IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1072 OF 2021

In the Matter of
MOODY TECHNOLOGY HOLDINGS LIMITED
（滿地科技股份有限公司）

and

In the Matter of
SECTIONS 670 AND 673 OF THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF HONG KONG

NOTICE OF CLAIM FOR SUBSCRIPTION PURPOSES *(Note 1)*

TO: Moody Technology Holdings Limited ("**Company**") c/o Acclime Corporate Advisory (Hong Kong) Limited at 29th Floor, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong (Fax: +852 2566 8946) (Attention: Gloria Ho and Zhouming Kang)

1. Full name of Scheme Creditor (to be inserted in BLOCK CAPITALS):

_____

2. Address of registered office/residential address of Scheme Creditor (to be inserted in BLOCK CAPITALS):

_____

Tel No.: _____ Fax No: _____

E-mail: _____

Contact Person: _____

3. Total amount of Claim as at the date of the Record Date (i.e. 1 June 2022) *(Notes (2) and (5))*:

_____

4. If the total amount above includes capitalized or outstanding uncapitalized interest, please state *(Notes (3) and (5))*:

_____

Total amount of interest claimed up to be excluding the Effective Date: _____

Whether it is capitalized or uncapitalized:_____

Ground for claim of interest:_____

Basis of calculation:_____

5. Details of any document or facts by reference to which the claim (including interest, if any) can be substantiated and provide copies of relevant documents if not previously provided to the Company/the Chairperson/Scheme Administrators *(Notes (4) and (5))*:

_____

_____

6. Please state whether you are asserting a claim against the Company as a trustee on behalf of the beneficiary of the claim (please tick as appropriate)

☐ No

☐ Yes, I am asserting the Claim as a trustee on behalf of _____, who is the beneficiary of the Claim which is asserted against the Company. (Please provide supporting documents. Further, if there are more than one beneficiary, please state the names and the amount of Claims held on trust for each of the beneficiaries in a separate sheet together with supporting documents).

7. Particulars of CCASS securities account:

Name of CCASS participant:

_____

Name and telephone number of authorized contact person:

_____

CCASS account number:

_____

If arrangements are made for the Scheme Shares to be allotted and issued under the Scheme of arrangement to be placed with CCASS, we hereby authorize you to deposit the Scheme Shares to which we are entitled into the above CCASS securities account. In the event that such arrangements are not practicable or are otherwise not made, we note that we will receive physical share certificates and registered with the particulars set out in this Notice of Claim for Subscription Purposes and we shall be responsible ourselves to deposit the same into CCASS if we wish to deal in them. We note that the Scheme Administrators and the Company do not undertake that the relevant shares can or will be deposited into CCASS and are not responsible to us for any delay before the shares can be dealt with within CCASS.

We hereby authorize the provision of this Notice of Claim for Subscription Purposes to the administrators of the Scheme of Arrangement.

Signature of Scheme Creditor or
person authorized to act on its behalf: _____

Name of signatory in BLOCK LETTERS: _____

Relationship or position of person
authorized to act on behalf of Scheme Creditor: _____

_____

Notes:

(1) *The words and expressions used in this Notice of Claim for Subscription Purposes shall, except where the context otherwise requires, have the same meanings as ascribed thereto in the Explanatory Statement dated 18 May 2022.*

(2) *Please specify the original currency of the debt if not in Hong Kong Dollars. In the case of a Scheme Creditor holding any security or who has received any satisfaction from the Company, such amount should be the amount of the shortfall, if any, after applying the proceeds of the realization of the security or the amount of such satisfaction or after deducting the estimated value of the security*

(3) *Please specify the original currency if not in Hong Kong Dollars. Please also state the ground on which interest is claimed (i.e., contract or judgment) and the basis of calculation.*

(4) *The Company may call for any further document or evidence to substantiate the claim at its discretion.*

(5) *(a)* *Where the space provided for a particular purpose in this Notice of Claim for Subscription Purposes is insufficient to contain all the required information in relation to a particular item, that information may be set out in an annexure;*

(b) *An annexure to this Notice of Claim for Subscription Purposes shall have an identifying mark and be endorsed with the words:*

"This is the annexure of [•] pages marked [•] referred to in the Notice of Claim signed by me/us and dated [•] in respect of the Scheme of Arrangement between Moody Technology Holdings Limited and its Scheme Creditors."

