

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in 51 Credit Card Inc. (the “Company”) you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**51信用卡**

**51 CREDIT CARD INC.**

**51 信用卡有限公司**

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

**(Stock Code: 2051)**

**(I) PROPOSED ISSUE OF NEW SHARES  
UNDER SPECIFIC MANDATE;  
(II) CONNECTED TRANSACTIONS INVOLVING  
SUBSCRIPTION OF NEW SHARES BY  
CONNECTED PERSONS;  
AND  
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
流博資本有限公司

A notice convening the EGM to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 24 August 2020 at 10:00 a.m. is set out on pages 45 to 48 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding of the EGM or any adjournment thereof to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE EGM**

Please refer to page 1 of this circular for precautionary measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the EGM, including:

- compulsory body temperature checks and health declaration
- wearing of surgical face masks
- no refreshment will be served, and there will be no corporate gift

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the EGM venue. The Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the EGM at all times, and reminds the Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

## CONTENTS

	<i>Page</i>
<b>PRECAUTIONARY MEASURES FOR THE EGM .....</b>	<b>1</b>
<b>DEFINITIONS .....</b>	<b>2</b>
<b>LETTER FROM THE BOARD .....</b>	<b>6</b>
<b>LETTER FROM THE INDEPENDENT BOARD COMMITTEE .....</b>	<b>16</b>
<b>LETTER FROM RAINBOW CAPITAL .....</b>	<b>18</b>
<b>APPENDIX – GENERAL INFORMATION .....</b>	<b>37</b>
<b>NOTICE OF EGM .....</b>	<b>45</b>

## PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing Novel Coronavirus (COVID-19) pandemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the EGM to protect the Shareholders, staff and other stakeholders who attend the EGM from the risk of infection:

- (i) compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the EGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue;
- (ii) each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the EGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the EGM venue or be required to leave the EGM venue;
- (iii) the Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the EGM at all times, and to maintain a safe distance between seats; and
- (iv) no refreshment will be served at the EGM, and there will be no corporate gift.

Any person who does not comply with above requirements may be denied entry into the EGM venue or be required to leave the EGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of other attendees at the EGM. In our case, denied entry to the EGM venue also means that person will not be allowed to attend the EGM.

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of COVID-19, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, the Shareholders may complete the proxy forms and appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

The proxy forms were despatched to the Shareholders together with this circular, and can otherwise be downloaded from the websites of the Company at [www.u51.com](http://www.u51.com) or the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If you have any question relating to the EGM, please contact the Company's Hong Kong share registrar, Tricor Investor Services Limited, via the following:

Address:	Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email:	<a href="mailto:is-enquiries@hk.tricorglobal.com">is-enquiries@hk.tricorglobal.com</a>
Telephone:	+852 2980 1333
Fax:	+852 2810 8185

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	day(s) (other than Saturdays, Sundays and public Holidays in Hong Kong) on which banks in Hong Kong are open for general banking business
“Chairman”	the chairman of the Board
“Chief Executive Officer”	the chief executive officer of the Company
“Company”	51 Credit Card Inc., a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Completion”	the completion of the Subscriptions pursuant to the Subscription Agreements
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Connected Subscriber(s)”	collectively, Subscriber A and Subscriber B
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Monday, 24 August 2020 for the Independent Shareholders to consider and, if thought fit, to approve the Subscription Agreements and the transactions contemplated thereunder (including the grant of the Specific Mandate)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising Mr. Wong Ti, Mr. Ye Xiang and Mr. Xu Xuchu, being all the independent non-executive Directors, established for the purpose of advising the Independent Shareholders as to the terms of the Subscription Agreements entered into with the Connected Subscribers and the transactions contemplated thereunder (including the grant of the Specific Mandate)

## DEFINITIONS

“Independent Financial Adviser” or “Rainbow Capital”	Rainbow Capital (HK) Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders with regard to the Subscriptions by the Connected Subscribers (including the grant of the Specific Mandate)
“Independent Shareholder(s)”	the Shareholders who are not required to abstain from voting at the EGM to approve the respective Subscription Agreements and the transactions contemplated thereunder (including the grant of the Specific Mandate)
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with the Company as far as the Directors are aware after having made all reasonable enquiries as set out in the Listing Rules
“Latest Practicable Date”	30 July 2020, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	the listing sub-committee of the board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of US\$0.00001 each in the capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Specific Mandate”	the specific mandate to be granted to the Directors by the Independent Shareholders at the EGM for the allotment and issue of the Subscription Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	collectively, Subscriber A, Subscriber B and Subscriber C

## DEFINITIONS

“Subscriber A”	Guanrui Investment Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly owned by the Xinhua Zhongbao Group
“Subscriber B”	Tiantu Investments Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly owned by the Tiantu Group
“Subscriber C”	East Jump Management Limited, a company incorporated in the British Virgin Islands with limited liability, being an Independent Third Party
“Subscriptions”	collectively, Subscription A, Subscription B and Subscription C
“Subscription A”	the subscription of the 66,666,666 Subscription Shares by Subscriber A pursuant to Subscription Agreement A
“Subscription B”	the subscription of the 33,333,334 Subscription Shares by Subscriber B pursuant to Subscription Agreement B
“Subscription C”	the subscription of the 66,666,666 Subscription Shares by Subscriber C pursuant to Subscription Agreement C
“Subscription Agreements”	collectively, Subscription Agreement A, Subscription Agreement B and Subscription Agreement C
“Subscription Agreement A”	the subscription agreement dated 13 July 2020 entered into between the Company and Subscriber A in relation to Subscription A
“Subscription Agreement B”	the subscription agreement dated 13 July 2020 entered into between the Company and Subscriber B in relation to Subscription B
“Subscription Agreement C”	the subscription agreement dated 13 July 2020 entered into between the Company and Subscriber C in relation to Subscription C
“Subscription Price”	HK\$0.6 per Subscription Share
“Subscription Shares”	an aggregate of 166,666,666 new Shares to be allotted and issued by the Company to the Subscribers pursuant to the Subscription Agreements
“Takeovers Code”	the Code on Takeovers and Mergers, as amended from time to time

## DEFINITIONS

“Tiantu Group”	companies controlled by Mr. Wang Yonghua, including Subscriber B
“Tian Tu Capital”	深圳市天圖投資管理股份有限公司 (Tian Tu Capital Co., Ltd.*), a company established in the PRC and the shares of which are listed on the National Equities Exchange and Quotations (stock code: 833979)
“US\$”	United States dollar, the lawful currency of the United States of America
“Xinhu Zhongbao”	Xinhu Zhongbao Co., Ltd.* 新湖中寶股份有限公司, a company established in the PRC and the shares of which are listed on the Shanghai Stock Exchange (stock code: SH.600208)
“Xinhu Zhongbao Group”	Xinhu Zhongbao and its subsidiaries, including Subscriber A
“%”	per cent.

\* For identification and translation purpose only.

LETTER FROM THE BOARD

**51信用卡**  
**51 CREDIT CARD INC.**  
**51 信用卡有限公司**

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

**(Stock Code: 2051)**

*Executive Directors:*

Mr. Sun Haitao (*Chairman and Chief Executive Officer*)  
Mr. Zhao Ke (*Chief Financial Officer*)

*Non-executive Director:*

Ms. Zou Yunli

*Independent Non-executive Directors:*

Mr. Wong Ti  
Mr. Ye Xiang  
Mr. Xu Xuchu

*Registered office:*

Second Floor, Century Yard  
Cricket Square, P.O. Box 902  
Grand Cayman, KY1-1103  
Cayman Islands

*Principal place of  
business in Hong Kong:*

Unit 1006, 10th Floor  
Tower One, Lippo Centre  
89 Queensway  
Hong Kong

3 August 2020

*To the Shareholders*

Dear Sirs or Madams

**PROPOSED ISSUE OF NEW SHARES  
UNDER SPECIFIC MANDATE  
AND  
CONNECTED TRANSACTIONS INVOLVING SUBSCRIPTION  
OF NEW SHARES BY CONNECTED PERSONS**

**INTRODUCTION**

On 13 July 2020, the Company entered into the Subscription Agreements with three Subscribers, respectively, pursuant to which the Subscribers have conditionally agreed to subscribe, and the Company has conditionally agreed to allot and issue, an aggregate of 166,666,666 Subscription Shares at the Subscription Price of HK\$0.6 per Subscription Share.

The purpose of this circular is to provide you with, among other things, (i) further details about the Subscription Agreements; (ii) the respective advice from the Independent Board Committee and the Independent Financial Adviser on the terms of the Subscription Agreements



## LETTER FROM THE BOARD

entered into with the Connected Subscribers and the transactions contemplated thereunder; and (iii) a notice of the EGM, to enable you to make an informed decision on whether to vote for or against the said resolutions.

### THE SUBSCRIPTION AGREEMENTS

**Date:** 13 July 2020

- Parties:**
- (1) Issuer: the Company  
Subscriber: Subscriber A, a company incorporated in the British Virgin Islands with limited liability, is a wholly owned subsidiary of the Xinhua Zhongbao Group, which is principally engaged in real estate, financial services and financial technology, and high-tech investment businesses. Subscriber A is principally engaged in investment holding.
  - (2) Issuer: the Company  
Subscriber: Subscriber B, a company incorporated in the British Virgin Islands with limited liability, is a wholly owned subsidiary of the Tiantu Group, which is principally engaged in private equity investment management businesses for consumer products and services. Subscriber B is principally engaged in investment holding.
  - (3) Issuer: the Company  
Subscriber: Subscriber C, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by Weihai Evergreen Limited, which is beneficially wholly owned by Weihai Evergreen Trust, which was a family trust established by Mr. Shen Guojun as the settlor. The beneficiaries of Weihai Evergreen Trust are Mr. Shen Guojun and his family members. Cantrust (Far East) Limited is the trustee of Weihai Evergreen Trust. Subscriber C is principally engaged in investment management.

Subscriber A is a connected person of the Company as the ultimate beneficial owner of Subscriber A, Mr. Huang Wei (a substantial Shareholder) was interested in approximately 21.88% of issued Shares as at the Latest Practicable Date.

Subscriber B is a connected person of the Company as the ultimate beneficial owner of Subscriber B, Mr. Wang Yonghua (a substantial Shareholder) was interested in approximately 12.90% of issued Shares as at the Latest Practicable Date. Ms. Zou Yunli, being the non-executive Director, is also one of the directors of Tian Tu Capital, being the indirect shareholder of Subscriber B.

## LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, save that Subscriber C held 46,213,457 Shares as at the Latest Practicable Date, each of Subscriber C and its ultimate beneficial owners is an Independent Third Party.

Save as to the number of the Subscription Shares and the subscription amounts being the subject matters of the relevant Subscription Agreements, the terms and conditions of the Subscription Agreements are identical, including the Subscription Price at HK\$0.6 per Subscription Share.

### **Subscription Shares**

Each of Subscriber A, Subscriber B and Subscriber C has conditionally agreed to subscribe for 66,666,666, 33,333,334 and 66,666,666 Subscription Shares, respectively.

