

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)**

## **NOTICE OF SCHEME MEETING**

This announcement is made by China Lumena New Materials Corp. (In Provisional Liquidation) (the “**Company**”) pursuant to Rule 13.73 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the circular of China Lumena New Materials Corp. (In Provisional Liquidation) (the “**Circular**”) dated 29 November 2019 (the “**Circular**”) and the Company’s announcement dated 18 December 2019 in relation to the Proposed Restructuring. Capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Company wishes to announce that by orders dated 10 December 2019 (Cayman Islands time) and 16 December 2019, the Grand Court and the High Court (the “**Orders**”) have directed that meetings of Creditors (the “**Scheme Meetings**”) of the Company be convened for the purposes of considering and, if thought fit, approving (with or without modification) the Creditors Schemes proposed to be made between the Company and the Creditors. The Scheme Meetings will be held on 15 January 2020 at 7 p.m. (Hong Kong time) at 22/F, Prince’s Building, Central, Hong Kong.

Notices of the Scheme Meetings pursuant to the Orders are set out in the Annex to this announcement.

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

Trading in the shares on the Main Board of the Stock Exchange has been suspended with effect from 10:56 a.m. on 25 March 2014 and will remain suspended until further notice.

**Shareholders and potential investors should note that the resumption of trading in the shares of the Company on the Stock Exchange is subject to various conditions which may or may not be fulfilled. There is no guarantee that the resumption of trading in the shares of the Company on the Stock Exchange will take place. Shareholders and potential investors are reminded to exercise caution when dealing in the shares of the Company.**

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, 24 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.*

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION  
CAUSE NO. FSD 237 OF 2019  
IN THE MATTER OF THE COMPANIES LAW (2018 REVISION)  
AND  
IN THE MATTER OF CHINA LUMENA NEW MATERIALS CORP.  
(IN PROVISIONAL LIQUIDATION)

AND

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS NO. 2234 OF 2019  
IN THE MATTER OF CHINA LUMENA NEW MATERIALS CORP.  
(IN PROVISIONAL LIQUIDATION)

(中國旭光高新材料集團有限公司) (臨時清盤中)

AND

IN THE MATTER OF SECTIONS 670, 671, 673 AND 674 OF THE COMPANIES  
ORDINANCE (Cap. 622)

#### NOTICE OF SCHEME MEETINGS

Notice is hereby given that, by an Order dated 10 December 2019 made in the above matter, the Grand Court of the Cayman Islands has directed that a meeting of creditors (the “**Cayman Scheme Meeting**”) of the above-mentioned company (“**Company**”) be convened for the purposes of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Cayman Scheme**”) pursuant to section 86 of the Companies Law (2018 Revision) of the Cayman Islands proposed to be made between the Company and the Scheme Creditors.

Further notice is hereby given that, by an order dated 10 December 2019 made in the above matter, the High Court of the Hong Kong Special Administrative Region has directed that a meeting of creditors (the “**Hong Kong Scheme Meeting**”) of the Company be convened for the purposes of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Hong Kong Scheme**”) pursuant to Sections 670, 671, 673 and 674 of the Companies Ordinance (Cap. 622) (“**Companies Ordinance**”) proposed to be made between the Company and the Scheme Creditors.

The Cayman Scheme Meeting and the Hong Kong Scheme Meeting will be held on 15 January 2020 at the office of PricewaterhouseCoopers at 22/F, Prince’s Building, Central, Hong Kong at 7:00 p.m. Hong Kong time (which is 6:00 a.m. Cayman Islands time).

Copies of the Hong Kong Scheme and the Cayman Scheme are incorporated in the composite document to be dispatched to creditors of the Company (the “**Composite Document**”), which includes an explanatory statement relating to the Hong Kong Scheme and the Cayman Scheme, issued in compliance with Section 671 of the Companies Ordinance and Order 102, Rule 20 of the Grand Court Rules of the Cayman Islands and Practice Direction No. 2 of 2010 (*Schemes of Arrangement and Compromise under section 86 of the Companies Law*) of the Cayman Islands respectively. Unless otherwise indicated, capitalised words and phrases used herein have the meaning provided in the Composite Document.

Any Scheme Creditor entitled to attend the Hong Kong Scheme Meeting and/or the Cayman Scheme Meeting, upon reasonable prior notice to PricewaterhouseCoopers at 22/F Prince’s Building, Central, Hong Kong or 18 Forum Lane, Camana Bay, P.O. Box 258 Grand Cayman,

Cayman Islands, KY1-1104, may obtain copies of the Scheme Document and Form of Proxy during usual business hours on weekdays (other than Saturdays, Sundays and public holidays) prior to the day appointed for the relevant Scheme Meeting.

Scheme Creditors in the Cayman Islands will be able to dial into each of the Hong Kong Scheme Meeting and the Cayman Scheme Meeting via telephone conference at the office of Harney Westwood & Riegels at 3rd Floor, Harbour Place, 103 South Church Street, Grand Cayman, PO Box 10240, KY1-1002, Cayman Islands.

In order to vote on the Schemes and attend the Hong Kong Scheme Meeting and the Cayman Scheme Meeting (in person (or, if a corporation, by a duly authorised representative) or by proxy), a Scheme Creditor must submit the Notice of Claim for Voting Purposes to the following address by personal delivery or post or fax or email (the “**Address**”):

PricewaterhouseCoopers

Address: 22/F Prince’s Building, Central, Hong Kong

Fax: +852 2289 5300

Email: [projectlumena@hk.pwc.com](mailto:projectlumena@hk.pwc.com)

Attention: Mr Man Chun So/Mr Yat Kit Jong/Mr Simon Conway

by no later than 7:00 p.m. (Hong Kong time) on 10 January 2020 / 6:00 a.m. (Cayman Islands time) on 10 January 2020.

Scheme Creditors may vote in person or appoint a duly authorised representative (if a corporation) or proxy to vote in their place. Forms of Proxy must be lodged at the office of PricewaterhouseCoopers at the above Address not later than one clear Business Day prior to the date of the relevant Scheme Meeting. Completion and return of the Form of Proxy will not preclude a Scheme Creditor from attending and voting in person at the relevant Scheme Meeting, but in such event the Form of Proxy will be deemed to have been revoked.

The petition seeking sanction of the Cayman Scheme shall be heard at 11:00 p.m. (Hong Kong time) on 14 February 2020 / 10:00 a.m. (Cayman Islands time) on 14 February 2020. The petition seeking sanction of the Hong Kong Scheme shall be heard at 10:00 a.m. (Hong Kong time) on 23 January 2020 / 9:00 p.m. (Cayman Islands time) on 22 January 2020. All Scheme Creditors are entitled to attend the sanction hearings in Hong Kong and the Cayman Islands in person or through counsel to support or oppose the sanctioning of the Hong Kong Scheme and/or the Cayman Scheme.

Dated this 24<sup>th</sup> day of December 2019.

**Man Chun So**  
**Yat Kit Jong**  
**Simon Conway**

Joint and Several Provisional Liquidators appointed by the Grand Court of the Cayman Islands  
for and on behalf of  
China Lumena New Materials Corp. (In Provisional Liquidation)  
acting as agent without personal liability