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中国北大荒(00039)与中泰(香港)就建议重组订立具有法律约束力的条款书 4月3日复牌

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“ 中国北大荒(00039)公布,于2023年3月29日,该公司与投资人中泰(香港)有... ”

智通财经APP讯,中国北大荒(00039)公布,于2023年3月29日,该公司与投资人中泰(香港)有限公司就建议重组订立具有法律约束力的条款书。根据条款书,公司将进行建议重组,涉及认购事项及公司与计划债权人之间的债权人计划(包括计划股份发行)。建议重组的完成须待先决条件获达成(或豁免,视情况而定)后,方可作实。公司已向联交所申请股份自2023年4月3日(星期一)上午九时正起恢复买卖。

于2023年3月29日,公司与投资人订立具有法律约束力的条款书,该公司将向投资人发行8.5亿股认购股份,认购价为每股0.10港元,较股份于最后交易日在联交所所报收市价每股0.210港元折让约52.38%;总认购价为8500万港元,占公司经配发及发行认购股份及计划股份扩大后已发行股本的约11.25%。

根据条款书,公司将启动公司与计划债权人之间的债权人计划。根据条款书所载债权人计划的建议条款,于完成后,计划债权人将解除其对该公司的债权及公司将获完全免除计划债权人对公司的债权,包括但不限于公司欠付计划债权人的任何债务所产生的任何利息或罚款,以换取公司按彼等对公司的承认债权比例支付现金及/或配发及发行计划股份。

根据债权人计划及其条款规限下(其中包括),债权人计划将由以下各项拨资:认购事项的所得款项4500万港元;公司根据特别授权将予配发及发行的约3.78亿股计划股份,计划债权人可选择以股份或出售股份的所得款项的方式收取;及建议出售计划资产的所得款项。

倘完成没有落实,投资人承诺将支付公司产生的重组成本。投资人同意向公司授予本金金额不超过2000万港元的免息贷款融资,仅作结付重组成本用途。于完成后,公司根据该贷款融资向投资人支付的任何未偿债务将按等额基准与认购事项的部分代价抵销。

据悉,投资人为一间于香港注册成立的有限公司,由CIS Fund全资拥有,而CIS Fund由CIS Opportunities全资拥有,CIS Opportunities由CIS Investments全资拥有,CIS Investments由CIS Group全资拥有。CIS Group Limited及其附属公司的核心业务包括(其中包括)证券及资产管理、股本及债务资本市场、保险及财富管理、资本及股本投资、放债及移民服务。



China Beidahuang Industry Group Holdings Limited
中國北大荒產業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00039)

INSIDE INFORMATION

**LEGALLY BINDING TERM SHEET REGARDING
THE PROPOSED RESTRUCTURING
AND
RESUMPTION OF TRADING**

THE PROPOSED RESTRUCTURING

On 29 March 2023, the Company and the Investor entered into the legally binding Term Sheet in connection with the Proposed Restructuring. Pursuant to the Term Sheet, the Company will conduct the Proposed Restructuring which involves (i) the Subscription and (ii) the Creditors' Scheme between the Company and the Scheme Creditors (including the Scheme Share Issue). The completion of the Proposed Restructuring is subject to the satisfaction (or waiver, as the case may be) of the Conditions Precedent.

INFORMATION ON THE INVESTOR

The Investor is a company incorporated in Hong Kong with limited liability and is wholly owned by CIS Fund, which is wholly owned by CIS Opportunities, which in turn is wholly owned by CIS Investments, which in turn is wholly owned by CIS Group.

CIS Group is ultimately beneficially owned as to 31.96% by Kan King Yee, Karen, 25.60% by Lun Shunhua, 23.60% by Tan Shenning, 10.50% by New Sky and as to 8.34% by two other persons. New Sky is wholly owned by Chu Wai Leung.

The core business of CIS Group Limited and its subsidiaries include, among others, securities and asset management, equity and debt capital market, insurance and wealth management, capital and equity investment, money lending and immigration service.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Investor and its ultimate beneficial owners are Independent Third Parties as at the date of this announcement.

Source : <https://www.zhitongcaijing.com/content/detail/905136.html>

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