The aggregate 166,666,666 Subscription Shares (with an aggregate nominal value of approximately US\$1,666.67), represent (i) approximately 13.99% of the existing total number of issued Shares as at the Latest Practicable Date and (ii) approximately 12.27% of the total number of issued Shares as enlarged only by the allotment and issue of the Subscription Shares and assuming that there will be no further change in the total number of issued Shares between the Latest Practicable Date and the date of Completion.

### **Conditions Precedent of the Completion**

Completion of each of the Subscription is conditional upon:

- (i) approval of the respective Subscription Agreements and the Specific Mandate to issue the Subscription Shares by the Independent Shareholders at the EGM;
- (ii) the Listing Committee having granted approval for the listing of, and permission to deal in, the Subscription Shares; and
- (iii) the respective Subscribers will not be required to make a general offer pursuant to Rule 26.1 of the Takeovers Code as a result of the Subscriptions.

In the event that the conditions to the Subscriptions are not fulfilled within six (6) months from the date of the Subscription Agreements (or such later date as may be agreed between the relevant parties), the respective Subscription Agreement(s) and all rights and obligations thereunder will cease and terminate.

As at the Latest Practicable Date, none of the conditions precedent had been fulfilled.

## LETTER FROM THE BOARD

### Subscription Price

The Subscription Price of HK\$0.6 per Subscription Share was arrived at after arm's length negotiation between the Company and the Subscribers with reference to the prevailing market price of the Shares and the recent market conditions.

The Subscription Price represents:

- (i) a discount of approximately 24.05% to the closing price of HK\$0.79 per Share as quoted on the Stock Exchange on 13 July 2020, being the date of the Subscription Agreements;
- (ii) a discount of approximately 1.64% to the average closing price of approximately HK\$0.61 per Share as quoted on the Stock Exchange for the last five (5) trading days immediately prior to the date of the Subscription Agreements;
- (iii) a premium of approximately 20.00% over the average closing price of approximately HK\$0.50 per Share as quoted on the Stock Exchange for the last thirty (30) trading days immediately prior to the date of the Subscription Agreements;
- (iv) a discount of 20.00% to the closing price of HK\$0.75 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (v) a discount of approximately 74.90% to the audited consolidated net asset value of approximately RMB2.14 (equivalent to approximately HK\$2.39) per Share as at 31 December 2019 (based on the audited consolidated statement of financial position of the Company as at 31 December 2019 and the total number of Shares in issue as at the Latest Practicable Date) (“**2019 NAV**”).

Despite that the Subscription Price represents a significant discount to the 2019 NAV, to assess the fairness and reasonableness of the Subscription Price, the Directors have considered the range of closing prices of the Shares during the period from 1 January 2020 up to and including the date of the Subscription Agreements, i.e. from a maximum of HK\$1.59 per Share on 7 January 2020 to a minimum of HK\$0.445 per Share on 3 June 2020, which was already trading at a discount of approximately 33.47% and 81.38% to the 2019 NAV, respectively, and the Subscription Price and the said discount to the 2019 NAV both within such range. Accordingly, the Directors consider that the Subscription Price is still fair and reasonable and in the interests of the Company and the Shareholders.

### Ranking

The Subscription Shares shall be duly authorised and issued as fully paid, and rank *pari passu* in all respects among themselves and with all other Shares in issue on the date of Completion and be entitled to all dividends and distributions attached to the Shares on or after the date of Completion.

## LETTER FROM THE BOARD

### Completion

Completion is expected to take place within five (5) Business Days after all of the above conditions have been fulfilled (or such other date as the Company and the respective Subscriber(s) may agree in writing).

### REASONS FOR AND BENEFITS OF ENTERING INTO THE SUBSCRIPTION AGREEMENTS AND USE OF PROCEEDS

The principal activity of the Company is investment holding whilst its major operating subsidiaries operate an online credit management platform.

The Subscriptions are being undertaken to supplement the Group's working capital as a sufficient amount of capital is required to maintain the Group's working capital for its business operation, in order to uphold its competitiveness in the ever-changing financial technology sector. The Board has considered other alternative financing methods instead of the Subscriptions, including debt and other equity financing methods such as rights issue or open offer to existing Shareholders. Taking into account the Group's worsening operating results for the three years ended 31 December 2019, it is considered to be particularly beneficial to the Group in bringing the Subscribers which are familiar with the business operation of the Group in order to foster long-term business growth, which cannot readily be achieved through debt financing, rights issue or open offer. The Directors consider that the Subscriptions will provide opportunities to raise further capital for the Company and broaden the capital base of the Company.

In addition, the Directors consider that the Subscription reflects the confidence and commitment of the Subscribers/Subscribers' group, with all of them being existing Shareholders (directly or indirectly), towards the long-term and sustainable development of the Company, and that the continuing support of the existing Shareholders is crucial to ensure the business stability and long-term development of the Group.

The Directors (including the independent non-executive Directors) consider that the Subscription Agreements have been entered into on normal commercial terms and the terms (including the Subscription Price) are fair and reasonable and the Subscriptions are in the interests of the Company and the Shareholders as a whole.

The maximum gross proceeds and the net proceeds from the Subscriptions (after deducting related professional fees and expenses) will be approximately HK\$100 million and HK\$99.4 million, respectively. The net issue price per Subscription Share will be approximately HK\$0.6. The Company currently intends to use the net proceeds from the Subscriptions as to approximately 50% for salary and welfare, as to approximately 30% for expansion of customer base, as to approximately 10% for enhancement of its collection capabilities and as to the remaining approximately 10% for working capital and other general corporate purpose, respectively.

## LETTER FROM THE BOARD

### EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company had not conducted any equity fund raising activities in the past twelve (12) months immediately preceding the Latest Practicable Date.

### EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after Completion (assuming that there will be no further changes in the total number of issued Shares, save for the issue and allotment of the Subscription Shares, between the Latest Practicable Date and prior to Completion) are as follows:

Name of Shareholders	As at the Latest Practicable Date		Immediately after Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
<b>Xinhu Zhongbao Group</b> (Notes 1 & 3)				
Xinhu Zhongbao Group (excluding Subscriber A)	260,686,000	21.88	260,686,000	19.19
Subscriber A	—	—	66,666,666	4.91
<b>Sub-total</b>	260,686,000	21.88	327,352,666	24.10
<b>Tiantu Group</b> (Notes 4 & 7)				
Tiantu Group (excluding Subscriber B)	58,408,000	4.90	58,408,000	4.30
Subscriber B	95,328,000	8.00	128,661,334	9.47
<b>Sub-total</b>	153,736,000	12.90	187,069,334	13.77
The Core Trust Company Limited (Notes 5 & 7)	178,134,882	14.95	178,134,882	13.11
Rising Sun Limited (Notes 2, 3, 6 & 7)	139,097,000	11.67	139,097,000	10.24
Other Directors (Note 8)	7,200,000	0.60	7,200,000	0.53
<b>Public</b>				
Subscriber C	46,213,457	3.88	112,880,123	8.31
Other public Shareholders	406,586,183	34.11	406,586,183	29.93
<b>Total</b>	<b>1,191,653,522</b>	<b>100</b>	<b>1,358,320,188</b>	<b>100</b>

## LETTER FROM THE BOARD

### Notes:

1. Such 260,686,000 Shares represent 109,217,000 Shares directly held by Taichang Investment Limited, 101,114,000 Shares directly held by Tai Shun Holdings Ltd. and 50,355,000 Shares directly held by 51 Xinhua L.P.. Taichang Investment Limited and Tai Shun Holdings Ltd. both are wholly owned by Hong Kong Xinhua Investment Co., Limited (“**HK Xinhua**”), which is in turn wholly owned by Xinhua Zhongbao. Xinhua Zhongbao is deemed to be controlled by Zhejiang Xinhua Group Co., Ltd. (“**Zhejiang Xinhua**”) under the SFO. Therefore, under the SFO, each of HK Xinhua, Xinhua Zhongbao and Zhejiang Xinhua is deemed to be interested in the Shares in which each of Taichang Investment Limited and Tai Shun Holdings Ltd. is deemed to be interested. 51 Xinhua L.P. is wholly owned by Tai Yong Holdings Ltd. and Tai Yong Holdings Ltd. is wholly owned by HK Xinhua, which is in turn wholly owned by Xinhua Zhongbao. Therefore, under the SFO, each of Tai Yong Holdings Ltd., HK Xinhua, Xinhua Zhongbao and Zhejiang Xinhua is deemed to be interested in the Shares held by 51 Xinhua L.P. Zhejiang Xinhua is held as to 53.1% by Mr. Huang Wei, who is deemed to be interested in all the Shares interested by Zhejiang Xinhua.
2. Such 139,097,000 Shares represent 120,076,000 Shares held by Rising Sun Limited and 19,021,000 Shares under the voting proxy agreement but excluding the Shares held by 51 Stock Limited, 51 Award Limited and Subscriber B under the said agreement to avoid duplicate calculations (see Note 7).
3. Rising Sun Limited entered into a limited partnership agreement with Tai Yong Holdings Ltd. for the purpose of establishing 51 Xinhua L.P., and regulating the activities and operation of the partnership. Pursuant to the said agreement, Rising Sun Limited serves as the general partner and Tai Yong Holdings Ltd. serves as the limited partner. In addition, Rising Sun Limited has the power to exercise all voting rights on behalf of 51 Xinhua L.P. As 51 Xinhua L.P. is the beneficial owner of the 50,355,000 Shares, and by virtue of the SFO, Rising Sun Limited and Mr. Sun Haitao are deemed to be interested in the 50,355,000 Shares. Such Shares are included under the shareholding of the Xinhua Zhongbao Group in the table only to avoid duplicate calculations.
4. Such 153,736,000 Shares represent 95,328,000 Shares directly held by Subscriber B, 55,213,000 Shares directly held by Tiantu Xingbei Investments Limited Company and 3,195,000 Shares directly held by Tiantu China Consumer Fund I, LP. Subscriber B is wholly owned by Tiantu Advisory Company Limited, which is in turn wholly owned by Tian Tu Capital. Tiantu Xingbei Investments Limited Company is indirectly owned by Tian Tu Capital. Mr. Wang Yonghua holds approximately 40.35% shareholding interest in Tian Tu Capital. Therefore, under the SFO, Tiantu Advisory Company Limited is deemed to be interested in the Shares held by Subscriber B, and each of Tian Tu Capital and Mr. Wang Yonghua is deemed to be interested in the Shares held by Subscriber B and Tiantu Xingbei Investments Limited Company. Tiantu China Consumer Fund I, LP. is indirectly owned by Mr. Wang Yonghua, who is deemed to be interested in the Shares held by Tiantu China Consumer Fund I, LP.
5. Such 178,134,882 Shares represent 96,417,761 Shares directly held by 51 Award Limited and 81,717,121 Shares directly held by 51 Stock Limited. Both 51 Stock Limited and 51 Award Limited are wholly owned by TCT (BVI) Limited, which is in turn wholly owned by The Core Trust Company Limited. The Core Trust Company Limited is the trustee and each of 51 Stock Limited and 51 Award Limited is the nominee to administer the restricted share unit schemes of the Company. Each of 51 Stock Limited and 51 Award Limited holds the Shares underlying the said schemes granted by the Company for the benefit of eligible participants pursuant to the said schemes.
6. Rising Sun Limited, which is the beneficial owner of the 120,076,000 Shares, is wholly owned by Wukong Ltd. Wukong Ltd. is beneficially wholly owned by Wukong Trust, which was established by Mr. Sun Haitao as the settlor. TMF (Cayman) Ltd. is the trustee of Wukong Trust. Mr. Sun Haitao, as the beneficiary of Wukong Trust, is taken to be interested in those Shares.

