

Instructions on how to complete and submit the Accession Letter and Details of Restricted Notes

关于完成与提交同意加入函及限制性票据的说明

Please see below the required steps for you to validly submit an Accession Letter.

在您提交同意函之前请仔细阅读以下必要的步骤

You can submit an Accession Letter form by following one of the two (2) ways below:

您可以通过以下两种方式之一提交同意加入函：

Kindly select from the below for relevant instructions applicable to you

请从下面两种情况，选择适用于您的说明

1. ONE Consenting Creditor acceding and acquiring ONE ACCESSION CODE

1. 一名同意债权人加入，并获取一个同意加入代码，或

2. Creating multiple Accession Letters for MULTIPLE Consenting Creditors and acquiring multiple ACCESSION CODEs.

2. 为多个同意债权人创建多个同意加入函并获取多个同意加入代码。

You may refer to the [FAQ](#) in case of any questions or contact Morrow Sodali Limited (as Information Agent) using the below details:

如有任何疑问，您可以参阅常见问题解答，或通过以下方式信息联系 Morrow Sodali Limited（信息代理）：

Email 电子邮件： yuzhou@investor.morrowsodali.com

Telephone 电话： +852 2319 4130 (Hong Kong); +44 20 4513 6933 (London)

**Accession Portal
(to complete the form)**

同意加入门户（用以完
成同意加入函）：

<https://portal.morrowsodali.com/yuzhouRSA>

**Transaction Website
(document posting)**

交易网站（用以公布及
下载文件）：

<https://projects.morrowsodali.com/Yuzhou>

1. ONE Consenting Creditor acceding and acquiring ONE ACCESSION CODE

情况 1、一名同意债权人加入，并获取一个同意加入代码

Proceed to the Accession Portal <https://portal.morrowsodali.com/yuzhouRSA>

进入同意加入门户：<https://portal.morrowsodali.com/yuzhouRSA>

- Register (if you do not have an account with us); or
- Log in
- 完成注册（如您之前未通过其它任何项目在我们门户网站注册用户）
- 登录（如您之前已经是门户网站注册用户）

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YUZHOU GROUP HOLDINGS COMPANY LIMITED (禹洲集團控股有限公司) - ACCESSION LETTER

REGISTER

LOGIN

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STEP 1: SUBMITTING THE ACCESSION LETTER

步骤 1、提交同意加入函

A. Click on **SUBMIT A NEW ACCESSION LETTER**;

点击“提交一个新的同意加入函（**SUBMIT A NEW ACCESSION LETTER**）



SUBMIT A NEW ACCESSION LETTER

B. Complete the Accession Letter accordingly;

根据您的实际情况完成同意加入函

C. Once all field are validly completed, click Continue;

所有空格填写完成后，请点击“继续” (Continue)

STEP 2: REVIEWING THE ACCESSION LETTER

步骤 2、检查同意加入函

REVIEW the form, if in good order, please click CONTINUE;

检查同意加入函内容，如已经妥善填写，请点击“继续” (Continue)

STEP 3: EXECUTING THE ACCESSION LETTER

步骤 3、签署同意加入函

A. When asked if you have signed the Accession Letter, please click **“NO”**;

系统会提示“您是否签署过同意加入函？” 点击 **“NO”**

B. Now, you will have two options to execute the form:

您可以在以下两种方式中选择一个签字方式

i. Electronically signing the form by choosing the "Sign Electronically" option; or

通过选择 "Sign Electronically" 完成电子签名, 或

ii. Download the Accession Letter in order to sign it and then upload the signed form with all pages;

下载同意加入函 (PDF)，签字、并将包括签字页在内的整个同意加入函上传至同意加入门户网站

We suggest signing electronically as it will automatically add your signature on the form and upload it;

提示：建议通过电子签名完成签字，因为电子签名可以自动加载到同意加入函对应位置。

C. Upload the respective Evidence of Holding:

上传相应的持仓证明:

If there are multiple files you may click "add more files" to upload more than one; or upload a ZIP FILE with all evidence of holdings

如果有多份文件上传，可点击“添加更多文件” (add more files) 继续添加，或者用压缩文件 (zip File) 上传相应的持仓证明

Note: Evidence of holding can, subject to the Information Agent's confirmation, include a custody statement screenshot of holdings, or scanned copy of a portfolio report dated no more than 3 months from the date of the Accession Letter and that includes the following information: (i) ISIN / security description; (ii) name of beneficial owner of the Eligible Restricted Notes; (iii) position held; (iv) date. In the event of any questions or concerns, please contact the Information Agent.

