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# 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)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of holders of ordinary shares of US\$0.001 par value each (the “Shares”) in the share capital of China Binary New Fintech Group 神州數字新金融科技集團 (the “Company”) 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 10:00 a.m. (Hong Kong/Beijing time) (or immediately after the conclusion or the adjournment of the meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing the following resolutions:

### SPECIAL RESOLUTION

1. “**THAT:**

- (a) pursuant to a scheme of arrangement dated 14 October 2022 (the “Scheme of Arrangement”) between the Company and the Scheme Shareholders (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued shares in the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement); and
- (b) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the reduction of the number of issued shares in the issued share capital of the Company pursuant to the Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of the number of issued shares in the issued share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

## ORDINARY RESOLUTION

2. “**THAT:**

- (a) subject to and forthwith upon the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) taking effect, the number of issued shares in the issued share capital of the Company be restored to its former amount immediately prior to the cancellation and extinguishment of the Scheme Shares by allotting and issuing to the Offeror (as defined in the Scheme of Arrangement), credited as fully paid at par, the same number of ordinary shares of a nominal or par value of US\$0.001 each in the share capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished;
- (b) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) shall be applied by the Company in paying up in full at par the new ordinary shares allotted and issued to the Offeror pursuant to resolution 2(a) above, and any one of the directors of the Company be and is hereby authorised to allot and issue the same accordingly;
- (c) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the restoration of capital pursuant to the Scheme of Arrangement, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme of Arrangement or the restoration of capital, which the Grand Court of the Cayman Islands may see fit to impose; and
- (d) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

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

Hong Kong, 14 October 2022

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*Notes:*

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one, and if such member is the holder of two or more Shares, more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a member of the Company, but must attend the EGM in person to represent him/her/it.
- (2) A **white** form of proxy for use at the EGM (or any adjournment thereof) is enclosed with the scheme document containing the Scheme of Arrangement dated 14 October 2022 despatched to, among others, holders of Shares (the “**Shareholders**”).
- (3) In order to be valid, the **white** 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 EGM or any adjournment thereof failing which the **white** form of proxy will not be valid. Completion and return of the **white** form of proxy will not preclude a Shareholder from attending the EGM and voting in person if he/she/it so wishes. In the event that a Shareholder attends and votes at the EGM after having lodged his/her/its **white** form of proxy, his/her/its **white** form of proxy will be deemed to have been revoked by operation of law.
- (4) In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/or she was solely entitled thereto, but if more than one of such joint holders be present at the EGM, 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 in the register of members of the Company in respect of the relevant joint holding of the Shares.

- (5) Voting at the EGM 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 EGM, 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 EGM, including (a) compulsory body temperature checks; (b) compulsory wearing of surgical face masks for each attendee; (c) appropriate social distancing arrangements will be maintained at the EGM; (d) no food or drinks or souvenirs will be served or distributed at the EGM; (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 EGM 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) Shareholders are encouraged to consider appointing the chairman of the EGM as his/her/its proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM 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)).*