



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 208 OF 2021 (DDJ)

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT (2021 REVISION)

AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102

AND IN THE MATTER OF BESTWAY GLOBAL HOLDING INC. 榮威國際控股有限公司

ORDER ON EX PARTE SUMMONS

UPON THE APPLICATION of Bestway Global Holding Inc. 榮威國際控股有限公司 (the "Petitioner") by Ex Parte Summons dated 20 July 2021;

AND UPON reading the Skeleton Argument dated 2 August 2021 of Ben Hobden counsel for the Petitioner;

AND UPON READING the Petition, the First Affirmation of Lam Yiu Kin, sworn on 20 July 2021 and the Affirmation of Chan Yuk Sing, sworn on 20 July 2021;

IT IS HEREBY DECLARED THAT

1. The scheme of arrangement (as contained in the Scheme Document, as defined below, and referred to herein as the "Scheme of Arrangement") shall be between the Petitioner and the Scheme Shareholders.
2. The relevant class of the shareholders of the Petitioner for the purposes of approving the Scheme of Arrangement at the Court Meeting defined in paragraph 4 below, are the Scheme Shareholders as defined in the Scheme of Arrangement



and identified as such in the scheme document which has incorporated the Scheme of Arrangement and an explanatory statement attached as Exhibit "LYK-1" of the First Affirmation of Lam Yiu Kin together with the changes which will be made after the publication of the interim financial results and indebtedness statement of the Petitioner and its subsidiaries (the "Financials") (the "Scheme Document").

3. HKSCC Nominees Limited (as a common nominee in respect of securities held in the Central Clearing and Settlement System ("CCASS") operated by Hong Kong Securities Clearing Company Limited, a subsidiary of Hong Kong Exchanges and Clearing Limited) shall be permitted to vote once "for" and once "against" the Scheme of Arrangement in accordance with instructions from persons admitted to participate in CCASS including those admitted to participate as an investor participant (the "CCASS Participants") for the purposes of ascertaining whether or not the requirement that a majority in number of the Scheme Shareholders approve the Scheme of Arrangement under section 86(2) of the Companies Act (2021 Revision) (as amended) (the "Companies Act") has been satisfied. CCASS shall specify the number of votes cast in favour of the Scheme of Arrangement and the number of CCASS Participants on whose instructions they are cast and the number of votes cast against the Scheme of Arrangement and the number of CCASS Participants on whose instructions they are cast.

AND IT IS HEREBY ORDERED THAT

4. The Petitioner shall be at liberty to convene a court meeting (the "Court Meeting") of the Scheme Shareholders (voting together as a single class) to be held on or around the 15th day of September 2021 in Hong Kong, or as soon as possible after the Scheme Document has been approved or cleared by The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and the Securities and Futures Commission of Hong Kong (the "SFC") provided that at least 21 clear days' notice of the Court Meeting will be given to the Scheme



Shareholders to consider, and if thought fit, approve (with or without modification(s)) the Scheme of Arrangement under Section 86 of the Companies Act. 15 September 2021 or such other date being referred to in this Order as "Scheme Court Meeting Date".

5. In case of "black" rainstorm warning or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time between 12:00 am to 10:00 am on the Scheme Court Meeting Date, the Petitioner shall be at liberty, with the consent of the Scheme Shareholders (voting together as a single class) at the Court Meeting at which a quorum is present, adjourn the Court Meeting to such time and date and at such place as the meeting shall determine, but no business shall be transacted at such adjourned Court Meeting other than the business which may lawfully have been transacted at the meeting had the adjournment not taken place. When the Court Meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time, date and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of the adjournment.
6. The Scheme Document with such changes to reflect the Financials and other changes as may be required by the Hong Kong Stock Exchange and/or the SFC be and is hereby approved for the purpose of convening the Court Meeting.
7. At least 21 clear days before the Scheme Court Meeting Date, the Petitioner shall cause the following documents to be despatched to the Scheme Shareholders:
 - 7.1 Notice of the Court Meeting substantially in the same form as that included in Exhibit "LYK-1" of the First Affirmation of Lam Yiu Kin;
 - 7.2 The Scheme Document substantially in the same form as that included in Exhibit "LYK-1" of the First Affirmation of Lam Yiu Kin together with the



changes to reflect the Financials and any further amendment(s) or modification(s) as may be necessary to comply with the requirements of the Hong Kong Stock Exchange and/or the SFC;