注意：持仓证明需经信息代理确认。该证明可以是包含了持有仓位的托管声明屏幕截图，或自签署同意加入函之日起不超过 3 个月的投资组合报告的扫描或打印件。

该证明文件应包括以下信息：

(i) ISIN/证券描述； (ii) 受益所有人姓名； (iii) 持有仓位； (iv) 日期。

如有任何问题或疑虑，请联系信息代理。

2. Creating multiple Accession Letters for MULTIPLE Consenting Creditors and acquiring multiple ACCESSION CODEs.

为多个同意债权人创建多个同意加入函并获取多个同意加入代码

Proceed to the Accession Portal <https://portal.morrowsodali.com/yuzhouRSA>

进入同意加入门户: <https://portal.morrowsodali.com/yuzhouRSA>

- Register (if you do not have an account with us); or
- Log in
- 完成注册 (如您之前未通过其它任何项目在我们门户网站注册用户)
- 登录 (如您之前已经是门户网站注册用户)

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YUZHOU GROUP HOLDINGS COMPANY LIMITED (禹洲集團控股有限公司) - ACCESSION LETTER

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STEP 1: SUBMITTING THE ACCESSION LETTER

步骤 1、提交同意加入函

- A. Click on **USE BULK IMPORT**;
点击“批量上传”(USE BULK IMPORT)



SUBMIT A NEW ACCESSION LETTER

Use bulk import

- B. Click on **GET THE .XLS TEMPLATE** and download the Excel to populate it;
点击“获得 Excel 模板(GET THE .XLS TEMPLATE)”获得下载 excel 表格;
- C. Complete each row accordingly noting that one row equals (=) one Consenting Creditor;
根据您的情况完成填写, 请注意每一行代表一个同意债权人;

D. After completion, upload the file by clicking **Choose file**;

通过点击“选择文件(Choose file)”上传完成填写后的 excel 文件;

E. Click **BULK UPLOAD COMPLETED TEAMPLATE**. You will have created multiple forms;

点击“批量上传完成的模板(BULK UPLOAD COMPLETED TEAMPLATE)”后, 系统将自动生成多个表格;

STEP 2: REVIEWING THE ACCESSION LETTER

步骤 2、检查同意加入函

REVIEW the form, if in good order, please click CONTINUE;

检查同意加入函内容, 如已经妥善填写, 请点击继续 (Continue)

STEP 3: EXECUTING THE ACCESSION LETTER

步骤 3、签署同意加入函

A. When asked if you have signed the Accession Letter, please click **“NO”**;

系统会提示“您是否签署过同意加入函?” 点击 **“NO”**

B. Now, you will have two options to execute the form:

您可以在以下两种方式中选择一个签字方式

i. Electronically signing the form by choosing the "Sign Electronically" option; or
通过选择 "Sign Electronically" 完成电子签名

ii. Download the Accession Letter in order to sign it and then upload the signed form with all pages;

下载同意加入函 (PDF), 签字、并将包括签字页在内的整个同意加入函上传至同意加入门户网站

We suggest signing electronically as it will automatically add your signature on the form and upload it;

提示: 建议通过电子签名完成签字, 因为电子签名可以自动加载到同意加入函对应位置;

C. Upload the respective Evidence of Holding:

上传相应的持仓证明

If there are multiple files you may click "add more files" to upload more than one; or upload a ZIP FILE with all evidence of holdings

如果有多份文件上传, 可点击“添加更多文件” (add more files) 继续添加, 或者用压缩文件 (zip File) 上传相应的持仓证明。

Note: Evidence of holding can, subject to the Information Agent's confirmation, include a custody statement screenshot of holdings, or scanned copy of a portfolio report dated no more than 3 months from the date of the Accession Letter and that includes the following information: (i) ISIN / security description; (ii) name of beneficial owner of the Eligible Restricted Notes; (iii) position held; (iv) date. In the event of any questions or concerns, please contact the Information Agent.