(c) *The pages in an annexure shall be numbered consecutively;*

(d) *Where a document, copy of a document or other evidence is annexed to this Notice of Claim for Subscription Purposes, reference made herein to the annexure shall be by its identifying mark, the number of pages in it and a brief description of the nature of the document and its contents; and*

(e) *Any reference to an annexure herein includes a document, copy of a document or other matter accompanying attached to or annexed to this Notice of Claim for Subscription Purposes.*

(6) *Please complete the attached Summary of Claim form.*

SUMMARY OF CLAIMS

Moody Technology Holdings Limited **滿地科技控股有限公司**								
(Provisional Liquidators Appointed) **(For Restructuring Purposes)**								

Borrower:

Guarantor(s), if any:

Instrument no.	Debt instrument	Currency	Principal Amount	Effective Interest Rate	Interest Period (dd/mm/yy) From	To	Interest Days	Total Interest	Total Claim (Principal+Interest)	Basis for Claim *(Note A)*

Note A: Scheme Creditors please provide the relevant supporting documents (e.g. bonds instrument, notes instrument, loan agreement, facility letter, security documents, guarantee) to substantiate your claims.

Please also state the relevant clause(s) and provision(s) which support your claims and interest calculation.

SOLICITATION PACKET

THIS SOLICITATION PACKET IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTE SCHEME CREDITORS

Scheme Creditors and Notes Scheme Creditors

Scheme Creditors include *inter alia* Notes Scheme Creditors. Notes Scheme Creditors include (for the avoidance of doubt, but without double counting in each case):

(a) Noteholders, i.e. persons who have an economic or beneficial interest as principal in the Notes held in the form of a global certificate through the Clearing Systems as at the Record Time and which has a right, upon satisfaction of certain conditions, to be issued definitive notes in accordance with the terms of the Bonds.

(b) The Depositary, i.e. The Bank of New York Mellon acting through its nominee The Bank of New York Depository (Nominees) Limited;

(c) Account Holder, i.e. persons who are direct participants in the Clearing Systems with their interests in the Notes being recorded directly in the books or other records maintained by the Clearing Systems;

(d) Intermediaries, i.e. persons other than Account Holders who hold an interest in the Notes on behalf of other persons.

Purpose and Content of this Solicitation Packet

This Solicitation Packet performs the following important functions:

(1) first, the Company is soliciting votes from the Noteholders in respect of the proposed Scheme. This Solicitation Packet sets out instructions and guidance for voting at the Scheme Meeting; and

(2) second, in order to receive any Scheme Shares if the Scheme becomes effective in accordance with its terms, the Noteholders are required to ensure that a duly completed Account Holder Letter is submitted to the Company. This Solicitation Packet includes the forms of those documents, as well as instructions and guidance for how to complete them.

Please read the Explanatory Statement and the Scheme and follow the instructions contained herein before completing your Account Holder Letter.

Unless otherwise defined herein, defined words shall have the meaning given to them in the Explanatory Statement.

Key Dates

The key dates in respect of the Scheme are as follows:

- **Custody Instruction Deadline:** 10:00 a.m. (Hong Kong time) on 31 May 2022
- **Record Time:** 10:00 a.m. (Hong Kong time) on 1 June 2022
- **Scheme Meeting:** 3:00 p.m. to 6:00 p.m. (Hong Kong time) on 8 June 2022
- **Sanction Hearing Date:** 28 June 2022
- **Effective Date:** the date on which the Scheme becomes effective in accordance with Part 3 of the Scheme
- **Cut-Off Date:** A date to be specified by the Scheme Administrators, on the date falling 3 months after the Effective Date (or if such date is not a Business Day, the next Business Day)

Voting at the Scheme Meeting

In order to be entitled to vote at the Scheme Meeting:

- Please ensure that **Parts 1, 2 and 3 of the Account Holder Letter** are duly completed, executed and returned in accordance with the instructions set out therein so that the Account Holder Letter is received by the Company **by the Record Time**;
- The Noteholders should allow sufficient time for your Account Holder to give instructions to the Clearing Systems in accordance with the procedures established between them to ensure that a duly completed Account Holder Letter is submitted to the Company by the Record Time and the Notes are blocked in the relevant Clearing System prior to the **Custody Instruction Deadline** and the submission of the Account Holder Letter.

A Notes Scheme Creditor who fails to submit the required documents by the Record Time will not be allowed to vote except at the sole discretion of the Chairperson of the Scheme Meeting.

Entitlement to receive Scheme Shares

If you have submitted an Account Holder Letter for the purpose of voting at the Scheme Meeting, you do **not** have to submit another Account Holder Letter for the purpose of receiving Scheme Shares.