- 7.3 The proxy form of the Court Meeting substantially in the same form as that included in Exhibit "LYK-6" of the First Affirmation of Lam Yiu Kin (the "Court Meeting Proxy Form");

by ordinary post (for Scheme Shareholders resident in Hong Kong) or by courier (for Scheme Shareholders resident outside Hong Kong) at the relevant registered business or other address appearing in the Register of Members in respect of the ordinary shares of the Petitioner. Notice of the Court Meeting will also be given on the website of both the Petitioner and the Hong Kong Stock Exchange at least 21 clear days before the day appointed for the Court Meeting.

8. For the purposes of service of the Scheme Document it shall be sufficient to demonstrate that it was placed into envelopes correctly addressed to the Scheme Shareholders at their addresses appearing on the Register of Members in respect of ordinary shares of the Petitioner and that the envelopes were posted.
9. The accidental omission to serve any Scheme Shareholder with the Scheme Document, or the non-receipt by any Scheme Shareholder of the Scheme Document shall not invalidate the proceedings at the Court Meeting.
10. Lam Yiu Kin, or failing whom, Zhang Zhu, or failing whom, any other director of the Petitioner at the date of the Court Meeting, be appointed chairman of the Court Meeting and be directed to report, within seven days of the Court Meeting, the results of the Court Meeting to the Court.
11. Scheme Shareholders whose names appear on the Register of Members in respect of ordinary shares of the Petitioner as at the Scheme Court Meeting Record Date (as defined in the Scheme of Arrangement) be entitled to attend and



vote, in person or by proxy, at the Court Meeting.

12. The Court Meeting Proxy Form is hereby approved for use at the Court Meeting. The Court Meeting Proxy Form shall be lodged in original form at the Petitioner's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time of the Court Meeting or alternatively handed to the chairman of the Court Meeting at the Court Meeting who shall have absolute discretion whether or not to accept them.
13. The chairman of the Court Meeting be entitled to accept the warranty on the Court Meeting Proxy Form as to the authority of the signatory to cast the votes thereby cast without further investigation.
14. The chairman of the Court Meeting be at liberty to accept a Court Meeting Proxy Form in his absolute discretion including the number of Shares for which any Scheme Shareholder may vote, notwithstanding that the Court Meeting Proxy Form has not been completed or submitted in accordance with the instructions contained therein, provided that the chairman of the Court Meeting considers that the information contained therein is sufficient to establish the right of the Scheme Shareholders to vote.
15. Save as expressly stated in this Order the chairman of the Court Meeting shall be at liberty to conduct the proceedings of the Court Meeting in accordance with the Articles of Association of the Petitioner.
16. The preparation of a list of creditors for the Scheme of Arrangement be dispensed with.
17. An inquiry as to the debts of and claims against the Petitioner or as to any class or classes of such debts or claims be dispensed with.
18. No orders are made in respect of the Capital Reduction (as defined in the Petition).

19. The Petition is set down to be heard at 10:00 am on 30 September 2021, with one hour allocated for the hearing.
20. No order as to costs.
21. The Petitioner be at liberty to apply generally.

DATED this 3rd day of August 2021

FILED this 3rd day of August 2021



David Doyle

**THE HON. JUSTICE DAVID DOYLE
JUDGE OF THE GRAND COURT**

This Order was filed by Conyers Dill & Pearman LLP, Attorneys-at-Law, for and on behalf of the Petitioner, SIX, Cricket Square, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands