

## NOTICE OF SCHEME MEETING

IN THE EASTERN CARIBBEAN SUPREME COURT  
IN THE HIGH COURT OF JUSTICE  
VIRGIN ISLANDS  
COMMERCIAL DIVISION  
CLAIM NO.: BVIHC (COM) 0184 OF 2020

IN THE MATTER OF ROCK INTERNATIONAL INVESTMENT INC.  
AND IN THE MATTER OF SECTION 179A OF THE BVI BUSINESS COMPANIES ACT,  
2004  
AND IN THE MATTER OF A SCHEME OF ARRANGEMENT

ROCK INTERNATIONAL INVESTMENT INC.

**Claimant**

Terms used in this Notice have the same meaning as in the explanatory statement dated 10 November 2020 (the “**Explanatory Statement**”) relating to the proposed scheme of arrangement under Section 179A of the BVI Business Companies Act 2004 between Rock International Investment Inc. (磐石国际投资股份有限公司) (the “**Company**”) and the Scheme Creditors (the “**Scheme**”).

**NOTICE IS HEREBY GIVEN** that, by an order dated 9 November 2020 (the “**Convening Order**”), the BVI High Court of Justice of the Eastern Caribbean Supreme Court (the “**BVI Court**”) has directed that a meeting of Scheme Creditors (the “**Scheme Meeting**”) of the Company be convened for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme.

The Scheme Meeting will be held at the offices of Kirkland & Ellis at 26th Floor, Gloucester Tower, the Landmark, 15 Queen’s Road Central, Hong Kong at 7 a.m. (BVI time) on 3 December 2020 / 7 p.m. (Hong Kong time) on 3 December 2020. Scheme Creditors in the BVI will be able to dial into the Scheme Meeting via telephone conference at the office of Harney Westwood & Riegels, LP at Craigmuir Chambers, Road Town, Tortola VG1110, British Virgin Islands. All Scheme Creditors are requested to attend the Scheme Meeting at such place and time either in person (or, if a corporation, by a duly authorised representative) or by proxy.

Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative) or by proxy to vote in their place.

The BVI Court has ordered that the Notes Trustee and the nominee of the Depositary shall not be entitled to vote in respect of the Notes at the Scheme Meeting and accordingly they will not vote at such meeting.

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or proxy will be required to register its attendance at the Scheme Meeting prior to the commencement of the Scheme Meeting. Registration in respect of the Scheme Meeting will commence no later than one hour before the scheduled start time of 7 p.m. (Hong Kong time) on the date of the Scheme Meeting and each Scheme Creditor (or, if a corporation, its duly authorised representative) or proxy must be registered prior to the commencement of the meeting.

In order to vote on the Scheme and attend the Scheme Meeting (in person (or, if a corporation, by a duly authorised representative) or by proxy), a Scheme Creditor must ensure that an Account Holder Letter is completed and lodged with the Information Agent online at the Scheme AHL Portal (<https://ahl.morrowsodali.com/yuhuang>) in accordance with the instructions set out in the Solicitation Packet by no later than 7 a.m. (BVI time) on 1 December 2020 / 7 p.m. (Hong Kong time) on 1 December 2020.

The Voting Record Time for the Scheme is 7 a.m. (BVI time) on 1 December 2020 / 7 p.m. (Hong Kong time) on 1 December 2020.

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (this will include the Account Holder Letter) are available to download from the Scheme Website (<https://bonds.morrowsodali.com/yuhuang>) subject to entering a valid password. Passwords may be obtained by contacting the Information Agent.

Printed copies of the Scheme, the Explanatory Statement and the Solicitation Packet (this will include the Account Holder Letter) can be obtained free of charge by Scheme Creditors from 9:00 a.m. to 5:00 p.m. (Hong Kong time) on any day (other than Saturdays, Sundays or statutory holidays in Hong Kong) prior to the day appointed for the Scheme Meeting, from Harney Westwood & Riegels at 3501 The Center, 99 Queen's Road Central, Hong Kong, and

from 9:00 a.m. to 5:00 p.m. (BVI time) on any day (other than Saturdays, Sundays or statutory holidays in the BVI) prior to the day appointed for the Scheme Meeting, from Harney Westwood & Riegels, LP at Craigmuir Chambers, Road Town, Tortola VG1110, British Virgin Islands.

By the Convening Order, the BVI Court appointed Mr. Alexander Teck Chai Ridgers of Harney Westwood & Riegels or, failing him, Ms. Lorinda Peasland of Harney Westwood & Riegels to act as Chairperson of the Scheme Meeting and directed the Chairperson to report the results of the Scheme Meeting to the BVI Court.

The Scheme will be subject to the subsequent approval of the BVI Court and to the fulfilment or waiver (as applicable) of the conditions of the Scheme as set out in the Explanatory Statement.

The application seeking sanction of the Scheme shall be heard on 10 December 2020 (BVI time). All Scheme Creditors are entitled to attend that sanction hearing in the BVI in person or through counsel to support or oppose the sanctioning of the Scheme.

For further information please contact:

**Morrow Sodali Limited, as Information Agent**

Email: [yuhuang@investor.morrowsodali.com](mailto:yuhuang@investor.morrowsodali.com)

Telephone: in Hong Kong +852 2158 8405

in London: +44 204 513 6917

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Attention: Debt Services Team

**Admiralty Harbour Capital Limited, as Company's Financial Advisor**

Address: Suite 1702, Prosperity Tower

39 Queen's Road Central

Central, Hong Kong

Email: [yuhuang@ahfghk.com](mailto:yuhuang@ahfghk.com)

**Harney Westwood & Riegels, as Company's Legal Advisors**

Address: Craigmuir Chambers  
PO Box 71, Road Town  
Tortola VG1110, British Virgin Islands  
Email: [chai.ridgers@harneys.com](mailto:chai.ridgers@harneys.com) / [stuart.cullen@harneys.com](mailto:stuart.cullen@harneys.com)

Date: 10 November 2020

**Rock International Investment Inc. (磐石国际投资股份有限公司)**

## 計劃會議通知

東加勒比最高法院  
英屬維爾京群島高等法院

商事法庭  
英屬維爾京群島高等法院（商事）案件 2020 年第 0184 號

有關**ROCK INTERNATIONAL INVESTMENT INC.**  
及有關英屬維爾京群島 2004 年《商業公司法》第 179A 條  
及有關安排計劃

### **ROCK INTERNATIONAL INVESTMENT INC.**

原告人

本通知所用詞彙與有關Rock International Investment Inc.（磐石國際投資股份有限公司）（「**本公司**」）與計劃債權人於英屬維爾京群島二零零四年《商業公司法》第179A條下的建議安排計劃（「**該計劃**」）日期為2020年11月10日的說明函件（「**說明函件**」）中所用詞彙具有相同涵義。

**茲通告**根據日期為2020年11月9日的命令（「**召開命令**」），東加勒比最高法院英屬維爾京群島高等法院（「**英屬維爾京群島法院**」）已指示須召開本公司計劃債權人會議（「**計劃會議**」），以供考慮及酌情批准（不論有否修訂）該計劃。

計劃會議定於2020年12月3日上午七時正（英屬維爾京群島時間）／2020年12月3日下午七時正（香港時間）假座香港中環皇后大道中15號置地廣場告羅士打大廈26樓凱易律師事務所辦事處舉行。英屬維爾京群島的計劃債權人將能夠透過在Harney Westwood & Riegels, LP的辦事處舉行的電話會議參加計劃會議，地址為Craigmuir Chambers, Road Town, Tortola VG1110, British Virgin Islands。全體計劃債權人務必親身（或如果是公司，則由正式授權代表）或委派代表按有關地點及時間出席計劃會議。

計劃債權人可親身（或如果是公司，則由正式授權代表）投票或由受委代表代其投票。

英屬維爾京群島法院已命令，票據受託人及存管代理人將無權在計劃會議上就票據進行投票，因此彼等將不會在該會議上投票。

每名計劃債權人（或如果是公司，則由正式授權代表）或受委代表將須在計劃會議開始之前登記出席計劃會議。計劃會議的相關登記將不遲於計劃會議日期的預定開始時間下午七時（香港時間）前一個小時開始，而每名計劃債權人（或如果是公司，則由正式授權代表）或受委代表須在會議開始之前完成登記。

為就該計劃投票並出席（親身（或如果是公司，則由正式授權代表）或透過受委代表）計劃會議，計劃債權人須確保已按照征詢資料集中載列的指示填妥賬戶持有人函件，並不遲於 2020 年 12 月 1 日上午七時正（英屬維爾京群島時間）／2020 年 12 月 1 日下午七時正（香港時間）前透過該計劃的 AHL Portal（<https://ahl.morrowsodali.com/yuhuang>）提交予資訊代理人。

該計劃的投票記錄時間為 2020 年 12 月 1 日上午七時（英屬維爾京群島時間）/ 2020 年 12 月 1 日下午七時（香港時間）。

該計劃、說明函件及征詢資料集（將包括賬戶持有人函件）的副本可透過在該計劃的網站（<https://bonds.morrowsodali.com/yuhuang>）輸入有效的密碼下載。計劃債權人可聯繫資訊代理人獲取密碼。

於指定舉行計劃會議日前任何日子（星期六、星期日或香港法定假日除外）上午九時正至下午五時正（香港時間），計劃債權人均可前往香港中環皇后大道中 99 號中環中心 35 樓 01 室 Harney Westwood & Riegels，及於指定舉行計劃會議日期前任何日子（星期六、星期日或英屬維爾京群島法定假日除外）上午九時正至下午五時正（英屬維爾京群島時間），於 Harney Westwood & Riegels, LP（地址為 Craigmuir Chambers, Road Town, Tortola VG1110, British Virgin Islands）免費索取該計劃、說明函件及征詢資料集（將包括賬戶持有人函件）的列印本。

根據召開命令，英屬維爾京群島法院已委任 Harney Westwood & Riegels 的 Alexander Teck Chai Ridgers 先生或（倘其未克出席）Harney Westwood & Riegels 的 Lorinda Peasland 女士擔任計劃會議的主席，並指示主席向英屬維爾京群島法院報告計劃會議的結果。

該計劃其後須經英屬維爾京群島法院批准，並須待說明函件所載該計劃的條件獲達成或豁免（如適用）後，方能生效。

申請法院批准該計劃的呈請將於 2020 年 12 月 10 日（英屬維爾京群島時間）進行聆訊。全體計劃債權人均有權親身或委派律師出席在英屬維爾京群島進行的批准聆訊，以支持或反對批准該計劃。

有關更多信息，請聯繫：

**Morrow Sodali Limited（資訊代理人）**

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致：債務服務組

**鐘港資本有限公司（本公司的財務顧問）**

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香港中環

電郵：[yuhuang@ahfghk.com](mailto:yuhuang@ahfghk.com)

**Harney Westwood & Riegels（本公司的法律顧問）**

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日期: 2020年11月10日

**Rock International Investment Inc.** (磐石國際投資股份有限公司)