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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Huifu Payment Limited (the “**Company**”) pursuant to Rule 3.8 of the Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”).

Reference is made to the scheme document dated 27 January 2021 jointly issued by the Company and Purity Investment Limited (the “**Offeror**”) in relation to, among others, the proposal for the delisting of the Company by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Act of the Cayman Islands (the “**Scheme Document**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Scheme Document.

UPDATE ON NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that (i) 2,776,571 Shares were allotted and issued on 28 January 2021, due to the exercise of 2,776,571 Share Options granted under the Share Option Scheme at the exercise price of US\$0.18; and (ii) 2,516,051 Share Options with an exercise price of US\$0.5458, 2,675,636 Share Options with an exercise price of US\$0.7846 and 418,795 Share Options with an exercise price of HK\$7.5 granted under the Share Option Scheme have lapsed on 28 January 2021 pursuant to the terms of the Share Option Scheme due to the resignation of Optionholders. Details of

all classes of “relevant securities” (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue as at the date of this announcement are as follows: (a) a total of 1,310,427,160 Shares; and (b) a total of 196,055,907 Outstanding Share Options with rights to subscribe for an aggregate of 196,055,907 new Shares. As at the date of this announcement, save as disclosed above, the Company has no outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DISCLOSURE OF DEALINGS

The respective associates (as defined under the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company and the Offeror pursuant to the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING

Shareholders and potential investors should be aware that the implementation of the Proposal, the Scheme and the Option Offer are subject to conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented, the Scheme may or may not become effective and the Option Offer may or may not be implemented. Shareholders and potential investors 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
Huifu Payment Limited*
ZHOU Ye
Chairman

Shanghai, the People's Republic of China, 28 January 2021

As at the date of this announcement, the Board 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 announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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