## LETTER FROM THE BOARD

7. The Company entered into a voting proxy agreement with Rising Sun Limited, 51 Stock Limited (52,619,985 Shares), 51 Award Limited (78,171,751 Shares), Subscriber B (95,328,000 Shares), MSK XF Holding Ltd. (5,931,000 Shares), LF Alpha Ltd. (4,986,000 Shares) and Achieve Success Technology Development Limited (8,104,000 Shares). Pursuant to the said agreement, Rising Sun Limited is entitled to exercise, in its sole discretion, all the voting powers associated with the aggregate 245,140,736 Shares on behalf of the parties to the agreement on all matters submitted to a vote of Shareholders at any meeting of Shareholders. The Shares held by 51 Stock Limited, 51 Award Limited and Subscriber B under the voting proxy agreement are excluded from the above as they are included under the shareholdings of The Core Trust Company Limited and the Tiantu Group, respectively in the table to avoid duplicate calculations.
8. Amongst these Shares,
  - (i) Mr. Yang Yuzhi (resigned with effect from 31 July 2020) is the beneficial owner of 7,000,000 Shares; and
  - (ii) by virtue of the SFO, Ms. Zou Yunli is deemed to be interested in 200,000 Shares given that she is the spouse of Mr. Li Anxin who is the beneficial owner of the said Shares.

### SPECIFIC MANDATE

The Company will seek the Specific Mandate from the Independent Shareholders at the EGM to allot and issue the Subscription Shares.

### APPLICATION FOR LISTING

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares on the Stock Exchange.

### IMPLICATION UNDER THE LISTING RULES

The Subscriptions by the Connected Subscribers constitute connected transactions for the Company under Chapter 14A of the Listing Rules and are subject to the announcement, reporting and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company will seek the Independent Shareholders' approval, *inter alia*, for the Subscription Agreements entered into with the Connected Subscribers and the granting of the Specific Mandate at the EGM.

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders in respect of the terms of the Subscription Agreements entered into with the Connected Subscribers and the transactions contemplated thereunder (including the grant of the Specific Mandate).

Rainbow Capital has been appointed by the Company as the Independent Financial Adviser to advise and make recommendation to the Independent Board Committee and the Independent Shareholders in respect of, among other matters, the Subscriptions by the Connected Subscribers (including the grant of the Specific Mandate).



## LETTER FROM THE BOARD

### EGM

The EGM will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 24 August 2020 at 10:00 a.m.. The notice convening the EGM is set out on pages 45 to 48 of this circular. The proxy form has been sent to the Shareholders together with this circular.

Any Shareholder who is entitled to attend and vote at the EGM has the right to appoint one or more proxies to do so on behalf of himself/herself. The proxy need not be a Shareholder. In order to ensure validity, a completed proxy form and other authorization documents (if any) must be delivered to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. A Shareholder who has completed and delivered the proxy form can still attend the EGM and vote in person. All resolutions to be proposed at the EGM will be voted on by way of poll in accordance with the Listing Rules.

Each of Mr. Sun Haitao (the Chairman, Chief Executive Officer and an executive Director) and Ms. Zou Yunli (the non-executive Director) had abstained from voting on the Board resolutions approving the respective Subscriptions.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, save for the aggregate of 460,835,457 Shares which were held by the Xinhua Zhongbao Group (260,686,000 Shares), the Tiantu Group (153,736,000 Shares), Subscriber C (46,213,457 Shares) and Mr. Li Anxin (the spouse of Ms. Zou Yunli) (200,000 Shares), no other Shareholders are required to abstain from voting on the relevant resolution(s) at the EGM approving the respective Subscription Agreements and the transactions contemplated thereunder (including the grant of the Specific Mandate).

### RECOMMENDATIONS

The Directors (including the independent non-executive Directors who have taken advice from the Independent Financial Adviser, details of their views and opinions in respect of the terms of the Subscription Agreements entered into with the Connected Subscribers and the transactions contemplated thereunder (including the grant of the Specific Mandate) are further set out in the letter from the Independent Board Committee in this circular) consider that the terms of the Subscription Agreements are on normal commercial terms, in the interests of the Company and the Shareholders as a whole and are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the resolutions for approving the Subscription Agreements entered into with the Connected Subscribers and the transactions contemplated thereunder (including the grant of Specific Mandate) at the EGM.

Your attention is drawn to the advice of the Independent Board Committee set out in its letter on pages 16 to 17 in this circular, and the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Subscription Agreements entered into with the Connected Subscribers set out on pages 18 to 36 in this circular.



<b>LETTER FROM THE BOARD</b>
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**FURTHER INFORMATION**

Your attention is also drawn to the additional information as set out in the Appendix to this circular.

**WARNING NOTICE**

Shareholders and potential investors of the Company should be aware that the Completion is subject to a number of conditions under the respective Subscription Agreements being satisfied, including but not limited to the approval of the transactions contemplated under the Subscription Agreements as set out in this circular at the EGM by the Independent Shareholders, and consequently the Subscriptions may or may not proceed. Accordingly, Shareholders and potential investors of the Company are advised to exercise caution when they deal or contemplate dealing in the Shares or other securities (if any) of the Company.

Yours faithfully,

By order of the Board

**51 Credit Card Inc.**

**Sun Haitao**

*Chairman, Chief Executive Officer and Executive Director*

**51信用卡**  
**51 CREDIT CARD INC.**  
**51 信用卡有限公司**

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

**(Stock Code: 2051)**

3 August 2020

*To the Independent Shareholders*

Dear Sirs or Madams

**CONNECTED TRANSACTION INVOLVING  
SUBSCRIPTION OF NEW SHARES BY  
CONNECTED PERSONS**

We refer to the circular of the Company dated 3 August 2020 (the “**Circular**”) to the Shareholders, of which this letter forms part. Terms defined in the Circular have the same meanings in this letter unless the context otherwise requires.

In compliance with the Listing Rules, we have been appointed to advise the Independent Shareholders as to whether the terms of the Subscription Agreements entered into with the Connected Subscribers and the transactions contemplated thereunder (including the grant of Specific Mandate) are on normal commercial terms, in the interests of the Company and the Shareholders as a whole and are fair and reasonable so far as the Independent Shareholders are concerned. Rainbow Capital has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this regard. Details of, and the reasons for, the Subscription Agreements entered into with the Connected Subscribers (including the grant of Specific Mandate) are contained in the letter from the Board set out on pages 6 to 15 of the Circular.

We wish to draw your attention to the letter from the Board and the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders which contains its advice to us in respect of Subscription Agreements entered into with the Connected Subscribers and the transactions contemplated thereunder. Your attention is also drawn to the additional information set out in the Appendix to the Circular.

## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the terms of the Subscription Agreements entered into with the Connected Subscribers and the advice of the Independent Financial Adviser and the relevant information contained in the letter of the Board, we are of the opinion that the terms of the Subscription Agreements entered into with the Connected Subscribers and the transactions contemplated (including the grant of Specific Mandate), while not in the ordinary and usual course of business of the Group, are nonetheless on normal commercial terms, in the interests of the Company and the Shareholders as a whole and are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the relevant Subscription Agreements entered into with the Connected Subscribers and the transactions contemplated thereunder (including the grant of Specific Mandate).

Yours faithfully,  
The Independent Board Committee of  
**51 Credit Card Inc.**

**Mr. Wong Ti**  
*Independent non-executive  
Director*

**Mr. Ye Xiang**  
*Independent non-executive  
Director*

**Mr. Xu Xuchu**  
*Independent non-executive  
Director*

## LETTER FROM RAINBOW CAPITAL

*The following is the full text of a letter of advice from Rainbow Capital, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscriptions by the Connected Subscribers and the transactions contemplated thereunder (including the grant of the Specific Mandate), which has been prepared for the purpose of incorporation in this circular.*



3 August 2020

*To the Independent Board Committee and  
the Independent Shareholders*

Dear Sir or Madam,

### **CONNECTED TRANSACTIONS INVOLVING SUBSCRIPTION OF NEW SHARES BY CONNECTED PERSON UNDER SPECIFIC MANDATE**

#### **INTRODUCTION**

We refer to our appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the subscriptions of the new Shares by the Connected Subscribers pursuant to the respective Subscription Agreements both dated 13 July 2020 (the “**Connected Subscription Agreements**”). Details of the Connected Subscription Agreements and the transactions contemplated thereunder (including the grant of the Specific Mandate) (the “**Proposed Transactions**”) are set out in the “Letter from the Board” (the “**Letter from the Board**”) contained in the circular issued by the Company to the Shareholders dated 3 August 2020 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

## LETTER FROM RAINBOW CAPITAL

Amongst the Subscribers, Subscriber A is ultimately beneficially owned by Mr. Huang Wei, who is a substantial Shareholder interested in approximately 21.88% of the total number of issued Shares as at the Latest Practicable Date. Subscriber B is ultimately beneficially owned by Mr. Wang Yonghua, who is a substantial Shareholder interested in approximately 12.90% of the total number of issued Shares as at the Latest Practicable Date. Besides, Ms. Zou Yunli, being the non-executive Director, is also one of the directors of Tian Tu Capital, being the indirect shareholder of Subscriber B. Accordingly, Subscriber A and Subscriber B are connected persons of the Company under the Listing Rules. The subscriptions by Subscriber A and Subscriber B constitute connected transactions for the Company under Chapter 14A of the Listing Rules, and are subject to the announcement, reporting and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Save for the aggregate of 460,835,457 Shares which were held by the Xinhua Zhongbao Group (260,686,000 Shares), the Tiantu Group (153,736,000 Shares), Subscriber C (46,213,457 Shares) and Mr. Li Anxin (the spouse of Ms. Zou Yunli) (200,000 Shares), no other Shareholders are required to abstain from voting on the relevant resolution(s) at the EGM approving the respective Connected Subscription Agreements and the Proposed Transactions.

The Independent Board Committee, comprising all independent non-executive Directors, namely Mr. Wong Ti, Mr. Ye Xiang and Mr. Xu Xuchu, has been formed to advise the Independent Shareholders in respect of the terms of the Connected Subscription Agreements and the Proposed Transactions. We, Rainbow Capital, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

As at the Latest Practicable Date, we did not have any relationships or interests with the Group or the Subscribers, or their respective substantial shareholder(s) or connected person(s), as defined under the Listing Rules that could reasonably be regarded as relevant to our independence. In the last two years, Rainbow Capital has acted as an independent financial adviser to the independent board committee and independent shareholders of the Company in relation to a connected transaction of the Group (details of which were set out in the circular of the Company dated 11 May 2020). The past engagement was limited to providing independent advisory services to the independent board committee and independent shareholders of the Company pursuant to the Listing Rules. Under the past engagement, Rainbow Capital received normal professional fees from the Company. Apart from the normal professional fees paid or payable to us in connection with this appointment as the Independent Financial Adviser, no arrangements exist whereby we had received any fees or benefits from the Group or the Subscribers, or their respective substantial shareholder(s) or connected person(s), as defined under the Listing Rules. Accordingly, we are qualified to give independent advice on the terms of the Connected Subscription Agreements and the Proposed Transactions.