However, you may re-submit **Part 1 and Part 3** of the Account Holder Letter which is duly completed and executed in accordance with the instructions set forth therein so that it is received by the Company **by the Cut-Off Date**, which will supersede any prior Account Holder Letter submitted.

A Notes Scheme Creditor who fails to submit any Account Holder Letter by the Cut-Off Date will not receive the Scheme Shares except at the sole discretion of the Scheme Administrators.

For assistance, please contact your Account Holder (through your Intermediary if appropriate) or the Company c/o Acclime Corporate Advisory (Hong Kong) Limited. All completed documents should be returned to the Company c/o Acclime Corporate Advisory (Hong Kong) Limited whose details are as follows:

Acclime Corporate Advisory (Hong Kong) Limited
29th Floor, Lee Garden Two,
28 Yun Ping Road,
Causeway Bay,
Hong Kong

Attention: Gloria Ho and Zhouming Kang

Telephone: +852 2583 1216/+852 2583 1167
Email: moodytech@acclime.com
Fax: +852 2566 8946

GENERAL GUIDANCE

Are you a Scheme Creditor?

1. Scheme Creditors include a Notes Scheme Creditor. Notes Scheme Creditors include (for the avoidance of doubt, but without double counting in each case): (a) Noteholders, (b) the Depositary, (c) Account Holder and Intermediaries.

   (a) You are a Noteholder if you have an economic or beneficial interest as principal in the Notes held in the form of a global certificate through the Clearing Systems as at the Record Time and which has a right, upon satisfaction of certain conditions, to be issued definitive notes in accordance with the terms of the Bonds.

   (b) The Depositary refers to The Bank of New York Mellon acting through its nominee The Bank of New York Depository (Nominees) Limited.

   (c) Account Holders are persons who are direct participants in the Clearing Systems with their interests in the Notes being recorded directly in the books or other records maintained by the Clearing Systems.

   (d) Intermediaries are persons other than Account Holders who hold an interest in the Notes on behalf of other persons.

2. Noteholders will be entitled to attend and vote in person or by proxy at the Scheme Meeting provided that it has submitted (or it has had submitted on its behalf) a validly completed Account Holder Letter and Notice of Claim for Voting Purposes in accordance with the instructions herein and by the Record Time.

3. In the event where conflicting votes in respect of the same principal in the Notes are cast by a Noteholder, Depositary, Account Holder or Intermediary, only the vote of the Noteholder who submitted this Account Holder Letter in accordance with the instructions set out herein will be counted.

4. If you are in any doubt as to whether you are a Noteholder or an Account Holder, you should consult your bank manager, solicitor, professional accountant, or other professional adviser without delay.

5. Noteholders should refer to Expected Timetable set out at page 30 of the Scheme Document for the key timing of the Scheme.

6. If you are a Noteholder who is not an Account Holder, you should contact your Account Holder immediately (through any Intermediaries, if applicable) to ensure that your Account Holder takes the appropriate action(s).

Voting at the Scheme Meeting

7. Before the Scheme can become effective and binding on the Company and the Scheme Creditors, a simple majority in number of the Scheme Creditors attending and voting at the Scheme Meeting either in person or by proxy representing at least three fourths in value of the aggregate Scheme Claims of the Scheme Creditors attending and voting at the Scheme Meeting either in person or by proxy at the Scheme Meeting must vote to approve the respective Scheme.

8. A Noteholder will be entitled to vote at the Scheme Meeting provided it has submitted (or it has had submitted on its behalf) a validly completed Account Holder Letter in accordance with the instructions herein and by the Record Time. A Custody Instruction must also have been submitted in respect of the Noteholders' Notes by the Custody Instruction Deadline.

9. The Scheme Meeting will take place at 1/F First Commercial Bldg, 33-35 Leighton Road, Causeway Bay, Hong Kong on 8 June 2022 at 3:00 p.m. to 6:00 p.m. (Hong Kong time).

10. The dates referred to in the paragraphs above assume that the Scheme Meeting will not be adjourned or delayed.

Process and deadline for voting at the Scheme Meeting

11. Voting on the Scheme will take place at the Scheme Meeting by Noteholders appearing in person or by a duly authorized representative or by proxy as explained in more detail below.

12. For voting purposes, a Noteholder must ensure that its Account Holder Letter is submitted to the Company before the **Record Time**. Each Noteholder must submit its voting instructions to its Account Holder sufficiently in advance of the Record Time to enable its Account Holder to complete and return the Account Holder Letter to the Company by the Record Time.

