



IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 276 OF 2021 (ASCJ)

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2021 REVISION)

AND IN THE MATTER OF LUCKIN COFFEE INC. (IN PROVISIONAL LIQUIDATION)

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ORDER

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**UPON** the application of Luckin Coffee Inc. (In Provisional Liquidation) (**Company**) made by way of Summons dated 20 September 2021 seeking orders convening a meeting of certain creditors of the Company (**Scheme Meeting**) to consider and, if thought fit, approve a scheme of arrangement pursuant to section 86 of the Companies Act (2021 Revision) (**Scheme**), in the form exhibited to the Second Affidavit of Reinout Hendrik Schakel sworn on 21 October 2021 (**Schakel 2**)

**AND UPON** reading the Petition, the First Affidavit of Reinout Hendrik Schakel sworn on 18 September 2021, Schakel 2, the First Affidavit of Alexander Lawson sworn on 21 October 2021, the First Affidavit of Conor Bastable sworn on 21 October 2021, the Third Affidavit of Reinout Hendrik Schakel sworn on 22 October 2021 (**Schakel 3**), and the exhibits thereto

**AND FURTHER UPON READING** the composite document incorporating, amongst other things, the Scheme, an explanatory statement in relation thereto and a notice convening the Scheme Meeting, included in Exhibit "**RHS-2**" to Schakel 2 as amended by Schakel 3 as set out in Exhibit "**RHS-3**" (**Scheme Document**);

**AND UPON** hearing Leading Counsel for the Company, Leading Counsel for the Ad Hoc Group, and Counsel for the Joint Provisional Liquidators appointed to the Company

**AND UPON** the basis that all capitalised terms not otherwise defined in this Order shall have the meanings given to them in the Scheme Document

**IT IS HEREBY DECLARED THAT:**



1. The relevant class of creditors of the Company affected by the proposed Scheme comprises those persons identified as Scheme Creditors in the Scheme.

**AND IT IS HEREBY ORDERED AND DIRECTED THAT:**

2. The Company be at liberty to convene a single meeting of Scheme Creditors for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme;
3. The Scheme Meeting shall be held at The Westin Grand Cayman Seven Mile Beach Resort & Spa, 30620 Seven Mile Beach, Grand Cayman, KY1-1200, Cayman Islands at 10:00 a.m. (Cayman Islands time) on 30 November 2021 (or on such other later date and time as may be notified by the Company to the Scheme Creditors), with any adjournment as may be appropriate, and with telephone dial-in and videoconference facilities to be made available to Scheme Creditors who wish to attend the Scheme Meeting remotely.
4. The Scheme Document be and is hereby approved.
5. The notice of the Scheme Meeting shall be substantially in the form set out in Appendix VIII to the draft Explanatory Statement at Exhibit RHS-2 (the **Notice of Meeting**).
6. No less than twenty-four (24) days prior to the date of the Scheme Meeting, the Company shall publish the Notice of Meeting in each of "*The Cayman Compass*" and "*The New York Times*", and "*The South China Morning Post*".
7. No less than twenty-four (24) days prior to the date of the Scheme Meeting, the Company shall cause the Information Agent to circulate the Notice of Meeting to Scheme Creditors by the following means:
  - (a) sending the Notice of Meeting by email to the Existing Notes Trustee;
  - (b) posting by pre-paid first class post and emailing the Notice of Meeting to each person whom the Company believes may be a Scheme Creditor and which is registered as a Scheme Creditor with the Information Agent;
  - (c) arranging for the posting of the Notice of Meeting by pre-paid first class post to Scheme Creditors through the custodial banks, brokers and other nominees through which Scheme Creditors hold their Existing Notes;

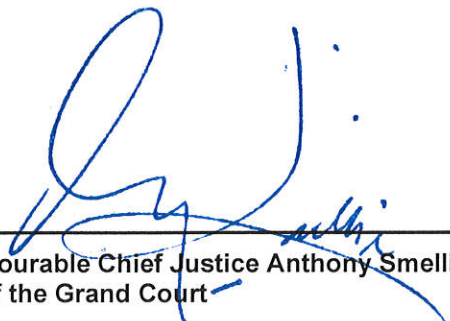


- (d) publishing the Notice of Meeting on the Scheme Website at <https://dm.epiq11.com/luckinscheme>; and
- (e) sending the Notice of Meeting via electronic mail to The Depository Trust Company (to be published on its legal notice platform), and to Euroclear Bank S.A./N.V. and Clearstream Banking S.A. for onward email distribution to Scheme Creditors.
8. The Notice of Meeting shall also state the website address of the Scheme Website to enable Scheme Creditors to access electronic copies of the Scheme Document substantially the form of the approved version appended to Exhibit "RHS-2" (subject to Scheme Creditors obtaining the necessary log-in details from the Information Agent, whose contacts will be specified in the Notice of Meeting).
9. The accidental omission to serve any Scheme Creditor with a copy of the Notice of Meeting, or the non-receipt by any Scheme Creditor of a copy of the Notice of Meeting, shall not of itself invalidate the proceedings at the Scheme Meeting.
10. The Depository Trust Company (or its nominee), in its capacity as the depository and registered holder of the Existing Notes, shall not vote in respect of the Existing Notes at the Scheme Meeting.
11. Mr. Alexander Lawson shall be appointed to act as the Chairperson of the Scheme Meeting or, failing him, such other independent person nominated by the JPLs shall be appointed to act as the Chairperson.
12. The Chairperson shall be at liberty to adjourn the Scheme Meeting provided that such adjourned Scheme Meeting shall recommence as soon as reasonably practicable thereafter.
13. Within seven (7) days following the Scheme Meeting, the Chairperson shall report the results of the Scheme Meeting to this Honourable Court in accordance with Order 102, Rule 20(8) of the Cayman Islands Grant Court Rules 1995 (Revised Edition).
14. The Petition shall not be required to be advertised.

15. The substantive hearing of the Petition at which this Honourable Court will determine whether or not to sanction the Scheme shall be heard on 13 December 2021 at 10:00 a.m. (Cayman Islands time).
16. The costs of an incidental to this Summons be paid out of the assets of the Company as an expense of the Provisional Liquidation.
17. There shall be liberty to apply generally.

Dated this 26<sup>th</sup> day of October 2021

Filed this 26<sup>th</sup> day of October 2021



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The Honourable Chief Justice Anthony Smellie  
Judge of the Grand Court

**THIS ORDER** was filed by Harney Westwood & Riegels, Attorneys for the Company, whose address for service is 3<sup>rd</sup> Floor, Harbour Place, 103 South Church Street, George Town, KY1-1002, Grand Cayman, Cayman Islands (Ref: 054067.0002/NXH/JNW/AUP).