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China Lumena New Materials Corp.

中国旭光新材料集团有限公司

**CHINA LUMENA NEW MATERIALS CORP.**

**(In Provisional Liquidation)**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 67)**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 23 DECEMBER 2019  
AND  
GRANT OF THE WHITEWASH WAIVER**

**Financial Adviser to the Company**



The Company is pleased to announce that all the Resolutions were duly passed by the Shareholders, the Independent Shareholders or the Whitewash Independent Shareholders (as the case may be) by way of poll at the EGM held on 23 December 2019.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of China Lumena New Materials Corp. (In Provisional Liquidation) (the “**Company**”), both dated 29 November 2019. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice.

## POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of issued Shares was 5,603,859,393 Shares. The special resolution no. 1 and the ordinary resolutions nos. 3, 4, 5, 6 and 7 were required to be voted by the Whitewash Independent Shareholders and the Independent Shareholders respectively by way of poll. As at the date of the EGM, no Shareholder has a material interest in the resolutions set out in the Notice (the “**Resolution(s)**”) other than being a Shareholder, therefore no Shareholder was required to abstain from voting on all Resolutions at the EGM. Accordingly, the total number of Shares held by the Shareholders who were entitled to attend and vote for or against the Resolutions was 5,603,859,393 Shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour in the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the EGM.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the poll at the EGM. The poll results in respect of the Resolutions are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)	
		FOR	AGAINST
1	To approve the Whitewash Wavier.	513,279,268 (96.84%)	16,749,555 (3.16%)
2	To approve and adopt the second amended and restated memorandum and articles of association.	531,239,980 (99.97%)	144,000 (0.03%)
<b>ORDINARY RESOLUTIONS</b>			
3	To approve the Capital Reorganisation.	531,231,980 (99.97%)	152,000 (0.03%)
4	To approve, ratify and confirm the SO Underwriting Agreements, the Share Offer (including but not limited to the allotment and issue of the SO Shares) and the transactions contemplated thereunder.	531,239,980 (99.97%)	144,000 (0.03%)
5	To approve the Acquisition (including but not limited to the allotment and issue of the Consideration Shares).	529,974,823 (99.99%)	44,000 (0.01%)
6	To approve the Creditors Schemes.	531,239,980 (99.97%)	144,000 (0.03%)
7	To approve the Restructuring Framework Agreement.	531,239,980 (99.97%)	144,000 (0.03%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		FOR	AGAINST
8	(a) To approve the removal of the following persons as Directors with effect from completion of the Acquisition:	529,906,823 (99.98%)	122,000 (0.02%)
	(i) Mr. Zhang Zhigang as an executive Director;		
	(ii) Mr. Zhang Daming as an executive Director; and		
	(iii) Mr. Shi Jianping as an executive Director.	529,906,823 (99.98%)	122,000 (0.02%)
	(b) To approve the appointment of the following persons as Directors with effect from completion of the Acquisition:	489,827,942 (92.42%)	40,180,881 (7.58%)
	(i) Mr. Boediman Widjaja be appointed as executive Director;		
	(ii) Ms. Insinirawati Limarto be appointed as executive Director;	423,461,624 (79.90%)	106,547,199 (20.10%)
	(iii) Ms. Incunirawati Limarto be appointed as executive Director;	492,244,823 (92.87%)	37,764,000 (7.13%)
	(iv) Mr. Ng Eng Hong be appointed as executive Director;	501,946,823 (94.71%)	28,060,000 (5.29%)
	(v) Mr. Lau Ching Kei be appointed as executive Director;	501,946,823 (94.71%)	28,060,000 (5.29%)
	(vi) Mr. Jimmy Suwono be appointed as independent non-executive Director;	529,882,823 (99.98%)	124,000 (0.02%)
	(vii) Mr. Kua Mong Lam be appointed as independent non-executive Director; and	529,092,823 (99.83%)	914,000 (0.17%)
	(viii) Mr. Christanto Suryadarma be appointed as independent non-executive Director.	527,559,942 (99.54%)	2,446,881 (0.46%)
	(c) To authorise the Board to fix the remuneration of the Directors.	529,854,823 (99.97%)	152,000 (0.03%)

*Notes:*

1. All percentages are rounded to two decimal places.
2. The full texts of the above Resolutions are set out in the Notice.

The Company is pleased to announce that all the Resolutions were duly passed by the Shareholders, the Independent Shareholders or the Whitewash Independent Shareholders (as the case may be) by way of poll at the EGM held on 23 December 2019. For the special Resolution no. 1, as more than 75% of the votes were cast in favour of such special Resolution by the Whitewash Independent Shareholders, such special Resolution was passed as a special Resolution of the Company. For the special Resolution no. 2, as more than 75% of the votes were cast in favour of such special resolution by the Shareholders, such special Resolution was passed as a special Resolution of the Company.

For the ordinary Resolutions nos. 3, 4, 5, 6 and 7, as more than 50% of the votes were cast in favour of such ordinary Resolutions by the Independent Shareholders, such ordinary Resolutions were passed as ordinary Resolutions of the Company. For the ordinary Resolution no. 8, as more than 50% of the votes were cast in favour of such ordinary resolution by the Shareholders, such ordinary Resolution was passed as an ordinary Resolution of the Company.

### **NUMBER OF SHARES AND SHAREHOLDING PERCENTAGE OF THE INVESTORS AND THEIR CONCERT PARTIES UPON COMPLETION**

Upon Completion, the Investors and the parties acting in concert with them will become the Controlling Shareholders holding 1,821,254,292 Shares, representing approximately 65% of the issued share capital of the Company after the Capital Reorganisation and as enlarged by the Company's Placing Shares, the Public Offer Shares and the Consideration Shares.

### **GRANT OF THE WHITEWASH WAIVER**

Pursuant to a letter issued by the SFC on 19 December 2019, the Executive has conditionally granted the Whitewash Waiver to Amazana Investments, Amazana Equity and Amazana Ventures, which is subject to (i) the Whitewash Waiver and the Acquisition being separately approved by at least 75% and more than 50% respectively of the independent votes (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at the EGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Concert Group between the date of announcement in relation to the Proposed Restructuring pursuant to Rule 3.7 of the Takeovers Code on 16 February 2017 and the date of completion of the Proposed Restructuring.

As the Proposed Restructuring and the Whitewash Waiver have been approved by the Independent Shareholders and the Whitewash Independent Shareholders respectively at the EGM by way of poll, the aforementioned condition (i) has been fulfilled as at the date of this announcement. Further announcement(s) will be made by the Company upon completion of the Proposed Restructuring.

### **CONTINUED SUSPENSION OF TRADING IN THE SHARES**

Dealing in the shares of the Company on the Main Board of the Stock Exchange has been suspended since 25 March 2014 and will remain suspended until further notice.

## WARNING

**The transactions contemplated under the Proposed Restructuring are subject to a number of conditions precedents which may or may not be fulfilled and are subject to change upon the review of the Stock Exchange.**

**In addition, the Stock Exchange's formal and final approval on the New Listing Application made by the Company may or may not be granted, therefore the proposed transactions contemplated under the Proposed Restructuring may or may not proceed.**

**Shareholders and potential investors should note that Resumption is subject to various conditions which may or may not be fulfilled. There is no guarantee that Resumption will take place. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

For and on behalf of  
**China Lumena New Materials Corp.**  
**(In Provisional Liquidation)**  
**Man Chun So**  
**Yat Kit Jong**  
**Simon Conway**  
*Joint Provisional Liquidators*  
*Acting as agents without personal liability*

Hong Kong, 23 December 2019

*As at the date of this announcement, the Board comprises three executive directors: Mr. Zhang Zhigang, Mr. Zhang Daming and Mr. Shi Jianping.*

*The Provisional Liquidators jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Investors and the Target Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The Investors jointly and severally accept full responsibility for the accuracy of the information relating to the Investors and the Target Group contained in this announcement (excluding the information relating to the Company) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed by the Investors in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*