## LETTER FROM RAINBOW CAPITAL

### **BASIS OF OUR OPINION**

In formulating our opinion and advice, we have relied on (i) the information and facts contained or referred to in the Circular; (ii) the information supplied by the Group and its advisers; (iii) the opinions expressed by and the representations of the Directors and the management of the Group; and (iv) our review of the relevant public information. We have assumed that all the information provided and representations and opinions expressed to us or contained or referred to in the Circular were true, accurate and complete in all respects as at the date thereof and may be relied upon. We have also assumed that all statements contained and representations made or referred to in the Circular are true at the time they were made and continue to be true as at the Latest Practicable Date and all such statements of belief, opinions and intentions of the Directors and the management of the Group and those as set out or referred to in the Circular were reasonably made after due and careful enquiry. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the management of the Group. We have also sought and received confirmation from the Directors that no material facts have been withheld or omitted from the information provided and referred to in the Circular and that all information or representations provided to us by the Directors and the management of the Group are true, accurate, complete and not misleading in all respects at the time they were made and continued to be so until the date of the Circular.

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information provided, representations made or opinion expressed by the Directors and the management of the Group, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of the Group, or any of its respective substantial shareholders, subsidiaries or associates.

### **PRINCIPAL FACTORS AND REASONS CONSIDERED**

In considering whether the Connected Subscription Agreements and the Proposed Transactions are fair and reasonable in so far as the Independent Shareholders are concerned, we have taken into account the principal factors and reasons set out below:

#### **1. Business and financial performance of the Group**

The Group is principally engaged in the operation of an online credit card management platform in the PRC, namely 51 Credit Card Manager App. Launched in 2012, the Group operates the first online credit card management platform in the PRC offering services such as managing multiple credit cards across different issuing banks, new credit card application and credit card bill repayment facilitation. The Shares have been listed on the Stock Exchange in July 2018. As at the Latest Practicable Date, the Company had a market capitalisation of approximately HK\$893.7 million.

## LETTER FROM RAINBOW CAPITAL

The following table summarises the financial information of the Group for the years ended 31 December 2017, 2018 and 2019 as extracted from the annual reports of the Company for the year ended 31 December 2018 and 2019 (the “**2018 Annual Report**” and the “**2019 Annual Report**”), respectively:

	<b>2017</b>	<b>2018</b>	<b>2019</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(audited)	(audited)	(audited)
<b>Revenue</b>	<b>2,268,580</b>	<b>2,811,994</b>	<b>2,045,393</b>
– Credit facilitation and service fee	1,627,324	2,055,531	1,173,082
– Referral service fee	189,327	203,061	289,146
– Credit card technology service fee	140,382	255,676	152,261
– Other revenue	311,547	297,726	430,904
<b>Operating expenses</b>	<b>(1,562,901)</b>	<b>(2,746,363)</b>	<b>(3,370,689)</b>
– Origination and servicing expenses	(516,904)	(758,314)	(870,463)
– Sales and marketing expenses	(614,406)	(618,153)	(454,219)
– General and administrative expenses	(182,144)	(411,323)	(291,711)
– Research and development expenses	(261,378)	(328,634)	(194,815)
– Other (losses)/gains, net	11,931	(629,939)	(1,559,481)
<b>Operating (loss)/profit</b>	<b>705,679</b>	<b>65,631</b>	<b>(1,325,296)</b>
<i>Fair value gain/(loss) of preferred shares</i>	<i>(2,260,930)</i>	<i>1,942,221</i>	<i>–</i>
(Loss)/profit before tax	(1,362,032)	2,080,624	(1,287,405)
(Loss)/profit for the year	(1,378,471)	2,168,767	(1,111,043)
	<b>2017</b>	<b>2018</b>	<b>2019</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(audited)	(audited)	(audited)
Non-current assets	1,929,218	2,070,969	1,754,140
Current assets	5,795,824	5,461,229	3,986,286
Current liabilities	3,928,256	3,213,088	2,873,963
Non-current liabilities	8,378,342	772,854	312,105
Net current assets	1,867,568	2,248,141	1,112,323
Net assets/(deficit)	(4,581,556)	3,546,256	2,554,358

## LETTER FROM RAINBOW CAPITAL

### *For the years ended 31 December 2018 and 2019*

For the year ended 31 December 2019, revenue of the Group was approximately RMB2,045.4 million, representing a decrease of approximately 27.3% as compared with the revenue of approximately RMB2,812.0 million for the year ended 31 December 2018. Such decrease was mainly attributable to the decrease in revenue generated from (i) the credit facilitation business by approximately 42.9% from approximately RMB2,055.5 million to approximately RMB1,173.1 million, primarily due to the reduction in credit facilitation scale resulting from stricter regulatory notices and guidance on peer to peer (“P2P”) and debt-collection industries by the PRC government, leading to the stoppage of new facilitations of P2P funds and shorter average loan size and average loan tenure in 2019 as compared to the previous year and (ii) the credit card technology service business by approximately 40.4% from approximately RMB255.7 million to approximately RMB152.3 million, primarily attributable to the decrease in both the number of credit cards issued through the Group and the business volume of technology services rendered through co-branding credit cards, resulting from the adoption of more stringent measures with credit card issuance by the partnering banks of the Group in view of the fluctuations in the macro environment in 2019. The aforesaid decrease in revenue was partially offset by the slight increase of the other two business segments of the Group, being the (i) referral service business, which increased from approximately RMB203.1 million to approximately RMB289.1 million, primarily driven by the increase in business volume as a result of enhanced efficiency and increased users’ demand and (ii) other revenue, which increased from approximately RMB297.7 million to approximately RMB430.9 million, primarily attributable to the increase in payment service fees due to the increase in business volume of payment channel services.

For the year ended 31 December 2019, the Group recorded loss attributable to owners of the Group of approximately RMB1,111.0 million, as compared to profit attributable to owners of the Group of approximately RMB2,168.8 million in the previous year, primarily attributable to (i) the increase in operating expenses by approximately RMB624.3 million, mainly resulting from (a) the increases in other losses of approximately RMB929.5 million driven by the fair value loss of financial assets at fair value through profit or loss in 2019 of approximately RMB137.3 million whereas no such amount was incurred in the previous year and (b) the increase in the quality assurance fund loss by approximately RMB512.6 million as a result of the fluctuations in the industry in 2019; (ii) the fair value gain of preferred shares of approximately RMB1,942.2 million in 2018, which was not replicated in 2019 and (iii) the decrease in credit facilitation and service fee by approximately RMB882.4 million due to the smaller scale of credit product facilitation and shorter average tenure in 2019 as compared to the previous year as aforementioned.

As at 31 December 2019, the Group recorded net current assets of approximately RMB1,112.3 million and net assets of approximately RMB2,554.4 million, respectively.



## LETTER FROM RAINBOW CAPITAL

### *For the years ended 31 December 2017 and 2018*

For the year ended 31 December 2018, revenue of the Group was approximately RMB2,812.0 million, representing an increase of approximately 24.0% compared with the revenue of approximately RMB2,268.6 million for the year ended 31 December 2017. Such increase was mainly attributable to the general increase in revenue generated from (i) the credit facilitation business by approximately 26.3% from approximately RMB1,627.3 million to approximately RMB2,055.5 million, primarily due to the Group's focus on serving more credit card customers while maintaining the borrowers' overall borrowing cost at a stable level, leading to an increase in the volume of loan facilitated to credit card holders; (ii) the credit card technology service business by approximately 82.1% from approximately RMB140.4 million to approximately RMB255.7 million, primarily attributable to the increase in both the number of credit cards issued through the Group and the business volume of technology services rendered through co-branding credit cards and (iii) the referral service business by approximately 7.3% from approximately RMB189.3 million to approximately RMB203.1 million, primarily driven by the increase in the total volume of loans the Group referred to third party business partners.

For the year ended 31 December 2018, the Group recorded profit attributable to owners of the Group of approximately RMB2,168.8 million, as compared to loss attributable to owners of the Group of approximately RMB1,378.5 million in the previous year, primarily attributable to the fair value gain of preferred shares of approximately RMB1,942.2 million in 2018, as compared to the fair value loss of the same of approximately RMB2,260.9 million in the previous year. If such balance was not taken into consideration, the operating profit of the Group for the year ended 31 December 2018 was approximately RMB65.6 million, representing a decrease of approximately RMB640.0 million as compared with that for the year ended 31 December 2017. As disclosed in the 2018 Annual Report, such decrease in operating profit was mainly attributable to the overall increase in operating expenses for the year ended 31 December 2018, primarily attributable to the increase in (i) origination and servicing expenses of approximately RMB241.4 million because of the increase in external technical service fee due to increased demand for third party services such as loan collection services and credit risk assessment services; (ii) general and administrative expenses of approximately RMB229.2 million due to the increase in share based compensation expenses and listing expenses and (iii) research and development expenses of approximately RMB67.2 million primarily due to the increase in headcount for the Group's research and development team to strengthen its technology capabilities.

As at 31 December 2018, the Group recorded net current assets of approximately RMB2,248.1 million and net assets of approximately RMB3,546.3 million, respectively.

## LETTER FROM RAINBOW CAPITAL

### ***Overall comment***

The Group's business operation has been deteriorating for the years under review, as seen from the worsening operating results which was demonstrated by the adverse change of operating loss for the year ended 31 December 2019 and the decreasing operating profit in the previous two years.

As mentioned in the 2019 Annual Report, the Group's business results and liquidity position have been and likely will continue to be adversely affected by the stricter regulatory notices and guidance on P2P and debt-collection industries by the PRC government, which inevitably leads to the Group's overall exiting and transformation of the P2P business in 2020.

As mentioned in the 2019 Annual Report, given the outbreak of the novel coronavirus in early 2020 and the fluctuation of overall economy, the Group's business operation and the personal consumption credit market may be impacted as a result. Against this backdrop, the Group has become more cautious in managing its liquidity risk by maintaining adequate cash reserves and banking facilities. As such, the Group intends to retain its current financial resources to better manage risk. Despite facing such challenging business environment, the Group has been striving to further enrich its product and service offerings to its users to achieve sustainable development. Accordingly, we consider it preferable for the Group to consider raising additional funds in order to enhance the working capital of the Group.

