О корпоративном действии "Обмен ценных бумаг" - Hilong Holding Limited 8.25 26/09/22 (облигация ISIN XS2016067303)

Текст сообщения от Euroclear Bank S.A./N.V.:  
NOTE/NOTICE TO BE SENT BY  
PARTICIPANT  
CAED/SCHEME OF ARRANGEMENT +  
MEETING + DSCL + FEE  
  
--------------- EVENT DETAILS -------------------  
UPDATE 26/03/2021: EVENT DETAILS AND ACTIONS TO BE TAKEN HAVE  
BEEN MADE AVAILABLE  
.  
INFORMATION SOURCE: INFORMATION AGENT:  
MORROW SODALI LIMITED  
ATTENTION: DEBT SERVICES TEAM  
TELEPHONE: IN HONG KONG: +852 2319 4130, IN LONDON: +44 20 8089  
3287,  
AND IN STAMFORD: +1 203 609 4910  
EMAIL: HILONG(AT)INVESTOR.MORROWSODALI.COM  
SCHEME WEBSITE: HTTPS://BONDS.MORROWSODALI.COM/HILONG  
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GENERAL INFORMATION  
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THE PURPOSE OF THE SCHEME IS TO EFFECT A COMPROMISE AND  
ARRANGEMENT BETWEEN THE COMPANY AND THE SCHEME CREDITORS SO AS TO  
IMPLEMENT A FINANCIAL RESTRUCTURING OF THE LIABILITIES OF THE  
COMPANY, THE GROUP AND THE EXISTING NOTES SUBSIDIARY GUARANTORS  
UNDER AND/OR IN CONNECTION WITH THE EXISTING NOTES AND THE  
EXISTING NOTES DOCUMENTS. IN SUMMARY, THE SCHEME PROVIDES FOR THE  
RELEASE OF ALL OF THE SCHEME CLAIMS OF THE SCHEME CREDITORS IN  
CONSIDERATION FOR WHICH THE SCHEME CREDITORS (AND/OR THEIR  
DESIGNATED RECIPIENTS, AS APPLICABLE) WILL BE ENTITLED TO RECEIVE  
IN FULL AND FINAL SETTLEMENT A DISTRIBUTION ON A PRO RATA BASIS  
OF THE SCHEME CONSIDERATION.  
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IMOPRTANT NOTE  
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THIS EVENT SERVES ONLY TO BLOCK THE NOTES FOR THE PURPOSE OF  
PARTICIPATION IN THE SCHEME. VOTING DIRECTIONS ARE PROCESSED VIA  
ACCOUNT HOLDER LETTER  
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IMPORTANT NOTE  
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AS ADVISED BY THE AGENT FOR THOSE HOLDERS WHO ONLY SUBMIT PART 1  
OF THE AHL AND ELECT UNDER OPTION C, THEIR NEW NOTES ENTITLEMENTS  
WOULD BE LOST (WITH SUCH NEW NOTES NOT BEING CREATED IN THE FIRST  
PLACE)  
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SCHEME MEETING  
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THE COURT ORDERED THAT A MEETING OF SCHEME CREDITORS BE CONVENED  
TO CONSIDER AND IF THOUGHT FIT, APPROVE THE SCHEME PROPOSED BY  
THE COMPANY.  
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MEETING LOCATION: THE OFFICES OF WALKERS AT 190 ELGIN AVENUE,  
GEORGE TOWN, GRAND CAYMAN KY1-9001, WITH ANY ADJOURNMENT AS MAY  
BE APPROPRIATE  
THE SCHEME WILL BE BROADCAST VIA LIVE WEBCAST, AND WITH A  
CONNECTION VIA VIDEO-LINK TO HONG KONG AT THE OFFICES OF WALKERS  
HONG KONG AT 15TH FLOOR, ALEXANDRA HOUSE, 18 CHATER ROAD, CENTRAL  
HONG KONG.  
.  
SCHEME MEETING DATE AND TIME: ON 04/05/2021 AT 19:00 CAYMAN  
ISLANDS TIME OR THE EQUIVALENT TIME BEING ON 05/05/2021 AT 08:00  
HONG KONG TIME  
.  
REQUISITE CONSENT: AT LEAST A MAJORITY IN NUMBER REPRESENTING 75  
PER CENT (BY VALUE) OR MORE OF THE SCHEME CLAIMS OF THE SCHEME  
CREDITORS PRESENT AND VOTING (WHETHER IN PERSON OR BY PROXY) AT  
THE SCHEME MEETING HAVE VOTED TO APPROVE THE SCHEME.  
