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CHINA WOOD
中木國際

CHINA WOOD INTERNATIONAL HOLDING CO., LIMITED

中木國際控股有限公司

(Joint Provisional Liquidators appointed)

(For restructuring purposes only)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1822)

NOTICE OF SCHEME MEETING

China Wood International Holding Co., Limited (the “**Company**”) wishes to announce that by an order made by the High Court of the Hong Kong Special Administrative Region (the “**Court**”) on 8 February 2022 (the “**Order**”), the Court has directed a Scheme Meeting (the “**Scheme Meeting**”) be convened of the Scheme Creditors of the Company for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the Court) the Scheme proposed to be made between the Company and the Scheme Creditors pursuant to Sections 670, 671, 673 and 674 of the Companies Ordinance (Cap. 622).

The Scheme Meeting will be held at 3:00 p.m. on 11 March 2022 at 29/F, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong, with any adjournment as may be appropriate. All Scheme Creditors are entitled (but not obligated) to attend the Scheme Meeting at such place and time either in person (or through electronic means where applicable), by a fully authorised representative (if a corporation) or by proxy.

Notice of the Scheme Meeting pursuant to the Order is set out in the annex to this announcement.

CONTINUED SUSPENSION OF TRADING OF THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 22 October 2021 and will remain suspended until further notice.

By order of the Board
China Wood International Holding Co., Limited
中木國際控股有限公司
(Joint Provisional Liquidators appointed)
(For restructuring purposes only)
Lyu NingJiang
Chairman and Executive Director

Hong Kong, 18 February 2022

As at the date of this announcement, the Board comprises Mr. Lyu NingJiang (Chairman and CEO) as executive director, Mr. Hu YongGang as non-executive director; and Mr. Zhao XianMing, Mr. An Dong and Mr. So Yin Wai as independent non-executive directors.

**IN THE HIGH COURT OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 156 OF 2022**

In the Matter of

**CHINA WOOD INTERNATIONAL HOLDING CO., LIMITED
(Provisional Liquidators Appointed)
(For Restructuring Purposes Only)**

and

In the Matter of

**SECTIONS 670, 671, 673 AND 674 OF THE COMPANIES ORDINANCE
(CAP.622 OF THE LAWS OF HONG KONG)**

NOTICE OF SCHEME MEETING

Terms used in this Notice have the same meanings as in the Explanatory Statement and the Scheme relating to the proposed scheme of arrangement between China Wood International Holding Co., Limited (Provisional Liquidators Appointed) (For Restructuring Purposes Only) and the Creditors under Section 670 of the Companies Ordinance.

NOTICE IS HEREBY GIVEN that, by an Order dated 8 February 2022 made by the Hong Kong Court (the “**Order**”) in the above matter, the Hong Kong Court has directed a Scheme Meeting (the “**Scheme Meeting**”) be convened of the Creditors of the Company for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the Hong Kong Court) the Scheme proposed to be made between the Company and the Creditors pursuant to Sections 670, 671, 673 and 674 of the Companies Ordinance (Cap. 622).

The Scheme Meeting will be held at 3:00 p.m. on 11 March 2022 at 29th Floor, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong, with any adjournment as may be appropriate. All Creditors are entitled (but not obligated) to attend the Scheme Meeting at such place and time either in person (or through electronic means where applicable), by a fully authorised representative (if a corporation) or by proxy.

By the same Order, the Hong Kong Court have appointed Mr. So Yin Wai, being an independent non-executive Director, or failing him, one of the JPLs, or failing all of them, any person duly authorised by the JPLs, to act as chairman of the Scheme Meeting (the “**Chairman**”) and have directed the Chairman to report the result of the Scheme Meeting to the Hong Kong Court.

A copy of the Scheme and copy of the Explanatory Statement required to be furnished pursuant to under Section 671(3) of the Companies Ordinance are incorporated in the Scheme Document of which this Notice forms part. The Scheme Document together with the Proxy Form and a Notice of Claim (as defined in the Scheme Document), in English and in Chinese, have been served personally or posted to the registered or last known addresses of the Creditors in the books and records of the Company.

