

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**



CAUSE NO: FSD 314 OF 2020 (NSJ)

**IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2021 REVISION)
AND IN THE MATTER OF FREEMAN FINTECH CORPORATION LIMITED**

ORDER

UPON the Petition of Freeman FinTech Corporation Limited (the “**Company**”) (acting by Ho Kwok Leung Glen and Lai Kar Yan (Derek) as joint provisional liquidators (the “**JPLs**”) appointed by the High Court of the Hong Kong Special Administrative Region (the “**Hong Kong Court**”), and recognised by this Court pursuant to an order dated 4 November 2020 made in Cause No FSD 262 of 2020 (NSJ) dated 16 December 2020

AND UPON reading the First Affirmation of Ho Kwok Leung Glen affirmed on 16 December 2020; the Second Affirmation of Ho Kwok Leung Glen affirmed on 18 December 2020; the Third Affirmation of Ho Kwok Leung Glen affirmed on 22 December 2020; the First Affirmation of Shaun Raymond Folpp affirmed on 24 December 2020; the Fourth Affirmation of Ho Kwok Leung Glen affirmed on 27 January 2021 and exhibit HKLG4 (including the explanatory statement (the “**Explanatory Statement**”) and scheme of arrangement (the “**Scheme of Arrangement**”) found at pages 9 to 99 of exhibit HKLG4); and the First Affirmation of Cato Kai Ling Hau affirmed on 4 February 2021 and exhibit CKLH1

AND UPON the basis that all capitalised terms not otherwise defined in this Order shall have the meaning given to them in the Explanatory Statement

AND UPON the Court being satisfied that the Cayman Meeting was convened in accordance with the order of this Court dated 24 December 2020 (as amended on 31 December 2020) and that the Scheme of Arrangement was approved at the Cayman Meeting by the requisite majorities of the Scheme Creditors

AND UPON hearing Counsel for the Company

IT IS HEREBY ORDERED AND DIRECTED THAT

1. the Scheme of Arrangement (a copy of which is attached as Schedule 1 to this Order) be sanctioned pursuant to section 86(2) of the Companies Act (2021 Revision) so as to be binding on the Company and the Scheme Creditors, subject to delivery of this Order in accordance with paragraph 2 below;
2. the JPLs shall deliver a sealed copy of this Order to the Registrar of Companies for registration pursuant to section 86(3) of the Companies Act (2021 Revision); and
3. the JPLs shall give Scheme Creditors notice of this Order within seven days:
 - (a) by sending a copy to all Scheme Creditors by email (where an email address has been provided by the Scheme Creditor) or, failing that, by courier to the physical addresses of those creditors; and
 - (b) by announcement made to the Hong Kong Stock Exchange.

Dated the 3rd day of February 2021
Filed this 4th day of February 2021

The Honourable Mr Justice Nicholas Segal
JUDGE OF THE GRAND COURT

THIS ORDER was filed by Campbells, Attorneys-at-Law for the Company whose address for service is Floor 4, Willow House, Cricket Square, PO Box 884, George Town, Grand Cayman KY1-1103, Cayman Islands (Ref: JGM/JMH/19030-33608).