.  
EVEN IF THE SCHEME CREDITORS APPROVE THE SCHEME, THE SCHEME MAY  
NOT BE APPROVED BY THE COURT. IN ORDER FOR THE SCHEME TO BECOME  
EFFECTIVE UNDER CAYMAN ISLANDS LAW, THE COURT MUST SANCTION THE  
SCHEME.  
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FOR MORE INFORMATION ABOUT THE MEETINGS PLEASE REFER TO THE  
DOCUMENTATION  
.  
SCHEME CREDITORS WILL BE ABLE TO ATTEND THE SCHEME MEETING IN  
PERSON, AND WILL ALSO BE ABLE TO JOIN BY VIDEO CONFERENCE AT THE  
RELEVANT LOCATIONS OR BY TELEPHONE IN LISTENING MODE USING THE  
DIAL-IN DETAILS WHICH WILL BE PUBLISHED ON THE SCHEME WEBSITE  
(BUT IT WILL NOT BE POSSIBLE TO VOTE AT THE SCHEME MEETING BY  
TELEPHONE)  
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ELIGIBILITY  
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ONLY SCHEME CREDITORS AS OF THE RECORD TIME WILL BE ALLOWED TO  
CLAIM ENTITLEMENT TO THE SCHEME CONSIDERATION.  
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YOU ARE A SCHEME CREDITOR IF YOU HAVE A BENEFICIAL INTEREST AS  
PRINCIPAL IN THE EXISTING NOTES HELD IN GLOBAL FORM OR GLOBAL  
RESTRICTED FORM THROUGH THE CLEARING SYSTEMS AS AT THE RECORD  
TIME AND HAVE A RIGHT, UPON SATISFACTION OF CERTAIN CONDITIONS,  
TO BE ISSUED DEFINITIVE REGISTERED NOTES IN ACCORDANCE WITH THE  
TERMS OF THE EXISTING NOTES AND THE EXISTING NOTES INDENTURE.  
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SCHEME CREDITOR WHO IS NOT AN ELIGIBLE PERSON MAY DESIGNATE A  
DESIGNATED RECIPIENT (WHO ITSELF MUST BE AN ELIGIBLE PERSON) TO  
RECEIVE THE SCHEME CONSIDERATION, PROVIDED, HOWEVER, THAT WHEN  
DESIGNATING A DESIGNATED RECIPIENT, A SCHEME CREDITOR WILL BE  
REQUIRED TO REPRESENT AND WARRANT TO THE COMPANY THAT IT WILL  
RETAIN NO BENEFICIAL INTEREST IN THE NEW NOTES DESIGNATED TO BE  
HELD BY THE DESIGNATED RECIPIENT.  
PLEASE REFER TO THE DPCUMENTATION FOR FURTHER INFORMATION  
REGARDING ELIGIBILITY.  
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IMPORTANT NOTE  
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THE DESIGNATED RECIPIENT MUST HOLD AN ACCOUNT WITH THE SAME  
ACCOUNT HOLDER IN EITHER EUROCLEAR AS THE DESIGNATING SCHEME  
CREDITOR  
.  
A SCHEME CREDITOR MAY NOT APPOINT MORE THAN ONE DESIGNATED  
RECIPIENT.  
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1. EXCHANGE AND CONSENT: THIS EVENT SERVES ONLY TO EXCHANGE THE  
NOTES AND TO RECEIVE THE SCHEME CONSIDERATION. THE VOTING WILL BE  
PROCESSED VIA ACCOUNT HOLDER LETTER (AHL)  
IMPORTANT NOTE: SCHEME CREDITORS WHO ACCEDED TO THE RESTRUCTURING  
SUPPORT AGREEMENT (RSA) ARE OBLIGED TO VOTE IN FAVOUR OF THE  
SCHEME.  
.  
2. CONDITIONS AND RESTRICTIONS: CERTAIN RESTRICTIONS APPLY FOR  
THE FOLLOWING COUNTRIES: THE UNITED STATES, THE EUROPEAN ECONOMIC  
AREA, THE UNITED KINGDOM, HONG KONG, PRC, SINGAPORE, CAYMAN  
ISLANDS  
.  
THESE RESTRICTIONS APPLY TO BENEFICIAL OWNERS  
.  
