

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 87 OF 2023 (IKJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (AS REVISED)

AND

IN THE MATTER OF DEXIN CHINA HOLDINGS COMPANY LIMITED (德信中國控股有限公司)

NOTICE OF SCHEME MEETING

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement (the "**Explanatory Statement**") relating to the proposed scheme of arrangement between Dexin China Holdings Company Limited (德信中國控股有限公司) (the "**Company**") and the Scheme Creditors (as defined therein) under section 86 of the Companies Act (As Revised) (the "**Scheme**"). For the avoidance of doubt, the Account Holders and the Intermediaries are not the Scheme Creditors for the purpose of voting and receiving distributions of the Restructuring Consideration unless they also have a beneficial interest as principal in the Existing Notes held in global form through the Clearing Systems as at the Record Time (for voting purposes). The Existing Notes Trustee and the Existing Notes Common Depository (and its nominee) will not (in accordance with their respective customary practices) exercise any voting rights they may have in respect of the Existing Notes at the Scheme Meeting.

NOTICE IS HEREBY GIVEN that, by an order made on 1 May 2023 (the "**Scheme Convening Order**"), the Grand Court of the Cayman Islands (the "**Court**") has directed that a meeting of Scheme Creditors (the "**Scheme Meeting**") be convened for the purposes of considering and, if thought fit, approving the Scheme (with or without modification, addition or condition approved or imposed by the Court).

The Scheme Meeting will be held at the office of Conyers Dill & Pearman LLP at SIX, 2nd Floor, Cricket Square, 171 Elgin Ave, George Town, Grand Cayman, Cayman Islands, with any adjournment as may be appropriate, at 7.00 a.m. Cayman Islands time on 30 May 2023, the equivalent time being 8.00 p.m. Hong Kong time on 30 May 2023 (subject to applicable COVID-19 restrictions, policies or guidance then in force, and in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to the Scheme Creditors in advance of the Scheme Meeting on the Scheme Website and by a public announcement published on The Stock Exchange of Hong Kong Limited).

The Scheme Creditors will be able to attend the Scheme Meeting in person, by a duly authorised representative (if a corporation) or by proxy. The Scheme Creditors will also be able to attend the Scheme Meeting by video conference using dial-in details which may be obtained on request from the Information Agent at least forty-eight (48) hours before the Scheme Meeting; therefore references to attending the Scheme Meeting in person in this Notice should, as appropriate, be read as including joining such video conference.

Telephone conference facilities will also be made available to the Scheme Creditors upon request to the Information Agent at least forty-eight (48) hours before the Scheme Meeting allowing the Scheme Creditors to listen in to the Scheme Meeting and to ask questions (but not to cast their vote).

The Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative) or appoint proxies to vote in their place. A Scheme Creditor should indicate whether it wishes to attend and vote at the Scheme Meeting in person (or if a corporation, by a duly authorised representative), or to appoint a proxy to vote on its behalf at the Scheme Meeting in Part 2 (*Voting and Appointment of Proxy*) of the Account Holder Letter. For the avoidance of doubt, Scheme Creditors, their duly

authorised representatives (if a corporation), or their proxies will not be able to cast their vote at the Scheme Meeting should they attend the Scheme Meeting via telephone conference rather than in person or via video conference.

Each of the Existing Notes Common Depository (including any nominee(s) of the Existing Notes Common Depository as registered holders of the Existing Notes) and the Existing Notes Trustee has undertaken, pursuant to the limitations in the Existing Note Indenture, not to vote in respect of the Existing Notes at the Scheme Meeting.

In order to vote on the Scheme and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that (i) a Custody Instruction is submitted on its behalf by the **Custody Instruction Deadline** (being 11 p.m. Hong Kong time on 19 May 2023, the equivalent being 10 a.m. Cayman Islands time on 19 May 2023 (in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet), and (ii) the Account Holder Letter, including in particular Part 1 and Part 2 of the Account Holder Letter, have been validly completed and submitted to and received by the Information Agent via the Scheme AHL Portal (<https://portal.morrowsodali.com/DexinAHL>) (the "**Scheme AHL Portal**") (in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet) by no later than the **Voting Deadline** (being 11 p.m. Hong Kong time on 24 May 2023, the equivalent being 10 a.m. Cayman Islands time on 24 May 2023).

