



THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.

September 30, 2022

NOTICE TO BONDHOLDERS

**US\$200,000,000 7.25% Senior Notes Due 2020 (the “Notes”)
issued by Reward International Investment Limited (the “Issuer”)**

ISIN: XS1526054637; Common Code: 152605463

Reference is made to:

- (i) the indenture dated as of January 25, 2017 (as supplemented or amended from time to time, the “**Indenture**”) among the Issuer, Reward Science and Technology Industry Group Co., Ltd. as parent guarantor (the “**Parent Guarantor**”), Reward (HK) International Co., Limited, as subsidiary guarantor and Citicorp International Limited as trustee (the “**Trustee**”) pursuant to which the Issuer issued the Notes; and
- (ii) the Trustee’s notices to Holders dated January 10, 2019, July 8, 2019, June 30, 2020, April 19, 2021, January 18, 2022, March 25, 2022, April 6, 2022, May 31, 2022, June 8, 2022, June 15, 2022, June 20, 2022, June 22, 2022, July 13, 2022, July 22, 2022, July 26, 2022, August 15, 2022, August 30, 2022 and September 26, 2022, regarding the acceleration of the Notes, the Bankruptcy, the appointment of the Administrator, the submission by the Trustee of the Claim, the Draft Reorganization Plan and second creditors’ meeting, Confidential Information available from the Administrator, the March 15, 2022 Meeting between the Administrator and certain creditors, the proposed nomination of the Trustee by the Administrator to serve as a member of a creditors’ committee, the second creditors’ meeting held on June 7, 2022, the Voting Solicitation with respect to the Resolutions to be voted upon at the Second Creditors’ Meeting, the extension of the deadline for passing on Holders’ voting instructions on the Resolutions to the Administrator, the results of voting on the Resolutions, the First Creditors’ Committee Meeting, voting in respect of the Revised Draft Reorganization Plan, the announcement of the Parent Guarantor’s bankruptcy, the second meeting of the Creditors’ Committee and the notice by the Parent Guarantor in respect of administrative penalties imposed by the China Securities Regulatory Commission (the “**Prior Notices**”).

Capitalized terms used and not defined in this Notice shall have the meanings set out in the Indenture and the Prior Notices, as applicable.

Third meeting of the Creditors’ Committee

NOTICE IS HEREBY GIVEN to all Holders that the third meeting of the Creditors’ Committee was held on September 27, 2022 and on September 28, 2022, the Trustee (via its representative) received the minutes of the third meeting of the Creditors’ Committee (the

“September 27, 2022 Meeting Minutes”). A copy of the September 27, 2022 Meeting Minutes is appended hereto (Appendix) for Holders’ reference.

The September 27, 2022 Meeting Minutes and information contained therein are confidential in nature. Accordingly, information provided by the Trustee herein to Holders (including the September 27, 2022 Meeting Minutes) should not be disclosed or distributed to any other person.

Trustee’s Right to Indemnification and/or Security

The Trustee is not obliged to take any action under the Indenture unless directed by Holders to do so in accordance with the terms of the Indenture and unless it is indemnified and/or secured and/or prefunded to its satisfaction.

Accordingly, Holders that wish to direct the Trustee to take any action in relation to any prospective voting exercise initiated by the Administrator are hereby invited to execute and deliver to the Trustee an indemnity and direction letter, together with such other information and items as the Trustee may require.

Contact details

If you have any questions regarding this notice, you may contact the Trustee at:

Citicorp International Limited
Attention: Agency & Trust
Email: at.tmq.trustee@citi.com

Please note that (i) in any correspondence with the Trustee, Holders may and (ii) in order to be eligible to receive the Confidential Information, Holders will, be required to submit their current proof of holding. Holders may verify their holdings of the Notes by:

- (i) sending an e-mail to the Trustee at at.tmq.trustee@citi.com referencing the Issuer’s name and the ISIN of the Notes in the subject line and disclosing the identity of the Holder, the nominal amount of each ISIN held by the Holder and the details of the person(s) who shall represent the Holder; and
- (ii) providing verification of each of its holdings in the Notes by obtaining (a) a statement of account, screenshot or other confirmation from the relevant clearing system, and (b) if applicable, a statement of account or other confirmation from their custodian confirming that they are the beneficial owner.