注意: 持仓证明需经信息代理确认。该证明可以是包含了持有仓位的托管声明屏幕截图, 或自签署同意加入函之日起不超过 3 个月的投资组合报告的扫描或打印件。

该证明文件应包括以下信息:

(i) ISIN/证券描述; (ii) 受益所有人姓名; (iii) 持有仓位; (iv) 日期。

如有任何疑问或疑虑, 请联系信息代理。

FAQ

常见问题解答

1. How to complete the Accession Letter? 如何填写同意加入函?

Go to the **Accession Portal** <https://portal.morrowsodali.com/yuzhouRSA> to complete and submit the Accession Letter.

访问加入门户网站 <https://portal.morrowsodali.com/yuzhouRSA>, 填写并提交同意加入函。

2. Who can complete the Accession Letter? 同意加入函需要由谁提交?

The Accession Letter can be completed by the Beneficial Owner or an authorized third party (e.g., custodian bank, advisor, investment manager, representative, etc.).

同意加入函可由实际所有人或授权第三方（如托管银行、顾问、投资经理、代表等）填写。

3. What is a Sanctions-Affected Person?

什么是“受制裁影响人”?

For your understanding, "Sanctions-Affected Person" means a Blocked Consenting Creditor or a Sanctioned Consenting Creditor as per the definition below:

"Blocked Consenting Creditor" means a Consenting Creditor (other than a Sanctioned Consenting Creditor, unless that Sanctioned Consenting Creditor has the benefit of a relevant licence) that is not entitled, able, or permitted (whether directly or through a custodian) to submit instructions or settle through the Clearing Systems as a result of any applicable Sanctions affecting the Consenting Creditor or its custodian.

为便于理解,“受制裁影响人”是指根据以下定义的,被封锁的同意债权人或被制裁的同意债权人:

“被封锁的同意债权人”是指由于任何影响同意债权人或其保管人的适用制裁而无权、不能或不允许(直接或经由托管人)通过清算系统提交指示或进行结算的同意债权人(受制裁的同意债权人除外,除非该受制裁的同意债权人享有相关许可的利益)。

4. What information should I insert in the Consenting Creditor Details fields?

同意加入函中“Consenting Creditor Details fields”要求填写的是什么信息?

The Consenting Creditor details should be from the Beneficial Owner (Name, email, address) or the Investment Manager details acting as Consenting Creditor on behalf of multiple funds/accounts.

同意债权人详细信息是指实际所有人(姓名、电子邮件、地址)的信息。或,如果是由投资管理人管理的多个基金/账户,则提供投资管理人作为同意债权人代表的详细信息。

5. What information should I insert in the Consenting Creditor Representative fields?

同意加入函中“Consenting Creditor Representative fields”要求填写的是什么信息?

If the Beneficial Owner is a corporation, please input the Representative/employee details. If not, please insert the Beneficial Owner details or the details of a Representative.

如果受益所有人是公司组织,请输入代表/雇员的详细信息。如果不是公司组织,请输入受益所有人的详情或指定代表人的详情。

6. What information should I insert in the Investment Manager Details fields?

我应该在“投资管理人详情”中输入哪些信息?

The Investment Manager or Advisor details should be input in the *Investment Manager Details* fields.

Note this field is non-mandatory.

应在“投资管理人详情”中输入投资管理人或顾问的详细信息。请注意,该栏目并非必填字段。

7. Who needs to sign the Accession Letter? What are the Signatory Details?

同意加入函应由哪方签署？签署人的详细信息是什么？

The Accession Letter can be signed by the Beneficial Owner or an authorized third-party (such as the person who is completing the form on its behalf). The name of the person signing the Accession Letter needs to be input in the Signatory Details field.

同意加入函可由受益所有人或经授权的第三方（如该经授权的第三方代表受益所有人填写表格）签署。填写时需要在“签名人详细信息”字段中输入签署同意加入函的人的姓名。

Signatory Details

Please note holders **are not required to deliver original copies** to the Information Agent.

Name of Consenting Creditor Signatory *

If the Accession Letter is being signed by the Beneficial Owner, please input the holder's name on the 'Name of Consenting Creditor Signatory' field. If the Accession Letter is being signed by a representative/ an authorized third party, please input the name of the person on the 'Name of Consenting Creditor Signatory' field.

如果受益所有人亲自签署同意加入函，请在“同意债权人签署人姓名 ‘Name of Consenting Creditor’ ”一栏输入持有人姓名。如果同意加入函由代表/授权的第三方签署，请在“同意债权人签名人姓名 ‘Name of Consenting Creditor Signatory’ ”一栏输入该人姓名。

8. What do I insert in the ‘Principal Amount of the Existing Public Notes beneficially held eligible for Early-Bird RSA Fee field:

我应该在“有资格获得早鸟同意费的受益所有人持有的现有公开票据本金金额”一栏中填写什么内容：

You will need to inform the principal amount of your current position, without accrued interest. 您需要告知您当前仓位的本金金额，不包括应计利息。

9. Submitting the Accession Letter:

提交同意加入函

After completing the form, please download the form (press “DOWNLOAD ACCESSION LETTER” in STEP 1), and either i) sign and upload it to the Portal (in STEP 2 “SUBMISSION METHOD 1: SIGN AND UPLOAD THE ACCESSION LETTER”); or ii) sign the Accession Letter electronically (in STEP 2 “SUBMISSION METHOD 2: SIGN THE ACCESSION LETTER ONLINE”). Please attach the relevant Evidence of holding (in STEP 3 “EVIDENCE OF HOLDING”) and click “SUBMIT TO COMPLETE THE PROCEDURE” (in STEP 4). Please see the image below for further understanding.

Note that editing the form after submission will change the status back to DRAFT and undo the Submission.

填写表格后，请下载表格（按步骤 1 中的“下载同意加入函”），然后

- i) 签字并上传到门户网站（步骤 2 中的“提交方式 1：签字并上传同意加入函”）；或
- ii) 以电子方式签署加入函（步骤 2 中的“提交方式 2：在线签署加入函”）。

请附上相关的持仓证明（第 3 步 "持仓证明"），然后点击 "提交以完成程序"（第 4 步）。请参阅下图以进一步了解。

请注意，提交后编辑表格会将状态变回草稿，并撤销提交。

STEP 1: DOWNLOAD AND REVIEW THE DOCUMENT

DOWNLOAD ACCESSION LETTER

STEP 2: SUBMISSION OPTIONS (CHOOSE ONE)

☒ SUBMISSION METHOD 1: SIGN AND UPLOAD THE ACCESSION LETTER



No file chosen

☐ SUBMISSION METHOD 2: SIGN THE ACCESSION LETTER ONLINE

Sign above the line

STEP 3: UPLOAD FILES

EVIDENCE OF HOLDING



Download

x

Evidence of Holding can include a custody statement or a screenshot of holdings within 3 months of the date of this Accession Letter.

ADD MORE FILES (OPTIONAL)

STEP 4: SUBMIT AND COMPLETE

SUBMIT TO COMPLETE THE PROCEDURE

10. Submitting Evidence of Holding: 提交持仓证明

To submit the Accession Letter, you will be required to submit evidence of holding. Evidence of holding can, subject to the Information Agent's confirmation, include a custody statement or a screenshot of holdings or scanned copy of a portfolio report **dated no more than 3 months prior to the date of the Accession Letter** and that includes the following information:

- i. ISIN / security description;
- ii. name of beneficial owner of the Restricted Notes;
- iii. position held; and
- iv. date

要提交加入函，您必须提交持仓证明。持仓证明需经信息代理确认。该证明可以是包含了持有仓位的托管声明屏幕截图，或自签署同意加入函之日起不超过 3 个月的投资组合报告的扫描或打印件。

该证明文件应包括以下信息：

- (i) ISIN/证券描述； (ii) 受益所有人姓名； (iii) 持有仓位； (iv) 日期。

11. What is the Transfer Notice? Do I need to complete it?

什么是转让通知？我是否需要填写？

No Consenting Creditor may sell, assign, novate or otherwise transfer or dispose of (whether directly or indirectly) all or any part of its legal or beneficial interest, rights, benefits or obligations under or in respect of the Restricted Notes Debt held by it or this Agreement (including any monies owing to it under or in connection with its Restricted Notes Debt or this Agreement) or implement any transaction of a similar or equivalent economic effect (each a **"Transfer"**), in each case, other than in accordance with this Clause 10 (*Additional undertakings by the Consenting Creditors: transfer and related*) to, and further shall not make a Transfer to, any person:

在一般情况下，同意债权人不得出售、转让、约务更替或以其他方式转让或处置（不论直接或间接）其所持有的限制性债券债务或本协议项下或与之有关的全部或任何部分法定或实益权益、权利、利益或义务（包括其限制债券债务或本协议项下或与之有关的任何欠款），或进行任何交易；任何同意债权人不得出售、转让、约务更替或以其他方式转让或处置（不论是直接或间接）其所持有的限制债券债务或本协议项下或与之有关的全部或部分法定或实益权益、权利、利益或义务（包括其限制性债券债务或本协议项下或与之有关的任何欠款），或进行任何具有类似或同等经济效果的交易（各称 "转让"）。但重组支持协议第 10 条（同意债权人的额外承诺）中规定的以下情况除外：

- i. except as permitted and in accordance with the relevant Existing Public Notes Finance Documents;

除非允许并符合相关的现有公共票据融资文件的规定；

ii. except where the transferee:

除非受让人

1. is a Consenting Creditor or has first agreed to be bound by the terms of this Agreement as a Consenting Creditor by acceding to this Agreement in accordance with Clause 3 (*Accessions to this Agreement*); or

是同意债权人，或已根据第 3 条（重组支持协议加入）加入重组支持协议，作为同意债权人首先同意受本协议条款的约束；或

2. is a Qualified Market-Maker; and

是一个合格的做市商；以及

iii. unless and until both the transferor and the transferee have delivered a validly completed Transfer Notice via the Transfer Portal (including details of the Consenting Creditor's Accession Codes or QMM Code (as applicable)) and any other required documents to the Information Agent as soon as reasonably practicable and in any event on or prior to the earlier of (i) within fifteen (15) Business Days of such Transfer, or (ii) the Record Date. Any Transfer Notice in relation to a Transfer that takes place after the Record Date will be disregarded.

除非及直至转让人及受让人均已透过转让门户网站向信息代理递交有效填妥的转让通知（包括同意债权人同意加入代码或 QMM 代码（如适用）的详细资料）及任何其他所需文件，并在合理切实可行的情况下尽快递交，且在任何情况下均须在（i）相关转让后十五（15）个工作日内或（ii）记录日期（以较早者为準）或之前递交。记录日期之后发生的转让的任何转让通知将不予理会。

12. How a transfer works if a QMM (Qualified Marker Maker) is involved? 什么是合格做市商？

"Qualified Market-Maker" means an entity that: (i) holds itself out to the public or the applicable private markets as standing ready in the ordinary course of business to purchase from customers, and sell to customers, Existing Notes (or enter with customers into long and short positions in respect of the Existing Notes), in its capacity as a dealer or market maker in the Existing Notes; and (ii) is, in fact, regularly in the business of making a two-way market in claims against issuers or borrowers (including debt securities and other debt);

Notwithstanding any other provision of this Clause 10, a Qualified Market-Maker that acquires an interest in any Restricted Debt from a Consenting Creditor (a **"QMM Transfer"**) shall not be required to execute and submit an Accession Letter in accordance with Clause 10.2 or otherwise agree to be bound by the terms and conditions set forth in Clause 10.3 in respect of such Restricted Debt, if:

尽管第 10 条有任何其他规定，在下列情况下，从同意债权人处获得任何受限制债务权益的合格做市商（“QMM”，“合格做市商转让”）无需根据第 10.2 条签署和提交加入书，或以其他方式同意受第 10.3 条规定的有关该受限制债务的条款和条件的约束：

- i. such Qualified Market-Maker transfers such interest in the Restricted Notes Debt (by purchase, sale, assignment, participation, or otherwise) within fifteen (15) Business Days of its acquisition to a Consenting Creditor or to a transferee who accedes to this Agreement as a Consenting Creditor in accordance with this Agreement (a “**Back-to-Back Transfer**”); and

该合格做市商在获得限制性票据债务权益后十五（15）个工作日内将该权益（通过购买、出售、转让、参股或其他方式）转让给同意债权人或根据本协议作为同意债权人加入本协议的受让人（“背对背转让”）；以及

- ii. on or prior to the date of each of the QMM Transfer and the Back-to-Back Transfer, the Information Agent has received from each of the relevant parties all documentation required under the terms of this Agreement in relation to both the QMM Transfer and the Back-to-Back Transfer.

