



**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 SECTION 86 OF THE COMPANIES LAW  
(2020 REVISION) (AS REVISED)  
AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995  
(AS REVISED)  
AND IN THE MATTER OF HUIFU PAYMENT LIMITED  
PINK FORM OF PROXY  
FOR USE AT THE COURT MEETING CONVENED  
AT THE DIRECTION OF THE GRAND COURT  
TO BE HELD ON FRIDAY, 19 FEBRUARY 2021 AT 10:00 A.M.  
(HONG KONG TIME) (OR AT ANY ADJOURNMENT THEREOF)**

**Pink** form of proxy for use at the court meeting (or at any adjournment thereof) (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme hereinafter mentioned) of HK\$0.0001 each in the share capital of Huifu Payment Limited (the “**Company**”).

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.0001 each in the share capital of the Company, HEREBY APPOINT the chairman of the Court Meeting or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting convened at the direction of the Grand Court of the Cayman Islands to be held at Pheasant-Stork Room, 1st Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 19 February 2021 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement dated 27 January 2021 (the “**Scheme**”) between the Company and the Scheme Shareholders as referred to in the notice dated 27 January 2021 convening the Court Meeting (the “**Court Meeting Notice**”), and at such Court Meeting to vote for me/us and in my/our name (s) for the Scheme or against the Scheme (in either case with or without modification, as my/our proxy may approve) as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

<b>FOR the Scheme<sup>4,8</sup></b>	<b>AGAINST the Scheme<sup>4,8</sup></b>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature(s)<sup>5</sup> \_\_\_\_\_

Contact Phone Number \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated. A Scheme Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint one or more proxies (for Scheme Shareholders holding two or more shares) to attend and, on a poll, vote in his/her stead.
2. Please insert the total number of the shares of HK\$0.0001 each in the share capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the chairman of the Court Meeting is preferred, strike out the words “the chairman of the Court Meeting or” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Court Meeting will act as your proxy. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED “AGAINST the Scheme”.** It is requested that you vote all of the shares registered in your name(s) either FOR the Scheme or AGAINST the Scheme and not to vote some of the shares registered in your name(s) FOR the Scheme and some of the shares registered in your name(s) AGAINST the Scheme. Save for HKSCC Nominees Limited who may vote both FOR and AGAINST the Scheme, if more than one proxy form is submitted and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the proxy forms will not be accepted. If more than one proxy form is submitted and the voting instructions require the proxies to vote either FOR or AGAINST the Scheme but not both FOR and AGAINST the Scheme, the chairman of the Court Meeting shall have absolute discretion as to whether or not to accept the proxy forms. Failure to complete either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Court Meeting for which you have not indicated a vote, or abstain.
5. This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. This form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, should be lodged with the branch share registrar of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong as soon as possible and in any event not later than 10:00a.m. (Hong Kong time) on Wednesday, 17 February 2021. However, if this form of proxy is not so lodged, it may be handed to the chairman of the Court Meeting at the Court Meeting who will have absolute discretion on whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Court Meeting in person if you so wish, but in the event you attend and vote at the Court Meeting after having lodged this form of proxy, this form of proxy will be revoked by operation of law.
7. Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Court Meeting, either personally or by proxy, in respect of such share (s) as if he/she were solely entitled thereto. But if more than one of such joint holders are present at the Court Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
8. The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme appears in the composite scheme document dated 27 January 2021.
9. 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 19 February 2021, the Court Meeting may be adjourned. Scheme Shareholders are requested to read the website of the Company at [www.huifu.com](http://www.huifu.com) for details of alternative meeting arrangements. If you have any queries concerning the alternative meeting arrangements, please call the Company’s branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Limited at (852) 3707 2604 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays. The Court Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Scheme Shareholders should make their own decision as to whether they would attend the Court Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
10. **In compliance with the Hong Kong Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (“COVID-19”), the Company will implement precautionary measures at the Court Meeting. Scheme Shareholders are advised to read the Court Meeting Notice for details of the precautionary measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcements on such measures as appropriate.**
11. **In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Scheme Shareholders to appoint the Chairman of the Court Meeting as their proxy to vote on the resolution as an alternative to attending and voting at the Court Meeting in person. No refreshments will be served at the Court Meeting.**

#### **PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company’s Hong Kong branch share registrar at the above address.