The Trustee may conclude that a specific response to particular inquiries from individual Noteholders is not consistent with equal and full dissemination of information to all Noteholders.

This notice is given without prejudice to the rights of the Trustee under the Indenture and the Trustee expressly reserves all of the rights, powers, claims and remedies available to it under the Indenture and applicable law. No delay or forbearance by the Trustee to exercise any right or remedy accruing upon the occurrence of a default, an Event of Default or similar event under the terms of the Indenture, other documentation relating thereto or under applicable law, shall impair any such right or remedy or constitute a waiver thereof or an acquiescence therein.

This notice is given by
CITICORP INTERNATIONAL LIMITED
in its capacity as Trustee

Note: The Trustee provides the information above for the information of Holders but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy therein. The Trustee makes no recommendations and gives no legal or investment advice herein or as to the Notes generally. Holders should take and rely on their own independent legal and financial advice, and may not rely on advice or information provided to the Trustee, statements as to the legal position included in notices issued by the Trustee relating to the Holders or otherwise or the views of the Trustee expressed herein or otherwise.

The ISIN and Common Code for the Notes appearing herein have been included solely for the convenience of the Holders. Citicorp International Limited assumes no responsibility for the selection or use of such number and makes no representation as to the correctness of the number listed above.

Appendix

洛娃科技实业集团有限公司

债权人委员会 第三次会议

会议记录

一、召开时间：2022 年 9 月 27 日（周二）下午 1：30 至 2：30。

二、召开地点：北京市朝阳区望京利泽中一路一号院博雅国际中心 B 座 2201 室。

三、召开方式：线下、线上结合方式，外地成员可通过钉钉视频方式参会。会议结束时各参会人需在会议记录上签字（注：部分人员远程视频参会在线签名打印版与现场参会签名具有同等效力）。

四、会议纪律：会议期间请勿随意走动、接打电话，手机关机或调至静音状态；会议全程不得录音录像，不得复制翻拍会议记录、笔录。

五、保密义务承诺：参会各方对本次会议内容依法负有保密义务。

六、参会人员：

（一）洛娃科技实业集团有限公司债权人委员会成员

1. 中国信达资产管理股份有限公司北京市分公司（债权人会议主席）；
2. 招商证券股份有限公司；
3. 金信基金管理有限公司；
4. 宁波银行股份有限公司；
5. 上海平安阖鼎投资管理有限责任公司；
6. 华安财保资产管理有限责任公司；
7. 职工代表郭蕊。

（二）洛娃科技实业集团有限公司管理人

1. 尹正友
2. 吴晓宏
3. 胡良忠
4. 曾志超
5. 王玉坤

七、主持人：洛娃科技实业集团有限公司管理人

八、缺席人员：无

九、会议议程：

- （一）参会人员签到
- （二）管理人核实参会人员身份（七位债委会成员均已到会）
- （三）管理人介绍履职情况
- （四）管理人介绍破产财产管理、变价方案的主要内容
- （五）审议、表决公开遴选审计机构的工作方案

十、会议记录：

管理人：经会议主席信达资产授权，本次债委会会议由管理人主持。

（一）管理人介绍履职情况

管理人：详见《管理人履职情况介绍》，主要是接管工作，包括宣破当天接管和后续持续性接管工作。鉴于债务人配合程度较低，管理人加强了对子公司洛娃物业的管理，管理人已更换物业公司法定代表人（执行董事、经理）王翔，同时对紫铜矿业下属公司法定代表人（执行董事、经理）王树进行了更换；目前财务凭证以及财务电子资料等尚未接管完全，不排除后续申请法院强制接管。经营管理工作，主要是综合性经营审批与管理工作和派驻现场工作组进行保障等工作。管理人及时与债权人沟通，加强了对职工安抚以及维稳工作。职工债权