### **2. Reasons for and benefits of the Subscriptions and use of proceeds**

As disclosed in the Letter from the Board, the Company currently intends to use the net proceeds from the Subscriptions as to approximately 50% for salary and welfare, as to approximately 30% for expansion of customer base, as to approximately 10% for enhancement of its collection capabilities, and as to the remaining approximately 10% for working capital and other general corporate purpose, respectively. The maximum gross proceeds and the net proceeds from the Subscriptions (after deducting related professional fees and expenses) are approximately HK\$100 million and HK\$99.4 million, respectively. The Directors consider that the Subscriptions will provide opportunities to raise further capital for the Company and broaden the capital base of the Company.

As discussed with the management of the Group, the Company has considered other alternative financing methods instead of the Subscriptions, including debt and other equity financing methods such as rights issue or open offer to existing Shareholders. As stated in the Letter from the Board, a sufficient amount of capital is required to maintain the Group's working capital for its business operation, in order to uphold its competitiveness in the ever-changing financial technology sector. Taking into account the Group's worsening operating results for the three years ended 31 December 2019, it is considered to be particularly beneficial to the Group in bringing the Subscribers which are familiar with the business operation of the Group in order to foster long-term business growth, which cannot readily be achieved through debt financing, rights issue or open offer.

## LETTER FROM RAINBOW CAPITAL

Based on the latest information available to us, the Subscribers are principally engaged in, among others, the finance and equity investment business, financial technology and high-tech investment businesses. Coupled with the fact that the Subscribers/Subscribers' group are the existing Shareholders (directly or indirectly), the Directors consider that the Subscriptions reflect their confidence and commitment towards the long-term and sustainable development of the Company. In this context, we concur with the Directors' view that the Subscriptions are expected to promote the ongoing development of the Company.

Taking into account that (i) the tightening operating environment as evidenced by the worsening operating performance of the Group, the cessation of new facilitations of P2P funds as well as the shorter average loan size and average loan tenure in 2019 as compared to the previous year; (ii) the Group's intention to retain its current financial resources for its operation given the outbreak of the novel coronavirus in early 2020 and the fluctuation of overall economy as mentioned in the section above headed "1. Business and financial performance of the Group"; (iii) the Subscriptions will strengthen the capital base of the Group, which is expected to enhance the working capital of the Group and (iv) the continuing support of the existing Shareholders is crucial to ensure the business stability and long-term development of the Group, we are of the view that the Subscriptions (including the granting of the Specific Mandate) are justifiable and fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

### **3. Principal terms of the Subscriptions**

On 13 July 2020, the Company, Subscriber A, Subscriber B and Subscriber C entered into the respective Subscription Agreements. For details of the terms of the respective Subscription Agreements, please refer to the section headed "The Subscription Agreements" in the Letter from the Board. Set out below are the principal terms of the Subscriptions:

#### ***(i) Subscription Shares***

Each of Subscriber A, Subscriber B and Subscriber C has conditionally agreed to subscribe for 66,666,666, 33,333,334 and 66,666,666 Subscription Shares, respectively.

The aggregate 166,666,666 Subscription Shares (with an aggregate nominal value of approximately US\$1,666.67), represent (i) approximately 13.99% of the existing total number of issued Shares as at the Latest Practicable Date and (ii) approximately 12.27% of the total number of issued Shares as enlarged only by the allotment and issue of the Subscription Shares and assuming that there will be no further change in the total number of issued Shares between the Latest Practicable Date and the date of Completion.

## LETTER FROM RAINBOW CAPITAL

### **(ii) Conditions Precedent of the Completion**

Completion of each of the Subscription is conditional upon:

- (i) approval of the respective Subscription Agreements and the Specific Mandate to issue the Subscription Shares by the Independent Shareholders at the EGM;
- (ii) the Listing Committee having granted approval for the listing of, and permission to deal in, the Subscription Shares; and
- (iii) the respective Subscribers will not be required to make a general offer pursuant to Rule 26.1 of the Takeovers Code as a result of the Subscriptions.

In the event that the conditions to the Subscriptions are not fulfilled within six (6) months from the date of the Subscription Agreements (or such later date as may be agreed between the relevant parties), the respective Subscription Agreement(s) and all rights and obligations thereunder will cease and terminate.

### **(iii) Subscription Price**

The Subscription Price of HK\$0.6 per Subscription Share was arrived at after arm's length negotiation between the Company and the Subscribers with reference to the prevailing market price of the Shares and the recent market conditions.

### **(iv) Ranking**

The Subscription Shares shall be duly authorised and issued as fully paid, and rank *pari passu* in all respects among themselves and with all other Shares in issue on the date of Completion and be entitled to all dividends and distributions attached to the Shares on or after the date of Completion.

### **(v) Completion**

Completion is expected to take place within five (5) Business Days after all of the above conditions have been fulfilled (or such other date as the Company and the respective Subscriber(s) may agree in writing).

As at the Latest Practicable Date, none of the above condition precedents had been fulfilled.

## LETTER FROM RAINBOW CAPITAL

### 4. Assessment on the principal terms of the Subscriptions

#### *(i) Subscription Price*

The Subscription Price of HK\$0.6 per Subscription Share represents:

- (i) a discount of approximately 24.05% to the closing price of HK\$0.79 per Share as quoted on the Stock Exchange on 13 July 2020 (the “**Last Trading Day**”), being the date of the Subscription Agreements;
- (ii) a discount of approximately 1.64% to the average closing price of approximately HK\$0.61 per Share as quoted on the Stock Exchange for the last five (5) trading days immediately prior to the Last Trading Day;
- (iii) a premium of approximately 20.00% over the average closing price of approximately HK\$0.50 per Share as quoted on the Stock Exchange for the last thirty (30) trading days immediately prior to the Last Trading Day;
- (iv) a discount of 20.00% to the closing price of HK\$0.75 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (v) a discount of approximately 74.90% to the audited consolidated net asset value of approximately RMB2.14 (equivalent to approximately HK\$2.39) per Share as at 31 December 2019 (based on the audited consolidated statement of financial position of the Company as at 31 December 2019 and the total number of Shares in issue as at the Latest Practicable Date).

#### *(a) Comparison with historical closing prices of the Share*

In order to assess the fairness and reasonableness of the Subscription Price, we have performed a review on the daily closing price of the Shares from 1 January 2020 up to and including the Last Trading Day (the “**Review Period**”), being a period of approximately six months up to and including the Last Trading Day and compared with the Subscription Price. We consider the Review Period is adequate to reflect the general market sentiment primarily caused by the outbreak of the novel coronavirus in early 2020 and illustrates the general trend and level of movement of the daily closing price of the Shares.

## LETTER FROM RAINBOW CAPITAL



*Source: Bloomberg*

As illustrated in the table above, the closing price per Share ranged from HK\$0.445 to HK\$1.59 during the Review Period. As such, the Subscription Price of HK\$0.6 per Subscription Share represents a premium of approximately 34.83% over the lowest closing price of HK\$0.445 and a discount of approximately 62.26% to the highest closing price of HK\$1.59. The Subscription Price was generally lower than the closing price of the Shares from 1 January 2020 to 22 April 2020 during the Review Period and the Share prices declined afterwards at around the Subscription Price and showing a generally downward trend in the following trading days (i.e. from 23 April 2020 to 8 July 2020) with the closing price per Share ranging from approximately HK\$0.445 to HK\$0.57. The Share prices then increased slightly towards the end of the Review Period resulting in a closing price per Share of approximately HK\$0.79 up to the Last Trading Day.

Despite that the Subscription Price was generally lower than the closing price of the Shares during the Review Period, it is noted that the Subscription Price (i) falls within the range of the closing price per Share during the Review Period; (ii) represents a premium ranging from approximately 5.26% to 34.83% over the recent closing prices of the Shares from 23 April 2020 to 8 July 2020 during the Review Period; and (iii) represents a discount of approximately 28.57% to the average closing price of the Shares during the Review Period.

***(b) Comparison with recent subscriptions of new shares exercises under specific mandate***

As part of our analysis, we have further reviewed the recent subscriptions of new shares exercises under specific mandate for cash by companies listed on the Stock Exchange (the “**Comparables**”) as announced from 1 January 2020 up to 13 July 2020, being a period of approximate six months up to and including the Last Trading Day (excluding any transactions involving other aspects that may materially affect pricing such as restructuring). Based on our

## LETTER FROM RAINBOW CAPITAL

review, we identified an exhaustive list of 12 Comparables, which we consider fair and representative samples in view of the similarity of the nature of the subscriptions of new shares exercises. Since the list of Comparables is for the purpose of providing reference for the recent market practice in relation to the determination of subscription prices under similar market conditions prior to the date of the Subscription Agreements, we consider that the Comparables during the Review Period would reflect the market trend of the subscriptions of new shares under specific mandate prior to the date of the Subscription Agreements. Accordingly, we consider that a review period of approximately six months is sufficient and appropriate.

## LETTER FROM RAINBOW CAPITAL

Shareholders should note that the businesses, operations and prospects of the Group, as well as the subscription size and use of proceeds of the Subscriptions may not be the same as, or even substantially vary from that of the Comparables, and we have not conducted any detailed investigation into the respective businesses and operations of the Comparables. Set out below is the summary of the Comparables:

**Table 1: The summary of the Comparables**

Company name (stock code)	Date of announcement	Premium/(discount) of the issue price over/to closing price per share on the last trading day prior to or on the date of agreement in relation to the respective subscription of new shares (%)	Premium/(discount) of the issue price over/to closing price per share for the last five consecutive trading days prior to or including the date of agreement (%)	Premium/(discount) of the issue price over/to closing price per share for the last 30 consecutive trading days prior to the date of agreement (%) (Note 1)	Subscription size relative to the then issued capital prior to respective subscription of new shares (%)	Connected transaction involved	Use of proceeds
China Jinmao Holdings Group Limited (817.HK)	6 July 2020	(6.56)	(0.56)	2.47	2.97	Yes	(i) Land bidding; (ii) debt repayment; and (iii) general working capital of the group
IR Resources Limited (8186.HK)	28 April 2020	(39.1)	(41.70)	(49.23)	40.57	Yes	The group's business development and general working capital purposes (such as general corporate and administrative expenses)
Binhai Investment Company Limited (2886.HK)	23 April 2020	0	5.56	9.92	15.13	Yes	General working capital of the group and repayment of the group's loan
China Saite Group Company Limited (153.HK)	20 April 2020	(18.70)	3.30	2.88	23.17	No	General working capital of the group and for the future development of the group's business
AsiaInfo Technologies Limited (1675.HK)	14 April 2020	(27.60)	(26.40)	(21.50)	25.00	No	(i) the group's research and development on new products and new technologies; (ii) investment or acquisition of assets and businesses that are complementary to the group's business and consistent with the group's development strategy; and (iii) general working capital of the group
Creative China Holdings Limited (8368.HK)	9 April 2020	8.91	6.80	18.79	5.75	Yes	(i) Settlement of account payable; and (ii) settlement of loan