Any Creditor who either (i) has not yet received the Scheme Document together with the Proxy Form and a Notice of Claim, or (ii) wants additional copies of the Scheme Document together with the Proxy Form and a Notice of Claim, may obtain the same, in English or in Chinese, free of charge, during usual business hours on any day prior to the day appointed for the Scheme Meeting (other than a Saturday, a Sunday or a statutory holiday) at 29th Floor, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong. The aforesaid documents may be downloaded from the Scheme Website (<http://www.chinawoodint.com.hk/html/cn/index.php?ac=article&at=list&tid=92>).

Creditors who intend to attend and vote at the Scheme Meeting are requested to sign and return the Notice of Claim to the Chairman.

Notice of Claim is to be returned to the Company by personal delivery, or by email to chinawoodihcl@rsmhk.com or by facsimile to +852 2566 8946 or by post to 29th Floor, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong, for the attention of The Joint Provisional Liquidators of China Wood International Holding Co., Limited (Provisional Liquidators Appointed) (For Restructuring Purposes Only), no later than 4:00 p.m. (Hong Kong time) on 1 March 2022 (i.e. ten (10) days before the date of the Scheme Meeting).

The Creditors may vote in person at the Scheme Meeting or they may appoint another person, whether a Creditor or not, as their proxy to attend and vote in their stead. A corporate Creditor may also appoint a representative to attend and vote at the Scheme Meeting. A Proxy Form is included in Appendix 5 of the Scheme Document, is available at 29th Floor, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong and may be downloaded from the Scheme Website (<http://www.chinawoodint.com.hk/html/cn/index.php?ac=article&at=list&tid=92>).

It is requested that forms appointing proxies, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, to be lodged to the Company by personal delivery, or by email to chinawoodihcl@rsmhk.com or by facsimile to +852 2566 8946 or by post to 29th Floor, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong, for the attention of The Joint Provisional Liquidators of China Wood International Holding Co., Limited (Provisional Liquidators Appointed) (For Restructuring Purposes Only), no later than two (2) Business Days before the Scheme Meeting, that is, not later than 3:00 p.m. on 9 March 2022.

Completion and return of the forms appointing proxies will not preclude the Creditor signing the said form from attending and voting at the Scheme Meeting in person, but in such event, the form of proxy will be deemed to have been revoked. Any Creditor that wishes to attend the Scheme Meeting in person should produce at the Scheme Meeting a duplicate copy of the Notice of Claim that was duly completed on their behalf, evidence of personal identity (for example, a passport, driving license or other picture identification) and, in the case of a corporation attending by a duly authorised representative, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

In view of the evolving situation of the COVID-19 pandemic, additional arrangements may be made by the Company to provide for an option of participating in the Scheme Meeting remotely by electronic means: for details please see section headed “15.12 Notice of the Scheme Meeting and potential additional arrangements for the Scheme Meeting” of the Explanatory Statement. Update in this regard (if any) will be (i) announced on the Scheme Website (<http://www.chinawoodint.com.hk/html/cn/index.php?ac=article&at=list&tid=92>) and (ii) notified to the Creditors at their email address, phone number or fax number as set out in the Notice of Claim to be provided by them (Appendix 4).

The Scheme will be subject to the subsequent approval and sanction of the Hong Kong Court and to the fulfilment of the conditions set out in Part 3 of the Scheme.

The sanction hearing of the Scheme before the Hong Kong Court (the “**Sanction Hearing**”) is tentatively scheduled to take place at 10:00 a.m. on 22 March 2022, Creditors may (but are not obligated to) attend the Sanction Hearing.

For further information please contact the Scheme Administrator(s) on +852 2583-1313 or by email to chinawoodihcl@rsmhk.com.

Dated 18th day of February 2022

So Yin Wai
Chairman of the Scheme Meeting