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meeting in person at the office of Conyers Dill & Pearman LLP at SIX, 2nd Floor, Cricket Square, 171 Elgin Ave, George Town, Grand Cayman, Cayman Islands: (i) will be required to register its attendance at the Scheme Meeting no later than one hour prior to the scheduled start time of the Scheme Meeting. Registration at the Scheme Meeting will commence at 8 p.m. Hong Kong time on 30 May 2023, the equivalent being 7 a.m. Cayman Islands time on 30 May 2023; and (ii) must produce a duplicate copy of the Account Holder Letter validly completed and submitted via the Scheme AHL Portal by or on behalf of that Scheme Creditor together with evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board resolutions) and evidence of personal identity (being a valid original passport or other original government-issued photographic identification) at the registration desk. If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend, or vote at, the Scheme Meeting. If a Scheme Creditor appoints the Chairperson as its proxy, there is no need for the Chairperson to take the Account Holder Letter to the Scheme Meeting.

A Scheme Creditor who has indicated in the Account Holder Letter that it wishes to attend the Scheme Meeting in person or by proxy and has subsequently confirmed to the Information Agent that it wishes to attend the Scheme Meeting via video conference will be sent instructions for attending the Scheme Meeting from the Information Agent to the contact information provided in the Account Holder Letter upon the Information Agent (on behalf of and in consultation with the Company) being satisfied that the Scheme Creditor and/or the representative requesting the same has provided satisfactory evidence of its identity and/or its authority to represent the Scheme Creditor at the Scheme Meeting.

Copies of the Scheme, the Explanatory Statement and the Solicitation Packet (including, for reference, the Account Holder Letter to be completed by all Scheme Creditors via the Scheme AHL Portal) are available to download from the Scheme Website (<https://projects.morrowsodali.com/DexinScheme>), subject to eligibility and registration. Each Scheme Creditor who wishes to participate in the Scheme Meeting must ensure that an Account Holder Letter has been validly completed and submitted to the Information Agent via the Scheme AHL Portal prior to the Voting Deadline.

Pursuant to the Scheme Convening Order, the Court has appointed Cora Miller of Conyers Dill & Pearman LLP, or, failing her, another representative of Conyers Dill & Pearman LLP to act as the Chairperson of the Scheme Meeting and has directed the Chairperson, in her capacity as the Chairperson of the Scheme Meeting, to report the results of the Scheme Meeting to the Court within seven (7) days of the date of the Scheme Meeting. The results of the Scheme Meeting will also be made available on the Scheme Website and will be the subject of a public announcement to be published on The Stock Exchange of Hong Kong Limited.

The Scheme will be subject to the subsequent approval and sanction of the Court. The Scheme Sanction Hearing is presently scheduled to take place at 10 a.m. Cayman Islands time on 9 June 2023, the equivalent being 11 p.m. Hong Kong time on 9 June 2023. Any Scheme Creditor is entitled (but not obliged) to attend the Scheme Sanction Hearing, through legal counsel, to support or oppose the sanction of the Scheme.

For further information, please contact the Information Agent, the Company's joint financial advisors or legal advisor, in each case, using the contact details below:

Information Agent

Morrow Sodali Limited

Address:

In Hong Kong: The Hive, 33-35 Hillier Street, Sheung Wan, Hong Kong

In London: 103 Wigmore Street, W1U 1QS, London

Phone: Hong Kong: (852) 2319 4130 / London: (44) 20 4513 6933

Scheme Website: <https://projects.morrowsodali.com/DexinScheme>

Scheme AHL Portal: <https://portal.morrowsodali.com/DexinAHL>

Email: dexin@investor.morrowsodali.com

Financial Advisers

Guotai Junan International (including Guotai Junan Securities (Hong Kong) Limited & Guotai Junan Capital Limited)

Address: 27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong

Phone: (852) 2509 9118

Email: dcm.dexin@gtjas.com.hk

Legal Advisers

Sidley Austin

Address: 39/F Two International Finance Centre, 8 Finance Street, Central, Hong Kong

Phone: (852) 2509 7888

Email: dexin@sidley.com

Conyers Dill & Pearman

Address: 29th Floor, One Exchange Square, 8 Connaught Place, Central, Hong Kong / Conyers Dill & Pearman LLP at SIX, 2nd Floor, Cricket Square, George Town, Grand Cayman, Cayman Islands

Phone: (852) 2524 7106

Email: ProjectDexin@conyers.com

DEXIN CHINA HOLDINGS COMPANY LIMITED (德信中國控股有限公司)

Dated: 2 May 2023