# LETTER FROM RAINBOW CAPITAL

Company name (stock code)	Date of announcement	Premium/(discount) of the issue price over/to closing price per share on the last trading day prior to or on the date of agreement in relation to the respective subscription of new shares (%)	Premium/(discount) of the issue price over/to closing price per share for the last five consecutive trading days prior to or including the date of agreement (%)	Premium/(discount) of the issue price over/to closing price per share for the last 30 consecutive trading days prior to the date of agreement (%) (Note 1)	Subscription size relative to the then issued capital prior to respective subscription of new shares (%)	Connected transaction involved	Use of proceeds
VCREDIT Holdings Limited (2003.HK)	5 April 2020	3.29	4.60	7.89	120.19	No	(i) Provide funding for the company's existing consumer finance business; (b) increase the registered capital of the company's subsidiaries; (c) cover the cost of repurchasing the senior notes; and (d) general working capital
Gemini Investments (Holdings) Limited (174.HK)	3 April 2020	81.80	98.00	89.51	20.00	Yes	Capture any upcoming good investment opportunities and as general working capital of the company
Sinopharm Tech Holdings Limited (8156.HK)	2 April 2020	(12.28)	(15.25)	(25.29)	19.47	Yes	(i) Development and expansion of the existing lottery-related and internet plus services business; (ii) development and expansion of the existing mask production business of the group; (iii) repayment of debt; and (iv) general working capital of the group
Asia Energy Logistics Group Limited (351.HK)	27 March 2020	(3.03)	(6.98)	(42.78)	221.79	No	(i) Repayment of the GIC CB, the 2018 CB and the 2019 CB; (ii) general working capital of the group; and (iii) for further acquisition of vessel and/or potential business development as the company has been actively looking for other new business opportunities from time to time
China Finance Investment Holdings Limited (875.HK)	6 February 2020	(31.60)	(33.90)	(30.88)	200.00	Yes	(i) Repay outstanding indebtedness arising from the defaulted CB; (ii) repay the indebtedness of the group due to Mr. Lin Yuhao; (iii) expand the existing agricultural business of the group in the Guangdong province in the PRC; and (iv) general working capital of the group

# LETTER FROM RAINBOW CAPITAL

Company name (stock code)	Date of announcement	Premium/(discount) of the issue price over/to closing price per share on the last trading day prior to or on the date of agreement in relation to the respective subscription of new shares	Premium/(discount) of the issue price over/to closing price per share for the last five consecutive trading days prior to or including the date of agreement	Premium/(discount) of the issue price over/to closing price per share for the last 30 consecutive trading days prior to the date of agreement	Subscription size relative to the then issued capital prior to respective subscription of new shares	Connected transaction involved	Use of proceeds
		(%)	(%)	(%) (Note 1)			
CT Vision (International) Holdings Limited (994.HK)	22 January 2020	(21.57)	(21.41)	(25.65)	12.58	Yes	(i) Provision of construction service; (ii) development of business in relation to renewable energy; and (iii) general working capital of the group
	Max	81.80	98.00	89.51			
	Min	(39.10)	(41.70)	(49.23)			
	Median	(6.56)	(3.77)	(9.52)			
	Mean	(3.19)	(2.33)	(5.32)			
The Company		(24.05)	(1.64)	20.00			

*Note:*

1. The respective figures are calculated by using the respective closing prices per share for the last 30 consecutive trading days prior to the date of agreement divided by the respective subscription prices for illustrative purpose only.

Among the Comparables, we noted from the above table that the subscription prices of the Comparables:

- (i) ranged from a discount of approximately 39.10% to a premium of approximately 81.80% to/over the respective closing prices of their shares on the date of the last trading day prior to the date of the corresponding announcement of the Comparables (the “**Discount/Premium Market Range**”), with an average of a discount of approximately 3.19% (the “**Market Average**”) and a median of a discount of approximately 6.56% (the “**Market Median**”);
- (ii) ranged from a discount of approximately 41.70% to a premium of approximately 98.00% to/over the respective closing prices of their shares for the last five trading days prior to the date of the corresponding announcement of the Comparables (the “**5 Days Discount/Premium Market Range**”), with an average of a discount of approximately 2.33% (the “**5 Days Market Average**”) and a median of a discount of approximately 3.77% (the “**5 Days Market Median**”); and

## LETTER FROM RAINBOW CAPITAL

- (iii) ranged from a discount of approximately 49.23% to a premium of approximately 89.51% to/over the respective closing prices of their shares on the date for the last thirty trading days prior to the date of the corresponding announcement of the Comparables (the “**30 Days Discount/Premium Market Range**”), with an average of a discount of approximately 5.32% (the “**30 Days Market Average**”) and a median of a discount of approximately 9.52% (the “**30 Days Market Median**”);

As such, the Subscription Price, which represents (a) a discount of approximately 24.05% to the closing price of the Shares on the Last Trading Day; (b) a discount of approximately 1.64% to the average closing price for the last five trading days immediately prior to the Last Trading Day; and (c) a premium of approximately 20.0% over the average closing price for the last thirty trading days immediately prior to the Last Trading Day are:

- (i) within the Discount/Premium Market Range, 5 Days Discount/Premium Market Range and 30 Days Discount/Premium Market Range, as well as close to the 5 Days Market Average and 5 Days Market Median, respectively; and
- (ii) above the Market Average and Market Median, and represents a premium over the 30 Days Market Average and 30 Days Market Median.

We note that the range of the Discount/Premium Range, the 5 Days Discount/Premium Range and the 30 Days Discount/Premium Range are wide. This might be due to specific circumstances facing each of the Comparables. Despite such wide ranges, having considered that the Subscription Price is within the range of the Discount/Premium Range, the 5 Days Discount/Premium Range and the 30 Days Discount/Premium Range, we are of the view that the Subscription Price is in line with the prevailing market sentiment.

Although the above analysis relating to Comparables may not be useful as a direct reference to the fairness and reasonableness of the terms of the Connected Subscription Agreements due to the wide ranges of the Discount/Premium Range, the 5 Days Discount/Premium Range and the 30 Days Discount/Premium Range, given that (i) the Comparables are considered for the purpose of taking a general reference for the recent market practice in relation to subscriptions of new shares exercises under the recent market conditions and sentiment and (ii) the Comparables were objectively selected with new shares subscriptions issued under specific mandates during the Review Period, which in our opinion, represent a comprehensive assessment of the recent market trends for similar transactions conducted by other issuers listed on the Stock Exchange, we consider it is fair and reasonable to compare the respective discounts/premiums between each of the Comparables and that of the Subscriptions as part of our assessment of the principal terms of the Subscriptions. It should be noted that, in forming our opinion, we have considered the results of the above analysis together with all other factors stated in this letter as a whole.

## LETTER FROM RAINBOW CAPITAL

Given (i) the terms of the respective Connected Subscription Agreements are the same as the terms of the subscription by Subscriber C which are Independent Third Party; (ii) the Subscription Price falls within the range of the closing price per Share during the Review Period as well as the ranges of the Discount/Premium Range, the 5 Days Discount/Premium Range and the 30 Days Discount/Premium Range of the Comparables and (iii) the reasons for and benefits of the Subscriptions as described above, overall speaking, we consider the terms of the Connected Subscription Agreements to be justifiable.

### **5. Possible dilution effect on the shareholding interest of the public Shareholders**

As stated in the Letter from the Board, the shareholding interests of the other public Shareholders would be diluted by approximately 4.18 percentage points as a result of the Subscriptions. Taking into account the reasons for and benefits of the Subscriptions as mentioned in the section above headed “2. Reasons for and benefits of the Subscriptions and use of proceeds”, we are of the view that the said level of dilution to the shareholding interests of the public Shareholders as a result of the Subscriptions is acceptable.

### **6. Financial effects of the Subscriptions**

#### ***(a) Net asset value attributable to the Shareholders***

Following the completion of the Subscriptions, a total of 166,666,666 Shares will be issued by the Company as the Subscription Shares and the Company will receive the subscription money in cash. Accordingly, the net asset value of the Group is expected to increase to the extent of the portion of the subscription money by the issue of the Subscription Shares. Accordingly, it is expected that the net asset value of the Group will be increased by approximately the same amount as the net proceeds, i.e. approximately HK\$99.4 million, from the Subscriptions.

After taking into account the aforesaid increase in net asset value and the number of Shares, the net asset value per Share, however, is expected to slightly decrease by approximately 9.2% to approximately HK\$2.17 per Share as compared to the net asset value per Share of approximately HK\$2.39 per Share as at 31 December 2019. In light of the reasons for and benefits of the Subscriptions as mentioned in the section above headed “2. Reasons for and benefits of the Subscriptions and use of proceeds”, we consider such slight reduction of the net asset value per Share is justifiable. Accordingly, the Independent Shareholders’ interest with reference to the net asset value per Share, is not expected to be materially affected as a result of the Subscriptions.

## LETTER FROM RAINBOW CAPITAL

### ***(b) Gearing and liquidity position***

Immediately after the completion of the Subscriptions, based on the total asset value of the Group of approximately RMB5,740.4 million as at 31 December 2019 (equivalent to approximately HK\$6,408.3 million based on an exchange rate of HK\$1 to RMB0.89578 as at 31 December 2019 for illustrative purpose) and the net proceeds of the Subscriptions of approximately HK\$99.4 million, the gearing ratio of the Group, calculated as total borrowings divided by total assets, would have remained at approximately 2.9%, which does not change materially as compared to approximately 2.94% as at 31 December 2019. The net proceeds obtained from the Subscriptions is expected to improve the liquidity position of the Group in order to carry out the ongoing business and future development of the Group.

It should be noted that the aforementioned analyses are for illustrative purpose only and does not purport to represent how the financial position of the Company following the Subscriptions.

### **OPINION AND RECOMMENDATION**

In arriving at our opinion and recommendation in respect of the terms of the Connected Subscription Agreements and the Proposed Transactions, we have considered the principal factors and reasons as discussed above and in particular the following (which should be read in conjunction with and interpreted in the full context of this letter):

- the business environment of the Group has been tightening, in light of the worsening operating results of the Group for the past three years and the stricter regulatory notices and guidance on P2P and debt-collection industries promulgated by the PRC government, which is likely to be compounded by the outbreak of the novel coronavirus in early 2020;
- the Subscriptions is a suitable source of financing as compared to other fund-raising alternatives, such as debt and other equity financing methods (e.g. rights issue or open offer to existing Shareholders), as discussed under section above headed “2. Reasons for and benefit of the Subscriptions and use of proceeds”;
- the Subscriptions will strengthen the capital base of the Group, which is expected to enhance the working capital of the Group in light of the challenging operating environment;
- the Subscriptions are considered to foster long-term and sustainable development of the Group, particularly given the fact that the Subscribers/Subscribers’ group are the existing Shareholders (directly or indirectly);
- the Subscription Price falls within the range of the closing price per Share during the Review Period as well as the ranges of the Discount/Premium Range, the 5 Days Discount/Premium Range and the 30 Days Discount/Premium Range of the Comparables; and

## LETTER FROM RAINBOW CAPITAL

- the Subscriptions are not expected to have any material adverse financial impact on the Group.

Based on the above, we consider that the Connected Subscription Agreements and the Proposed Transactions are on normal commercial terms which are fair and reasonable so far as the Independent Shareholders are concerned. We also consider that the entering into of the Connected Subscription Agreements, while not in the ordinary and usual course of business of the Company, is nevertheless in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the EGM to approve the respective Connected Subscription Agreements and the Proposed Transactions.