THE OFFER IS SUBJECT TO, AMONG OTHER THINGS, THE RESTRUCTURING  
EFFECTIVE DATE CONDITIONS.  
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REFER TO THE OFFER DOCUMENTATION FOR THE COMPLETE CONDITIONS AND  
RESTRICTIONS OF THIS OFFER.  
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TIMETABLE  
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. SCHEME SANCTION HEARING: 06/05/2021 AT 09:00 CAYMAN ISLANDS TIME  
. SCHEME EFFECTIVE DATE: THE DATE ON WHICH ALL OF THE SCHEME  
CONDITIONS ARE  
SATISFIED OR, TO THE EXTENT PERMITTED BY LAW AND THE RSA, WAIVED  
BY (I) THE COMPANY, (II) THE AD HOC GROUP AND/OR (III) THE SCHEME  
CREDITORS, AND THE SCHEME BECOMES EFFECTIVE  
. RESTRUCTURING EFFECTIVE DATE: THE DATE TO BE SPECIFIED BY THE  
COMPANY IN A NOTICE WHICH IS A BUSINESS DAY FALLING FIVE (5)  
BUSINESS DAYS AFTER THE DATE ON WHICH EACH OF THE RESTRUCTURING  
EFFECTIVE DATE CONDITIONS HAS BEEN SATISFIED AND/OR WAIVED  
. LONGSTOP DATE 01/04/2021, OR SUCH LATER DATE AS THE COMPANY  
MAY, AT ANY TIME, ELECT TO EXTEND THIS TO PROVIDED THAT SUCH  
LATER DATE SHALL BE A DATE NO LATER THAN 30/06/2021  
. BAR DATE: THE DATE WHICH IS 160 DAYS AFTER THE RESTURCTURING  
EFFECTIVE DATE. THIS IS THE FINAL DEADLINE FOR A SCHEME CREDITOR  
TO SUBMIT DOCUMENTATION REQUIRED TO RECEIVE ANY SCHEME  
CONSIDERATION UNDER TERMS OF THE SCHEME DURING THE HOLDING PERIOD.  
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ENTITLEMENT  
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1. THE SCHEME CONSIDERATION UNDER THE TERMS OF THE SCHEME  
COMPRISES OF THE FOLLOWING:  
(I) CASH CONSIDERATION  
THE CASH CONSIDERATION WILL BE PAID ONLY ON OR BEFORE THE DAY  
THAT IS 180 DAYS AFTER THE RESTRUCTURING EFFECTIVE DATE (II) NEW  
NOTES TO BE ISSUED BY THE COMPANY PURSUANT TO THE NEW NOTES  
INDENTURE ON THE RESTRUCTURING EFFECTIVE DATE THE COMPANY SHALL  
ISSUE THE NEW NOTES TO THE ELIGIBLE CREDITORS, THE DESIGNATED  
RECIPIENTS AND/OR THE HOLDING PERIOD TRUSTEE IN EACH CASE IN  
ACCORDANCE WITH THE RELEVANT SCHEME CREDITORS ENTITLEMENTS UNDER  
THE SCHEME.  
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(III)THE EARLY-BIRD AND THE GENERAL RSA FEE WILL ALSO BE PAID OUT  
FOR THOSE SCHEME CREDITORS THAT ENTERED INTO THE RSA WITH THE  
COMPANY. UNDER THE SAME, THE COMPANY HAS AGREED TO PAY CERTAIN  
RSA FEES TO CERTAIN SCHEME CREDITORS ON THE TERMS AND CONDITIONS  
SET OUT IN THE RSA. THE COMPANYS PAYMENT OBLIGATIONS IN RESPECT  
OF SUCH PORTIONS OF SUCH RSA FEES WILL BE SETTLED BY THE COMPANY  
IN CASH.  
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FOR MORE INFORMATION ABOUT THE CONSIDERATIONS AND THE FEES,  
PLEASE REFER TO THE DOCUMENTATION  
.  
2. MINIMUM EXERCISE AMOUNT: PLEASE ENSURE THAT YOUR INSTRUCTED  
AMOUNT:  
. IS AT LEAST THE MINIMUM EXERCISABLE AMOUNT OF THE NOTE  
. CORRESPONDS TO THE MULTIPLE EXERCISABLE AMOUNT OF THE NOTE  
. WILL YIELD AT LEAST THE MINIMUM AMOUNT OF ENTITLEMENT  
.  
