

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

# 神州數字

**China Binary New Fintech Group**

**神州數字新金融科技集團**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8255)**

**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION**

**Cause No. FSD 194 OF 2022 (IKJ)**

**IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT (AS REVISED)  
AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102  
AND IN THE MATTER OF CHINA BINARY NEW FINTECH GROUP  
神州數字新金融科技集團**

---

## **NOTICE OF COURT MEETING**

---

**NOTICE IS HEREBY GIVEN** that, by an order dated 6 October 2022 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving (voting together as a single class), a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between China Binary New Fintech Group 神州數字新金融科技集團 (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held at Room 17, 3/F, Kuntai Hotel, No. 2 Qiyang Road, Wangjing, Chaoyang District, Beijing, the People’s Republic of China on Monday, 7 November 2022 at 9:00 a.m. (Hong Kong/Beijing time) at which place and time all Scheme Shareholders are invited to attend.

A copy of the Scheme of Arrangement and a copy of an explanatory memorandum explaining the effect of the Scheme of Arrangement are incorporated in the scheme document of which this notice forms part. A copy of the composite scheme document can also be obtained by the Scheme Shareholders from the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend, speak and vote in their stead. A **pink** form of proxy for use at the Court Meeting (or any adjournment thereof) is enclosed with the composite scheme document dated 14 October 2022 despatched to, among others, the Scheme Shareholders on Friday, 14 October 2022. Completion and return of the **pink** form of proxy will not prevent a Scheme Shareholder from attending and voting at the Court Meeting, or any adjournment thereof, in person if he/she/it wishes to do so and in such event, the **pink** form of proxy previously submitted shall be deemed to have been revoked by operation of law.

In the case of Scheme Shareholders jointly holding ordinary shares of US\$0.001 par value each in the share capital of the Company (the “**Shares**”), any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto. However, if more than one of such joint holders are present at the Court Meeting personally or by proxy, that one of the said persons so present (whether in person or by proxy) whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such joint holding of Shares at the Court Meeting.

It is requested that **pink** forms appointing proxies be deposited at the Hong Kong branch share registrar and transfer office of the Company in Hong Kong at Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, not later than 9:00 a.m. on Saturday, 5 November 2022, but if forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll and the chairman of the Court Meeting shall have absolute discretion whether or not to accept them.

By the Order of the Court, the Court has appointed Mr. HOU Dong, an independent non-executive director of the Company, or failing whom, Mr. HE Qinghua, also an independent non-executive director of the Company, or failing whom, Mr. YANG Haoran, also an independent non-executive director of the Company as at the date of the Court Meeting, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme of Arrangement will be subject to a subsequent application seeking the sanction of the Court.

On behalf of the Court  
**China Binary New Fintech Group**  
神州數字新金融科技集團  
**SUN Jiangtao**  
*Director*

Hong Kong, 14 October 2022

*Registered Office:*  
P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

*Head Office and Principal Place of  
Business in the PRC:*  
Room 1506, 15/F  
Jinhui Building, Qiyang Road  
Wangjing, Chaoyang District  
Beijing  
The PRC

*Principal Place of Business in Hong Kong:*  
31/F., 148 Electric Road  
North Point  
Hong Kong

*Notes:*

- (1) A Scheme Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint one, and if such Scheme Shareholder is the holder of two or more Shares, more than one proxy (who must be an individual) to attend and vote instead of him/her/it. A proxy needs not be a member of the Company, but must attend the Court Meeting in person to represent him/her/it.
- (2) A **pink** form of proxy for use at the Court Meeting (or any adjournment thereof) is enclosed with the composite scheme document containing the Scheme of Arrangement dated 14 October 2022 despatched to, among others, the Scheme Shareholders.
- (3) In order to be valid, the **pink** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with Boardroom Share Registrars (HK) Limited, the Company's Hong Kong branch share registrar and transfer office at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time for holding the Court Meeting or any adjournment thereof but if forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll and the chairman of the Court Meeting shall have absolute discretion whether or not to accept them. Completion and return of the **pink** form of proxy will not preclude a Scheme Shareholder from attending the Court Meeting and voting in person if he/she/it so wishes. In the event that a Scheme Shareholder attends and votes at the Court Meeting after having lodged his/her/its **pink** form of proxy, his/her/its **pink** form of proxy shall be deemed to have been revoked by operation of law.
- (4) In the case of joint Scheme Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand first on the register of members of the Company shall alone entitled to vote in respect of such joint holding of the Shares at the Court Meeting.
- (5) Voting at the Court Meeting will be taken by poll in accordance with the amended and restated articles of association of the Company as required under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Takeovers and Mergers.

- (6) The register of members of the Company in respect of the Shares will be closed from Wednesday, 2 November 2022 to Monday, 7 November 2022 (both days inclusive) and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Court Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Tuesday, 1 November 2022.
- (7) Please refer to the section headed “Actions to be taken” on pages 1 to 6 of the scheme document dated 14 October 2022 for precautionary measures being implemented by the Company in order to prevent and control the spread of the novel coronavirus (COVID-19) and to ensure the health and safety of all attendees at the Court Meeting, including (a) compulsory body temperature checks; (b) compulsory wearing of surgical face masks for each attendee; (c) appropriate social appropriate arrangements will be maintained at the Court Meeting; (d) no food or drinks or souvenirs will be served or distributed at the Court Meeting; (e) presentation of the green code of the “Health Kit” electronic pass; and (f) compliance with the regulations of Beijing Municipality and the Company’s prevention and control measures against the COVID-19 pandemic. Any person who does not comply with the precautionary measures may be denied entry into and/or may be required to leave the venue of the Court Meeting but will be allowed to vote by submitting a voting slip to the scrutineer at the entrance of the venue, to the extent permitted by law.
- (8) Scheme Shareholders are encouraged to consider appointing the chairman of the Court Meeting as his/her/its proxy to vote on the relevant resolution(s) at the Court Meeting as an alternative to attending the Court Meeting in person.

As at the date of this announcement, the directors of the Company (the “**Directors**”) are:

**Executive Director**

Mr. Sun Jiangtao (*Chairman and Chief Executive Officer*)

**Independent Non-executive Directors**

Mr. Hou Dong, Mr. He Qinghua and Mr. Yang Haoran

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)) for at least 7 days from the date of its publication. This announcement will also be published on the website of the Company ([www.shenzhoufu.hk](http://www.shenzhoufu.hk)).*