Yours faithfully,  
For and on behalf of  
**Rainbow Capital (HK) Limited**  
**Danny Leung**  
*Managing Director*

*Mr. Danny Leung is a licensed person and a responsible officer of Rainbow Capital (HK) Limited registered with the Securities and Futures Commission to carry out type 6 (advising on corporate finance) regulated activity under the SFO. He has over ten years of experience in the corporate finance industry.*

## 1. RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm to the best of their knowledge and belief that the information contained in this circular 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 circular misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors' and chief executives' interests in the Company and its associated corporations

Save as disclosed below, as at the Latest Practicable Date, none of the Directors and chief executives of the Company or their respective associates had any interest or short position in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules:

#### *The Company*

Name of Directors	Capacity and nature of interest	Number of Shares	Approximate percentage of issued Shares <sup>(1)</sup>
Mr. Sun Haitao	Founder of a discretionary trust, who can affect trustee how to exercise discretionary trust	120,076,000 <sup>(2)</sup>	10.08%
	Others	50,355,000 <sup>(3)</sup>	4.23%
	Others	245,140,736 <sup>(4)</sup>	20.57%
		415,571,736	34.87%
Mr. Yang Yuzhi	Beneficial owner	7,000,000	0.59%
Ms. Zou Yunli	Interest of spouse	200,000 <sup>(5)</sup>	0.02%

*Notes:*

- (1) The calculation is based on the number of Shares as a percentage of the total number of issued Shares (i.e. 1,191,653,522 Shares) as at the Latest Practicable Date.
- (2) Rising Sun Limited, which is the beneficial owner of the 120,076,000 Shares, is wholly owned by Wukong Ltd. Wukong Ltd. is beneficially wholly owned by Wukong Trust, which was established by Mr. Sun Haitao as the settlor. TMF (Cayman) Ltd. is the trustee of Wukong Trust. Mr. Sun Haitao, as the beneficiary of Wukong Trust, is taken to be interested in those Shares.
- (3) Rising Sun Limited entered into a limited partnership agreement with Tai Yong Holdings Ltd. for the purpose of establishing 51 Xinhua L.P. and regulating the activities and operation of the partnership. Pursuant to the said agreement, Rising Sun Limited serves as the general partner and Tai Yong Holdings Ltd. serves as the limited partner. In addition, Rising Sun Limited has the power to exercise all voting rights on behalf of 51 Xinhua L.P. As 51 Xinhua L.P. is the beneficial owner of the 50,355,000 Shares, and by virtue of the SFO, Mr. Sun Haitao is deemed to be interested in the 50,355,000 Shares and the share capital of its associated corporation in which Rising Sun Limited is or is deemed to be interested.
- (4) The Company entered into a voting proxy agreement (the “**Voting Proxy Agreement**”) with Rising Sun Limited, 51 Stock Limited, 51 Award Limited, Subscriber B, MSK XF Holding Ltd, LF Alpha Ltd and Achieve Success Technology Development Limited (other than the Company, each, a “**Party to the Voting Proxy Agreement**”, and collectively, the “**Parties to the Voting Proxy Agreement**”). Pursuant to the Voting Proxy Agreement, Rising Sun Limited is entitled to exercise, in its sole discretion, all the voting powers associated with the 245,140,736 Shares on behalf of the Parties to the Voting Proxy Agreement on all matters submitted to a vote of Shareholders at any meeting of Shareholders. By virtue of the SFO, Mr. Sun Haitao is deemed to be interested in the 245,140,736 Shares and the share capital of its associated corporation in which Rising Sun Limited is or is deemed to be interested.
- (5) Mr. Li Anxin, the spouse of Ms. Zou Yunli, is the beneficial owner of the 200,000 Shares. By virtue of the SFO, Ms. Zou Yunli is deemed to be interested in the Shares held by her spouse.

***Associated Corporation***

Name of Director	Name of associated corporation	Capacity and nature of interest	Number of shares	Approximate percentage of issued shares <sup>(1)</sup>
Mr. Sun Haitao	China Netcom Technology Holdings Limited <sup>(2)</sup>	Interest in controlled corporation	1,834,963,213 <sup>(3)</sup>	39.16%

*Notes:*

- (1) The calculation is based on the number of shares as a percentage of the total number of issued shares of China Netcom Technology Holdings Limited (i.e. 4,686,048,381 shares) as at the Latest Practicable Date.
- (2) The shares of China Netcom Technology Holdings Limited are listed on GEM of the Stock Exchange (stock code: 8071).



- (3) These shares are directly held by 51RENPIN.COM INC., which is wholly owned by 上海悟牛網絡科技有限公司 (transliterated as Shanghai Wuniu Network Technology Company Limited), which is in turn wholly owned by 杭州恩牛網絡技術有限公司 (transliterated as Hangzhou Enniu Network Technology Co., Ltd.) (“**Hangzhou Enniu**”). Mr. Sun Haitao is indirectly interested in approximately 26.94% of the equity interest in Hangzhou Enniu. Further, contractual arrangements are entered into between 杭州振牛信息科技有限公司 (transliterated as Hangzhou Zhenniu Information Technology Co., Ltd.) (“**Hangzhou Zhenniu**”) (a company wholly owned by 51 Credit Card (China) Limited, which is in turn wholly owned by the Company and ultimately controlled by Mr. Sun Haitao) and Hangzhou Enniu so that Hangzhou Zhenniu can control Hangzhou Enniu. By virtue of the SFO, Mr. Sun Haitao is deemed to be interested in those shares held by 51RENPIN.COM INC.

**(b) Substantial Shareholders’ interests**

Save as disclosed below, as at the Latest Practicable Date, so far as was known to the Directors, there was no other person (other than the Directors and chief executives of the Company) who had any or deemed to have an interest or a short position in the Shares or underlying Shares which (i) were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or (ii) were required, pursuant to section 336 of the SFO, to be recorded in the register of the Company referred to therein, or (iii) had already been notified to the Company and the Stock Exchange:

Name(s)	Capacity and nature of interest	Number of Shares directly or indirectly held <sup>(9)</sup>	Approximate percentage of issued Shares <sup>(1)</sup>
Mr. Huang Wei <sup>(2)</sup>	Interest in controlled corporation	327,352,666	27.47%
Ms. Li Ping <sup>(3)</sup>	Interest in spouse	327,352,666	27.47%
Zhejiang Xinhua <sup>(4)</sup>	Interest in controlled corporation	327,352,666	27.47%
Xinhua Zhongbao <sup>(4)</sup>	Interest in controlled corporation	327,352,666	27.47%
HK Xinhua <sup>(4)</sup>	Interest in controlled corporation	327,352,666	27.47%
Taichang Investment Limited <sup>(4)</sup>	Beneficial owner	109,217,000	9.17%
Tai Shun Holdings Ltd. <sup>(4)</sup>	Beneficial owner	101,114,000	8.49%
EasternGate SPC <sup>(4)</sup>	Security interest	210,331,000	17.65%
Subscriber A <sup>(4)</sup>	Beneficial owner	66,666,666	5.59%
TMF (Cayman) Ltd. <sup>(5)</sup>	Trustee	415,571,736	34.87%
Wukong Ltd. <sup>(5)</sup>	Interest in controlled corporation	120,076,000	10.08%
	Other	50,355,000	4.23%
	Other	245,140,736	20.57%
		415,571,736	34.87%

Name(s)	Capacity and nature of interest	Number of Shares directly or indirectly held <sup>(9)</sup>	Approximate percentage of issued Shares <sup>(1)</sup>
Rising Sun Limited <sup>(5)</sup>	Beneficial owner	120,076,000	10.08%
	Other	50,355,000	4.23%
	Other	245,140,736	20.57%
		415,571,736	34.87%
Mr. Wang Yonghua <sup>(6)</sup>	Interest in controlled corporation	128,661,334	10.80%
	Interest in controlled corporation	55,213,000	4.63%
	Interest in controlled corporation	3,195,000	0.27%
		187,069,334	15.70%
Tian Tu Capital <sup>(6)</sup>	Interest in controlled corporation	183,874,334	15.43%
Tiantu Advisory Company Limited <sup>(6)</sup>	Interest in controlled corporation	128,661,334	10.80%
Subscriber B <sup>(6)</sup>	Beneficial Owner	128,661,334	10.80%
The Core Trust Company Limited <sup>(7)</sup>	Trustee	178,134,882	14.95%
TCT (BVI) Limited <sup>(7)</sup>	Other	178,134,882	14.95%
51 Stock Limited <sup>(7)</sup>	Beneficial owner	81,717,121	6.86%
51 Award Limited <sup>(7)</sup>	Beneficial owner	96,417,761	8.09%
Mr. Shen Guojun <sup>(8)</sup>	Founder and beneficiary of a trust	112,880,123	9.47%
Cantrust (Far East) Limited <sup>(8)</sup>	Trustee	112,880,123	9.47%
Weihaan Evergreen Limited <sup>(8)</sup>	Interest in controlled corporation	112,880,123	9.47%
Subscriber C <sup>(8)</sup>	Beneficial owner	112,880,123	9.47%

\* The English name(s) has/have been transliterated from its/their respective Chinese name(s) and is/are for identification only.

*Notes:*

1. The calculation is based on the number of Shares which each party is interested in (whether directly or indirectly interested or deemed to be interested) as a percentage of the total number of issued Shares (i.e. 1,191,653,522 Shares) as at the Latest Practicable Date.
2. Zhejiang Xinhua is held as to 53.1% by Mr. Huang Wei. By virtue of the SFO, Mr. Huang Wei is deemed to be interested in the Shares in which Zhejiang Xinhua is deemed to be interested. For details of Zhejiang Xinhua's deemed interests, please refer to Note (4) below.
3. Ms. Li Ping is the spouse of Mr. Huang Wei, and thus is deemed to be interested in the Shares in which Mr. Huang Wei is deemed to be interested under the SFO.