融资及投资人对接工作，职工债权融资额度为六千万，年化 10%，首期八百万已经到账；与意向投资人对接和财产处置，方便投资人参与网络拍卖方案之中，目前已对接央企和北京市某平台机构等主体，在持续运转下整体处置，管理人均在积极对接。

（二）管理人介绍财产管理、变价方案的主要内容

管理人：详见《破产财产管理、变价方案主要内容》，将破产财产分为几个板块：一是洛娃大厦（包括晓星电脑所属的 D/E 座）；二是酒店板块，包括金潮玉玛和丫髻山酒店；三是嵯岗牧场，目前思路是与双娃板块进行整合处置；四是对外股权投资，包括美国攀柔莎和境内投资子公司；五是车辆及存货、办公品等；六是知识产权等无形资产；七是其他资产。网拍平台为阿里平台或京东平台。原则上起拍价为各资产的重整清算价值，如果意向投资人报价高于清算价值，则以报价为起拍价。保证金为起拍价 10%。竞价幅度根据各财产不同情况由管理人进行确定。

- 1. 信达资产北京市分公司：**管理人已将资产包分出来，在满足保密要求下希望给债权人代表提供更多详细信息，债权人可以利用该资料广泛招募投资人。
- 2. 招商证券：**需要会后进行内部讨论过会，会后反馈给管理人。
- 3. 金信基金：**破产企业对抗性比较强，在实务中不常见，我们希望能够尽快沟通，高效处置。例如嵯岗牧场，可以提供更多资产信息，我们可以发动力量，提高资产处置效率，

4. 宁波银行：工作情况这块，希望管理人克服困难，加快接管步骤，对后续审计评估也很重要。变价方案整体无意见，比较清晰，同意方案；建议处置中最大限度保障公开公正的原则，必要资产（如嵯岗牧场）做整体处置，以利于提升价值，我们也同意，价值分清楚就行。

5. 平安闽鼎：感谢管理人工作，我们也知道确实有很多困难。起拍价是根据 2019 年清算价值为准，请问后续是否聘请评估机构？同时建议管理人有一版本对外的推介材料，债权人帮助推介处置。

管理人：如无意外不再进行评估，一是时间安排来不及，二是成本问题。同时清算价值起拍价仅为一种标准，如果有投资人则会以报价进行参考，且自行管理中高估清算价值的动机不大。

6. 华安财保：希望将相关资料补充完善，资产详细资料尚未获得。财产的评估价值是 2019 年的数据，评估报告通常使用期限为一年，希望管理人进行解释。

管理人：评估报告使用期限为一年，但是本次处置是网拍，评估报告只是确定一个起拍价，北京高院也规定评估价值进行起拍，如果意向报价函高于清算价值，也可以以报价为起拍价，因此最终网拍还是以市场认可度为准；即使再次评估也要进行网拍，逻辑上一样。

7. 职工代表郭蕊：无意见。

（三）审议、表决公开遴选审计机构的工作方案

管理人：详见《公开遴选审计机构的工作方案》，方案满足公开性，会在相应期限公开和报名。遴选委员会有 5 名，包括 2 名管理人团队成员、2 名债委会成员中的债权人代表（其中 1 名为洛娃集团债委会

成员、1 名为双娃乳业债委会成员），1 名其他债权人代表（北京日化、江苏日化、紫铜矿业债权人中选择）。对外名义还是以管理人名义进行，管理人负责，债权人代表是协助管理人进行工作，防止各代表有顾虑，可以自荐，管理人也会进行保密，会后愿意协助管理人进行工作的，可以主动联系管理人。集团和双娃有债委会，可以债委会决策进行聘请审计机构。其他三家破产企业管理人也会要求审计机构报价。

1. 信达资产北京市分公司：等公司内部决策完后发表意见。
2. 招商证券：内部决策后发表意见。
3. 金信基金：目前看没问题，会后再征询一下金信基金意见。
4. 宁波银行：同意方案。
5. 平安闽鼎：会后表决。
6. 华安财保：会后表决。
7. 职工代表郭蕊：会后投票。