在每次 QMM 转让和背对背转让当日或之前，信息代理已从有关各方收到本协议条款规定的与 QMM 转让和背对背转让有关的所有文件。

For the purposes of Clause 10.3, the relevant transferor (including the Qualified Market-Maker as transferor) shall be responsible for providing the relevant transferee (including the Qualified Market-Maker as transferee) under the QMM Transfer or the Back-to-Back Transfer all relevant details, including the transferor’s identity, contact details and Accession Code, in order for such transferee to complete and submit to the Information Agent a valid Transfer Notice and any other documentation required under the terms of this Agreement.

针对第 10.3 条，相关转让方（包括作为转让方的合格做市商）应负责提供所有与转让（包括作为受让方的合格做市商）的相关详细信息。这些信息包括了转让方的身份、联系方式和同意加入代码，以便由该受让方填写并向信息代理提交有效的转让通知，及本协议条款要求的任何其他文件。

For the avoidance of doubt, in the event that a QMM Transfer occurs and the relevant Qualified Market-Maker fails to complete a Back-to-Back Transfer within the applicable deadline, pursuant to Clause 10.3.3 such Qualified Market-Maker shall be required to execute and submit an Accession Letter in accordance with Clause 10.2 or otherwise agree to be bound by the terms and conditions of this Agreement in respect of the Restricted Notes Debt it acquired pursuant to the QMM Transfer.

为免生疑问，如果发生合格做市商转让，而相关的合格做市商未能在适用期限内完成“背对背”转让，则根据重组支持协议第 10.3.3 条，该合格做市商应按照第 10.2 条的规定签署并提交同意加入函，或以其他方式同意，就其作为合格做市商受让获得的限制性票据债务，接受本协议的条款和条件的约束。

Upon the completion of a valid Transfer pursuant to this Agreement, the transferee shall be deemed to be a Consenting Creditor hereunder with respect to such transferred portion of interest in the Existing Public Notes Debt (and, for the avoidance of doubt, any applicable RSA Fee in respect of such Restricted Notes Debt) and the transferor shall be deemed to have relinquished its rights, claims and liabilities (other than accrued liabilities under this Agreement), including if applicable, any right to receive any applicable RSA Fee in respect of such Restricted Notes Debt, and be released from its obligations under this Agreement with respect to such transferred portion of interest in the Restricted Notes Debt.

根据本协议完成有效转让后，受让人将被视为同意债权人。受让人亦将获得该转让部分的现有公开票据债务对应的权益（及，为免生疑问，适用于该限制性票据债务的同意加入费，RSA Fee），而转让人将被视为已放弃其对该转让部分的现有公开票据债务的有关权利、索偿及责任（本同意加入协议项下的应计负债除外），包括（如适用）任何适用于该限制性票据债务的同意加入费的权利，并解除转让人在本协议项下就该转让部分的受限制票据债务所承担的义务。

If any Consenting Creditor purports to effect a Transfer other than in accordance with this Clause 10 (*Additional undertakings by the Consenting Creditors: transfer and related*), such Consenting Creditor shall remain liable as a Consenting Creditor in respect of its obligations and liabilities under this Agreement in respect of the relevant Restricted Notes Debt until the relevant transferee is bound by the terms of this Agreement.

如果任何同意债权人希望按照重组支持协议第 10 条（同意债权人的附加承诺：转让和相关）规定以外的方式进行转让，则该同意债权人应继续作为同意债权人，继续履行其在本协议项下规定的、针对限制性票据及其它债务的义务和责任，直至相关受让人受本协议条款的约束。