4. 109,217,000 Shares and 101,114,000 Shares are directly held by Taichang Investment Limited and Tai Shun Holdings Ltd., respectively, and have been pledged in favour of EasternGate SPC. Taichang Investment Limited and Tai Shun Holdings Ltd. both are wholly owned by HK Xinhui, which is in turn wholly owned by Xinhui Zhongbao. Xinhui Zhongbao is deemed to be controlled by Zhejiang Xinhui under the SFO. Therefore, under the SFO, each of HK Xinhui, Xinhui Zhongbao and Zhejiang Xinhui is deemed to be interested in the Shares in which each of Taichang Investment Limited and Tai Shun Holdings Ltd. is deemed to be interested. 50,355,000 Shares are directly held by 51 Xinhui L.P., which is wholly owned by Tai Yong Holdings Ltd. Tai Yong Holdings Ltd. is wholly owned by HK Xinhui, which is in turn wholly owned by Xinhui Zhongbao. Xinhui Zhongbao is deemed to be controlled by Zhejiang Xinhui under the SFO. Therefore, under the SFO, each of Tai Yong Holdings Ltd, HK Xinhui, Xinhui Zhongbao and Zhejiang Xinhui is deemed to be interested in the Shares held by 51 Xinhui L.P. Subscriber A is wholly owned by HK Xinhui, which in turn is wholly owned by Xinhui Zhongbao. Hence, each of HK Xinhui, Xinhui Zhongbao, Zhejiang Xinhui and Mr. Huang Wei is deemed or taken to be interested in the 66,666,666 new Shares to be subscribed by Subscriber A for the purpose of Part XV of the SFO.
5. Same for the interests as disclosed in Notes (2) to (4) in the section headed “Directors’ and chief executives’ interests in the Company and its associated corporations” in this appendix to this circular.
6. Such 128,661,334 Shares represent 95,328,000 Shares directly held by Subscriber B and the 33,333,334 new Shares to be subscribed by Subscriber B. Subscriber B is wholly owned by Tiantu Advisory Company Limited, which is in turn wholly owned by Tian Tu Capital. 55,213,000 Shares are directly held by Tiantu Xingbei Investments Limited Company, which is indirectly owned by Tian Tu Capital. Mr. Wang Yonghua holds approximately 40.35% shareholding interest in Tian Tu Capital. Therefore, under the SFO, Tiantu Advisory Company Limited is deemed to be interested in the Shares held by Subscriber B, and each of Tian Tu Capital and Mr. Wang Yonghua is deemed to be interested in the Shares held by Subscriber B and Tiantu Xingbei Investments Limited Company. 3,195,000 Shares are directly held by Tiantu China Consumer Fund I, LP, which is in turn indirectly owned by Mr. Wang Yonghua. Therefore, under the SFO, Mr. Wang Yonghua is deemed to be interested in the Shares held by Tiantu China Consumer Fund I, LP.
7. Both 51 Stock Limited and 51 Award Limited are wholly owned by TCT (BVI) Limited, which is in turn wholly owned by The Core Trust Company Limited. The Core Trust Company Limited is the trustee and each of 51 Stock Limited and 51 Award Limited is the nominee to administer the restricted share unit (the “RSU”) schemes. Each of 51 Stock Limited and 51 Award Limited holds the Shares underlying the RSUs granted by the Company for the benefit of eligible participants pursuant to the RSU schemes.

8. Such 112,880,123 Shares represent 46,213,457 Shares directly held by Subscriber C and the 66,666,666 new Shares to be subscribed by Subscriber C. Subscriber C is wholly owned by Weihai Evergreen Limited, which is beneficially wholly owned by Weihai Evergreen Trust, which was a family trust established by Mr. Shen Guojun as the settlor. The beneficiaries of Weihai Evergreen Trust are Mr. Shen Guojun and his family members. Cantrust (Far East) Limited is the trustee of Weihai Evergreen Trust. Hence, each of Weihai Evergreen Limited, Cantrust (Far East) Limited and Mr. Shen Guojun is deemed or taken to be interested in the interests of Subscriber C for the purpose of Part XV of the SFO.
9. All Shares being held are long position.

### 3. MATERIAL ADVERSE CHANGES

The Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2019, being the date to which the latest published audited financial statements of the Group were made up, save as disclosed below.

As disclosed in the profit warning announcement of the Company dated 31 July 2020, the Group has prepared for the exiting of the P2P business in the first half of 2020 in accordance with the regulatory guidances issued by the PRC Government as disclosed in the 2019 annual report of the Company. In order to ensure that the Group has sufficient funds to support such exiting of the P2P business, the Group has significantly reduced marketing expenses and kept the new user growth at a slower pace, and therefore affected the Group's business development. In addition, the ongoing outbreak of COVID-19 in the first half of 2020 has put considerable downward pressure on the economy in the PRC. As such, the willingness for personal consumption and the demand for personal consumer credit declined, while the default rates have also been correspondingly increased. Therefore, the credit facilitation volume of the Group had been significantly decreased as compared to that of the corresponding period of 2019. As such, it is expected that the Group will record a loss attributable to owners of the Company for the six months ended 30 June 2020 as compared to a profit attributable to owners of the Company for six months ended 30 June 2019.

### 4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with the Company or any of its subsidiaries which is not terminable within one year without payment of compensation (other than statutory compensation).

## 5. COMPETING INTERESTS

As at the Latest Practicable Date, the Directors were not aware that any of them or any of their close associates had interests in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group which would fall to be disclosed under the Listing Rules.

## 6. OTHER ARRANGEMENTS INVOLVING THE DIRECTORS

As at the Latest Practicable Date:

- (a) none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date and which was significant in relation to the business of the Group; and
- (b) none of the Directors had any direct or indirect interest in any assets which had been since 31 December 2019 (being the date to which the latest published audited financial statements of the Group were made up), (i) been acquired or disposed of; or (ii) leased to; or (iii) were proposed to be acquired or disposed of by; or (iv) were proposed to be leased to any member of the Group.

## 7. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given opinion or advice, which are contained or referred to in this circular:

Name	Qualification
Rainbow Capital	A corporation licensed under the SFO to carry out Type 6 (advising on corporate finance) regulated activity

As at the Latest Practicable Date, the above expert:

- (a) had given and had not withdrawn its written consent to the issue of this circular with the inclusion of its letter dated 3 August 2020 and/or references to its name or opinion, in the form and context in which it appears;
- (b) did not have beneficially interested in the share capital of any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and

- (c) did not have any direct or indirect interest in any assets which had been since 31 December 2019 (being the date to which the latest published audited financial statements of the Group were made up), been acquired, or disposed of by, or leased to any member of the Group or were proposed to be acquired or disposed of by, or leased to any member of the Group.

## **8. MISCELLANEOUS**

This circular is prepared in both English and Chinese. In the event of inconsistency, the English text shall prevail.

## **9. DOCUMENTS AVAILABLE FOR INSPECTION**

A copy of the following documents will be made available for inspection during normal business hours on any Business Day at the principal place of business of the Company in Hong Kong at Unit 1006, 10th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong up to and including the date of the EGM:

- (i) the Subscription Agreements;
- (ii) the letter from the Independent Board Committee, the text of which is set out on pages 16 to 17 of this circular;
- (iii) the letter from the Independent Financial Adviser, the text of which is set out on pages 18 to 36 of this circular;
- (iv) the letter of consent from Rainbow Capital referred to in the above paragraph headed “QUALIFICATION AND CONSENT OF EXPERT” in this Appendix;
- (v) the annual reports of the Company for the years ended 31 December 2018 and 2019;
- (vi) the circular dated 11 May 2020 issued by the Company relating to a discloseable and connected transaction; and
- (vii) this circular.

## NOTICE OF EGM

# 51信用卡

## 51 CREDIT CARD INC.

### 51 信用卡有限公司

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

(Stock Code: 2051)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of 51 Credit Card Inc. (the “**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 24 August 2020 at 10:00 a.m. or any adjournment thereof to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

### ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the entering into of the subscription agreement (the “**Subscription Agreement A**”, a copy of which has been produced to the EGM marked exhibit “A” and signed by the chairman of the EGM for identification purpose) dated 13 July 2020 by the Company as issuer and Guanrui Investment Limited (“**Subscriber A**”) as subscriber in relation to the subscription of 66,666,666 new shares of the Company (the “**Subscription Shares A**”), and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) conditional upon the listing committee (the “**Listing Committee**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Subscription Shares A on the Stock Exchange, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue the Subscription Shares A to Subscriber A credited or fully paid pursuant to the Subscription Agreement A; and
- (c) any Director(s) be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the Subscription Agreement A; and (ii) any amendment, variation or modification of the Subscription Agreement A and the transactions contemplated thereunder upon such terms and conditions as the board of Directors (the “**Board**”) may think fit.”

## NOTICE OF EGM

2. “**THAT:**

- (a) the entering into of the subscription agreement (the “**Subscription Agreement B**”, a copy of which has been produced to the EGM marked exhibit “B” and signed by the chairman of the EGM for identification purpose) dated 13 July 2020 by the Company as issuer and Tiantu Investments Limited (“**Subscriber B**”) as subscriber in relation to the subscription of 33,333,334 new shares of the Company (the “**Subscription Shares B**”), and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Listing Committee granting the listing of, and permission to deal in, the Subscription Shares B on the Stock Exchange, the Directors be and are hereby granted a specific mandate to allot and issue the Subscription Shares B to Subscriber B credited or fully paid pursuant to the Subscription Agreement B; and
- (c) any Director(s) be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the Subscription Agreement B; and (ii) any amendment, variation or modification of the Subscription Agreement B and the transactions contemplated thereunder upon such terms and conditions as the Board may think fit.”

3. “**THAT:**

- (a) the entering into of the subscription agreement (the “**Subscription Agreement C**”, a copy of which has been produced to the EGM marked exhibit “C” and signed by the chairman of the EGM for identification purpose) dated 13 July 2020 by the Company as issuer and East Jump Management Limited (“**Subscriber C**”) as subscriber in relation to the subscription of 66,666,666 new shares of the Company (the “**Subscription Shares C**”), and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Listing Committee granting the listing of, and permission to deal in, the Subscription Shares C on the Stock Exchange, the Directors be and are hereby granted a specific mandate to allot and issue the Subscription Shares C to Subscriber C credited or fully paid pursuant to the Subscription Agreement C; and



## NOTICE OF EGM

- (c) any Director(s) be and is/are hereby authorised, for and on behalf of the Company, to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the Subscription Agreement C; and (ii) any amendment, variation or modification of the Subscription Agreement C and the transactions contemplated thereunder upon such terms and conditions as the Board may think fit.”

By Order of the Board

**51 Credit Card Inc.**

**Sun Haitao**

*Chairman, Chief Executive Officer and Executive Director*

3 August 2020

As at the date hereof, the Board comprised the following Directors:

*Executive Directors:*

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

Mr. Zhao Ke (*Chief Financial Officer*)

*Non-executive Director:*

Ms. Zou Yunli

*Principal place of*

*business in Hong Kong:*

Unit 1006, 10th Floor

Tower One, Lippo Centre

89 Queensway

Hong Kong

*Independent non-executive Directors:*

Mr. Wong Ti

Mr. Ye Xiang

Mr. Xu Xuchu

*Notes:*

- (a) Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder.
- (b) In order to be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (c) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

## NOTICE OF EGM

- (d) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto; if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of shareholders in respect of the joint holding.
- (e) For the purpose of determining the shareholders who are qualified for attending and voting at the above meeting, the register of members of the Company will be closed from Wednesday, 19 August 2020 to Monday, 24 August 2020, both days inclusive, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 18 August 2020.
- (f) If a typhoon signal number 8 or above is hoisted or a "black" rainstorm warning signal is in force at or at any time after 8 a.m. on the date of the above meeting, the above meeting will be adjourned. An announcement will be posted on the websites of the Company and the Stock Exchange to notify the shareholders of the date, time and place of the adjourned meeting. The above meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.
- (g) If any shareholders have any particular access request or special needs for participating in the above meeting, please contact the Company's Hong Kong share registrar, Tricor Investor Services Limited (telephone: +852 2980 1333) on or before Tuesday, 18 August 2020.