THE DETERMINATION OF YOUR INSTRUCTED AMOUNT IS SOLELY YOUR  
RESPONSIBILITY. IF YOUR INSTRUCTED AMOUNT WILL RESULT IN LESS  
THAN THE MINIMUM AMOUNT OF ENTITLED NOTES, YOUR INSTRUCTION WILL  
BE CANCELLED AND YOUR ORIGINAL NOTES RETURNED TO YOU   
.  
FOR DETAILS ON THE CALCULATION METHOD AND THE MINIMUM AMOUNT TO  
RECEIVE, PLEASE REFER TO THE OFFER DOCUMENTATION  
.  
3. ACCRUED AND UNPAID INTEREST:  
ALL ACCRUED AND UNPAID INTEREST ON EXISTING NOTES UP TO (BUT  
EXCLUDING) THE RESTRUCTURING EFFECTIVE DATE WILL BE INCLUDED IN  
THE NEW NOTES PRINCIPAL AMOUNT  
.  
4. MINIMUM AGGREGATE ACCEPTANCE AMOUNT: THE EXCHANGE OFFER IS NOT  
CONDITIONAL ON A MINIMUM AGGREGATE AMOUNT OF SECURITIES OFFERED  
FOR EXCHANGE.  
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5. POOLFACTOR: NOT APPLICABLE.  
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6. CASH FRACTIONS: FRACTIONAL ENTITLEMENT WILL NOT BE COMPENSATED  
IN CASH.  
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7. NEW NOTES  
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THE MATURITY DATE SHOULD BE 3.5 YEARS FROM THE ORIGINAL ISSUE  
DATE AND THE INTEREST RATE 9.75 PER CENT PER ANNOUM.THIS NEW  
NOTES ARE EXPECTED TO BE ELIGIBLE IN EUROCLEAR BANK  
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HOLDING PERIOD TRUST  
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THE PERIOD FROM THE RESTRUCTURING EFFECTIVE DATE UP TO THE DATE  
FALLING 180 DAYS AFTER THE RESTRUCTURING EFFECTIVE DATE.  
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ANY SCHEME CREDITOR THAT FAILS TO COMPLY WITH CLAUSE 10.1 SHALL  
NOT RECEIVE NEW NOTES ON THE RESTRUCTURING EFFECTIVE DATE BUT MAY  
STILL CLAIM ITS ENTITLEMENT TO THE SCHEME CONSIDERATION PURSUANT  
TO CLAUSE 11 UNDER THE TERMS OF THE SCHEME. ALL SCHEME CLAIMS  
WILL BE RELEASED ON THE RESTRUCTURING EFFECTIVE DATE IN  
ACCORDANCE WITH THE TERMS OF THE SCHEME.  
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RESIDUAL NEW NOTES (IF ANY) WILL BE ISSUED TO THE HOLDING PERIOD  
TRUSTEE, WHO WILL HOLD THE RESIDUAL NEW NOTES ON TRUST FOR THE  
RELEVANT SCHEME CREDITORS FOR THE HOLDING PERIOD  
.  
DETAILS REGARDING THE HOLDING PERIOD EVENT WILL BE COMMUNICATED  
IN A SEPARATE EVENT.  
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IMPORTANT NOTE:  
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IF THE RESTRUCTURING DOES BECOME EFFECTIVE, IT IS EXPECTED THAT  
ONLY HOLDERS AS OF RECORD DATE WILL BE ALLOWED TO CLAIM THEIR  
ENTITLEMENT. THIS IMPLIES THAT FOR ALL TRADES SETTLING AFTER THE  
RECORD DATE BUT PRIOR TO THE SETTLEMENT DATE OF THE  
RESTRUCTURING, HOLDERS ACQUIRING THE POSITION WILL NEED TO MAKE  
ARRANGEMENTS WITH THE RECORD DATE HOLDER IN ORDER TO OBTAIN THEIR  
ENTITLEMENT  
.  
IF A SCHEME CREDITOR FAILS TO TAKE ACTION DURING THE SCHEME OR  
THE HOLDING PERIOD TRUST, HE WILL CEASE TO BE ENTITLED TO RECEIVE  
ANY SCHEME CONSIDERATION BUT SHALL HAVE ITS SCHEME CLAIMS  
COMPROIMSED IRREVOCABLY AND SHALL BE BOUND BY THE RELEASES UNDER  
THE SCHEME