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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)**

## **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.”

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
- (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*)

*Principal place of*

*business in Hong Kong:*

Unit 1006, 10th Floor

Tower One, Lippo Centre

89 Queensway

Hong Kong

*Non-executive Director:*

Ms. Zou Yunli

*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.
- (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.