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HUIFU PAYMENT LIMITED

汇付天下有限公司

*(Incorporated in the Cayman Islands with limited liability under the names of
Huifu Limited and 汇付天下有限公司)*

(Stock code: 1806)

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

Cause No. FSD 1 of 2021

**IN THE MATTER OF SECTIONS 14 TO 16 AND 86 OF THE COMPANIES ACT (2020
REVISION)**

**AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995
AND IN THE MATTER OF HUIFU LIMITED 汇付天下有限公司**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated the 22nd day of January 2021 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Grand Court**”) has directed a meeting of the Scheme Shareholders (as defined in the Scheme, as further defined below) (the “**Court Meeting**”) to be convened for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders and that the Court Meeting will be held at 10:00 a.m. on Friday, 19 February 2021 at Pheasant-Stork Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at which all Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of the explanatory memorandum (the “**Explanatory Memorandum**”) explaining the effect of the Scheme are incorporated in the composite scheme document of which this notice forms part (the “**Scheme Document**”), which has been despatched to the Scheme Shareholders. A copy of the Scheme Document can also be obtained by any person entitled to attend the Court Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) (a) from the Share Registrar, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F Central Tower, 28 Queen’s Road Central, Hong Kong.

Any Scheme Shareholders entitled to attend and vote at the Court Meeting may attend and vote in person at the Court Meeting or he/she may appoint another person as his, whether a member of the Company or not, as his/her proxy to attend and vote in his/her stead. A Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to represent him/her. If more than one proxy is appointed, the number of Scheme Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy. A pink form of proxy for use at the Court Meeting is enclosed with the Scheme Document.

In the case of joint holders of a Scheme Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Scheme Share.

It is requested that the pink form of proxy, together with the letter or power of attorney or other authority (if any) under which they are signed or a notarially certified copy thereof (in the case of a corporation either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), be lodged at the Share Registrar as stated above no later than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof. Alternatively the pink form of proxy may be handed to the chairman of the Court Meeting at the Court Meeting.

Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof. In the event that a Scheme Shareholder attends and votes at the Court Meeting or any adjournment thereof after having lodged his/her form of proxy, his/her form of proxy shall be revoked by operation of law.

For the purpose of determining the entitlements of Scheme Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Tuesday, 16 February 2021 to Friday, 19 February 2021 (both days inclusive), and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Share Registrar as stated above before 4:30 p.m. (Hong Kong time) on Thursday, 11 February 2021.

By the same order, the Court has appointed Ms. So Shuk Yi Betty, a joint company secretary of the Company, or failing whom, any other person who is an officer of the Company at the time of the Court Meeting to act as chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the result thereof to the Grand Court.

The Scheme will be subject to the subsequent sanction of the Court as set out in the Explanatory Memorandum contained in the Scheme Document.

By Order of the Court
Huifu Limited

Dated the 27th day of January 2021.

Registered office:

The offices of Walkers Corporate Limited
Cayman Corporate Centre
27 Hospital Road
George Town
Grand Cayman KY1-9008
Cayman Islands

Head office and principal place of business in PRC:

Block C5
Putian Industrial Park Phase II
No. 700 Yishan Road
Xuhui District
Shanghai
PRC

Principal place of business in Hong Kong

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai
Hong Kong

As at the date of this notice, the board of directors of the Company comprises: Mr. ZHOU Ye, Ms. MU Haijie and Mr. JIN Yuan as executive Directors; Mr. CHYE Chia Chow, Mr. ZHOU Joe and Ms. WANG Lihong as non-executive directors, and Mr. LIU Jun, Mr. WANG Hengzhong and Mr. JIANG Hong as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this notice and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this notice have been arrived at after due and careful consideration and there are no other facts not contained in this notice, the omission of which would make any statement in this notice misleading.

Notes:

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.
- (ii) At the Court Meeting, the Scheme will be voted on by way of poll as required under the Listing Rules and the Takeovers Code.
- (iii) If a tropical cyclone warning signal No.8 or above is or is expected to be hoisted or a black rainstorm warning signal or “extreme conditions” caused by super typhoons is or is expected to be in force at any time after 7:00 a.m. on the date of the Court Meeting, the Court Meeting may be adjourned. The Company may post an announcement on the respective websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify Scheme Shareholders of the date, time and venue of the reconvened meeting.
- (iv) Taking into account the recent development of the epidemic caused by coronavirus disease (COVID-19), the Company will implement the following prevention and control measures at the Court Meeting to protect Scheme Shareholders from the risk of infection:
 - a. compulsory body temperature checks will be conducted for every attending Scheme Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue, but such Scheme Shareholder or proxy will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue;
 - b. every attending Scheme Shareholder or proxy is required to wear a surgical mask throughout the Court Meeting; and
 - c. no refreshments will be served at the Court Meeting. Furthermore, the Company wishes to advise all of the Scheme Shareholders, particularly any Scheme Shareholders who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the Court Meeting as a proxy to attend and vote on any of the resolutions, instead of attending the Court Meeting in person. The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the HKSAR government and the PRC government, and if necessary will make further announcement(s) in case of any update regarding the precautionary measures to be implemented at the Court Meeting.