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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)

**Data King Limited**

*(Incorporated in the British Virgin Islands with limited liability)*

## JOINT ANNOUNCEMENT

- (1) THE PROPOSAL FOR THE PRIVATISATION OF  
CHINA BINARY NEW FINTECH GROUP  
BY DATA KING LIMITED BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS;  
(2) SANCTION OF THE SCHEME BY THE GRAND COURT;  
(3) EXPECTED EFFECTIVE DATE OF THE SCHEME; AND  
(4) EXPECTED DATE OF WITHDRAWAL OF LISTING OF THE SHARES**

**Joint financial advisers to the Offeror**



**FOSUN HANI**  
**复星恒利**

**Independent Financial Adviser to the Independent Board Committee**



## **INTRODUCTION**

References are made to (i) the scheme document dated 14 October 2022 jointly issued by China Binary New Fintech Group (the “**Company**”) and Data King Limited (the “**Offeror**”) in relation to, among other things, the Proposal and the Scheme (the “**Scheme Document**”); and (ii) the joint announcement of the Company and the Offeror dated 7 November 2022 in relation to, among other things, the results of the Court Meeting and the EGM. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

## **SANCTION OF THE SCHEME BY THE GRAND COURT**

The Scheme was sanctioned without modification by the Grand Court on Thursday, 24 November 2022 (Cayman Islands time). The reduction of the issued share capital of the Company resulting from the cancellation and extinguishment of the Scheme Shares (the “**Capital Reduction**”) was confirmed by the Grand Court on the same day.

## **EXPECTED EFFECTIVE DATE OF THE SCHEME**

As at the date of this joint announcement, all of the Conditions as set out on pages 61 to 63 of the Scheme Document in the paragraph headed “5. Conditions of the Proposal and the Scheme” in the Explanatory Memorandum have been fulfilled, except for the delivery to the Registrar of Companies in the Cayman Islands of a copy of the order of the Grand Court sanctioning the Scheme and the minutes approved by the Grand Court in respect of the Capital Reduction for registration, which is expected to be completed by Thursday, 1 December 2022 (Cayman Islands time). Accordingly, the Scheme is expected to become effective on Thursday, 1 December 2022 (Cayman Islands time). As at the date of this joint announcement, neither the Offeror nor the Company is aware of any circumstances which would result in any of the Conditions not being fulfilled or remain fulfilled. A further announcement will be made when the Scheme has become effective.

The Scheme Record Date for determining the entitlement of the Scheme Shareholders to the Cancellation Price under the Scheme will be on Thursday, 1 December 2022 (Cayman Islands time).

## **PROPOSED WITHDRAWAL OF LISTING**

The Company has applied to the Stock Exchange for, and the Stock Exchange has approved, the withdrawal of listing of the Shares on GEM of the Stock Exchange with effect from 4:00 p.m. on Monday, 5 December 2022, subject to the Scheme becoming effective which is expected to be on Thursday, 1 December 2022 (Cayman Islands time).

## EXPECTED TIMETABLE

Shareholders should note that the expected timetable set out below is indicative only and is subject to change. Further announcement(s) will be made if there is any change to the expected timetable below.

Event	Date
Scheme Record Date .....	Thursday, 1 December 2022 (Cayman Islands time)
Effective Date ( <i>Note 1</i> ).....	Thursday, 1 December 2022 (Cayman Islands time)
Announcement of: (i) the Effective Date; and (ii) the withdrawal of listing of the Shares from GEM of the Stock Exchange .....	Before 8:30 a.m. on Friday, 2 December 2022
Expected withdrawal of listing of the Shares from GEM of the Stock Exchange becomes effective ( <i>Note 2</i> ) .....	4:00 p.m. on Monday, 5 December 2022
Latest time to despatch cheques for cash entitlements under the Scheme ( <i>Note 3</i> ).....	on or before on Monday, 12 December 2022

### Notes:

1. When all the Conditions are satisfied or waived (as applicable), a copy of the order of the Grand Court sanctioning the Scheme will be delivered to the Registrar of Companies in the Cayman Islands for registration pursuant to Section 86(3) of the Companies Act, at which point it shall become effective and binding on the Offeror, the Company and all Scheme Shareholders. The Effective Date would be earlier than the date of announcement of the Effective Date and the withdrawal of listing of the Shares on GEM of the Stock Exchange due to the timing difference between Hong Kong and the Cayman Islands.
2. If all the Conditions have been fulfilled, the Offeror will implement the Proposal to cancel and extinguish the Scheme Shares. The Company has applied to the Stock Exchange for the withdrawal of listing of the Shares from GEM of the Stock Exchange in accordance with Rule 9.23(2) of the GEM Listing Rules. The Stock Exchange has confirmed that the withdrawal of listing of the Shares from GEM of the Stock Exchange will be effective from 4:00 p.m. on Monday, 5 December 2022, subject to the Scheme becoming effective.
3. Cheques for the cash entitlements to the Scheme Shareholders will be despatched by ordinary post at the risk of the recipients to their registered addresses shown in the register of members of the Company on the Scheme Record Date on or before Monday, 12 December 2022.

*All references to times and dates are references to Hong Kong times and dates, except as otherwise specified. For reference only, Cayman Islands time is 13 hours behind Hong Kong time as at the date of this joint announcement.*

## **WARNING**

**Shareholders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the board of  
**Data King Limited**  
**SUN Jiangtao**  
*Director*

By Order of the board of  
**China Binary New Fintech Group**  
**SUN Jiangtao**  
*Executive Director*

Hong Kong, 25 November 2022

*As at the date of this joint announcement, the sole director of the Offeror is Mr. SUN Jiangtao.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors (other than himself)) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises one executive Director, namely, Mr. SUN Jiangtao and three independent non-executive Directors, namely, Mr. HOU Dong, Mr. HE Qinghua and Mr. YANG Haoran.*

*This joint 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 joint 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 joint announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror, Mr. Sun and any party acting in concert with either of them), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*This joint announcement will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Listed Company Announcements" page for at least 7 days from the day of its posting and on the Company's website at [www.shen Zhoufu.hk](http://www.shen Zhoufu.hk).*