendment and Waiver Effective Date for the Consenting Series will be announced as soon as reasonably practicable after the Adjourned Meeting for the December 2028 Notes.

### **Further Announcement(s)**

The Issuer will, as soon as reasonably practicable after the Adjourned Meeting for December 2028 Notes, announce (i) the results of the Adjourned Meeting for December 2028 Notes; (ii) if the Extraordinary Resolution for December 2028 Notes is passed, the satisfaction (or otherwise) of the Eligibility Condition for the December 2028 Notes; (iii) the Payment Date and the proposed Amendment and Waiver Effective Date in respect of all such Series the Extraordinary Resolution of which is to be implemented; and (iv) the Settlement Date for the Tender Offer.

As at the date of this announcement, each of the Payment Date, Settlement Date and Amendment Effective Date, is expected to be no later than 25 September 2025.

The Proposed Amendments and Waivers for each Series will take effect upon execution of the relevant Amendment Documentation, which will occur as soon as reasonably practicable after the payment of the Purchase Price, the Early Consent Fee and any Early Ineligible Holder Payment, each in respect of the relevant Series.

#### **Questions / further information**

Holders who need assistance with respect to the procedures for participating in the Tender Offer and/or the Consent Solicitation should contact the following for further information:

The Dealer Managers

#### **BOCI Asia Limited**

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

Attention: Debt Capital Markets Telephone: +852 3988 6302

Email: 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@clsa.com

The Information, Tender and Tabulation Agent

#### **Kroll Issuer Services Limited**

In London:

The News Building, 3 London Bridge Street, London, SE1 9SG, United Kingdom

**Telephone:** + 44 20 7704 0880

In Hong Kong: 3rd Floor, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong

Telephone: +852 2281 0114

Email: greenland@is.kroll.com

Transaction Website: https://deals.is.kroll.com/greenland

Attention: Mu-yen Lo / Kevin Wong

Hong Kong, 26 August 2025

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, Mr. GENG Jing and Mr. JIANG Wei.

#### DISCLAIMER

This announcement must be read in conjunction with the Tender Offer and Consent Solicitation Memorandum. The Tender Offer and Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the Tender Offer and the Consent Solicitation. If any Holder is in any doubt as to the action it should take, 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 Tender Offer and/or Consent Solicitation or otherwise participate at the Meetings (including any adjourned Meeting). None of the Issuer, the Guarantor, the Dealer Managers, the Trustee, the Agents or the Information, Tender and Tabulation Agent or any person who controls, or any director, officer, representative, adviser, employee, agent or affiliate of, any such person expresses any opinion about the terms of the Tender Offer, the Consent Solicitation, the Proposed Amendments and Waivers or the Extraordinary Resolutions or makes any recommendation whether Holders should participate in the Tender Offer or the Consent Solicitation or otherwise participate at the Meetings.

## OFFER AND DISTRIBUTION RESTRICTIONS

#### **United States**

The Tender Offer and the Consent Solicitation are not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet. The Securities may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States as defined in Regulation S of the Securities Act or to U.S. persons as defined in Regulation S of the Securities Act (each a "U.S. Person"). Accordingly, copies of this announcement, the Tender Offer and Consent Solicitation Memorandum and any other documents or materials relating to the Tender Offer and/or the Consent Solicitation are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to U.S. persons. Any purported tender of Securities in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Securities made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each Holder participating in the Tender Offer and/or the Consent Solicitation will represent that it is not a U.S. Person and it is not located in the United States and is not participating in such Tender Offer and/or the Consent Solicitation from the United States or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in such Tender Offer and/or the Consent Solicitation from the United States. For the purposes of this announcement and the Tender Offer and Consent Solicitation Memorandum, "United States" means 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 Tender Offer and Consent Solicitation Memorandum and any other documents or materials relating to the Tender Offer and/or 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 is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1)

those persons who are existing members or creditors of the Issuer, the Guarantor or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

#### Singapore

None of this announcement, the Tender Offer and Consent Solicitation Memorandum or any other documents or materials relating to the Tender Offer and/or the Consent Solicitation has or will be registered as a prospectus with the Monetary Authority of Singapore. The Tender Offer do not constitute a public tender offer for the purchase of the Securities nor an offering of securities in Singapore pursuant to the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "SFA"). Accordingly, none of this announcement, the Tender Offer and Consent Solicitation Memorandum and any other documents or materials relating to the Tender Offer and the Consent Solicitation may be distributed or caused to be distributed to any person in Singapore other than to (i) an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

# **Hong Kong**

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

The Tender Offer and the Consent Solicitation have 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 Tender Offer and/or 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 Tender Offer and/or 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 Tender Offer and 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 Tender Offer and the Consent Solicitation are not intended to be made to the public in Hong Kong and it is not the intention of the Issuer and the Guarantor that the Tender Offer and/or the Consent Solicitation be made to the public in Hong Kong.

## Japan

The Tender Offer and the Consent Solicitation have 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 Tender Offer and/or the Consent Solicitation shall not be made in the PRC (excluding Hong Kong, Macau and Taiwan), directly or indirectly, expect 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 Tender Offer and the Consent Solicitation are 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 Tender Offer and Consent Solicitation Memorandum do not constitute, and there will not be, an offering of the Securities, the Tender Offer and the Consent Solicitation to any person in the British Virgin Islands.

# General

Nothing in this announcement or the Tender Offer and 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 Tender Offer and/or 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 Tender Offer and/or the Consent Solicitation will be deemed to represent that it is an Eligible Holder. Any Instruction from a Holder that is unable to make these representations will not be accepted. Each of the Issuer, the Guarantor, the Dealer Managers, the Trustee, the Agents and the Information, Tender and Tabulation Agent reserves the right, in its absolute discretion, to investigate, in relation to any submission of 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 Instruction may be rejected.