13. The Company may call for any further document or evidence to substantiate the claim at its discretion.

14. The Company reserves the right to terminate or amend this solicitation packet at any time prior to the Record Time. The Company also reserves the right to change the Record Time to a later time or date. Any such extension will be followed as promptly as practicable by notice thereof. If the Company extends the Record Time, it also reserves the right to establish a later Record Time.

15. Subject to paragraph 16 below, the failure of a Noteholder to submit a validly completed Account Holder by the Record Time or block its Notes in the relevant Clearing System before the Custody Instruction Deadline will mean that the voting instructions, votes and elections contained in any Account Holder Letter subsequently received by the Company from or on behalf of that Notes Scheme Creditor will, subject to the Chairperson's discretion, be disregarded for the purposes of voting at the Scheme Meeting and the relevant Noteholder will not be entitled to vote on the Scheme at the Scheme Meeting.

16. Notwithstanding any other provisions of the Explanatory Statement, the Chairperson of the Scheme Meeting will be entitled, at the sole discretion of the Chairperson, to permit a Notes Scheme Creditor in respect of which a completed Account Holder Letter has not been delivered prior to the Record Time to vote at the Scheme Meeting if the Chairperson considers that the relevant Scheme Creditor has produced sufficient proof that it is a Noteholder.

Assessment of Scheme Claims for voting purposes

17. The principal amount of the Scheme Claims of each Notes Scheme Creditor who submits a valid Account Holder Letter and/or Notice of Claim (as applicable) will be calculated for voting purposes as at the Record Time, which shall include any documents or information provided by each Notes Scheme Creditor in support of its Scheme Claim.

18. Specifically, votes of Noteholders will be admitted at the Scheme Meeting at a value equal to the sum of: (i) outstanding principal amount of the Notes in which each Noteholder held an economic or beneficial interest as principal at the Record Time (without double counting); and (ii) all accrued and unpaid interest relating to such Notes up to but excluding the Record Date.

19. The Chairperson may, for voting purposes only, reject a Scheme Claim in whole or in part if the Chairperson considers that the relevant Noteholder has not complied with the voting procedures described in this Solicitation Packet. If a Scheme Claim is unascertained, contingent or Disputed, the Chairperson may admit the Scheme Claim for voting purposes at the Scheme Meeting only at a value which the Chairperson considers is a fair and reasonable assessment of the sums owed by the Company in respect of that Scheme Claim.

20. The admissions and valuation of any Scheme Claim for voting purposes does not (in itself) constitute an admission of the existence or value of the Scheme Claim and will not bind the Company for any purposes other than voting at the Scheme Meeting.

Transfers/assignments after Record Time

21. The Company is under no obligation to recognise any assignment or transfer of any Scheme Claim after the Record Time for the purposes of determining entitlements under the Schemes, save that where the Company has received from the relevant parties written notice of an assignment or transfer of the Scheme Claim, the Company may, in its absolute discretion and subject to such evidence as it may reasonably require and any other terms and conditions which the Company may consider necessary or desirable, agree to recognise such assignment or transfer for the purposes of determining entitlements under the Schemes. It shall be a term of such recognition that the assignee or transferee of a Scheme Claim so recognised by the Company shall be bound by the terms of the Schemes and for the purposes of the Schemes shall be a Notes Scheme Creditor.

Voting Instructions

22. Each Noteholder must procure its Account Holder to:

    (a) Validly complete and submit the relevant parts of the Account Holder Letter in accordance with these instructions contained therein;

    (b) Indicate its decision to either vote for or against the Scheme; and

    (c) Sign and return the Account Holder Letter to the Company in accordance with the instructions contained in this Solicitation Packet and the relevant Account Holder Letter.

23. Each Noteholder who is not an Account Holder shall submit its voting instructions through its Account Holder, and should give ample time to allow its Account Holder and/or Intermediary to process its instructions and submit the required documentation on its behalf before the Record Time. To ensure timely submission of the Account Holder Letter, each Noteholder should check with its Account Holder for clarification as to the processing time required and deliver the appropriate materials well before the Record Time.

24. It will be the responsibility of Account Holders, who is not a Noteholder, to obtain from the Noteholder (through any Intermediaries, if applicable) on whose behalf they are acting, in accordance with the procedures established between them, whatever information or instructions they may require to identify in an Account Holder Letter the relevant Noteholder and to provide the information, instructions and confirmations required by the Account Holder Letter. None of the Company or any other person will be responsible for any loss or liability incurred by a Noteholder as a result of any determination that an Account Holder Letter contains an error or is incomplete, even if this is subsequently shown not to have been the case.

Completion of an Account Holder Letter by a Notes Scheme Creditor

25. In summary, each Notes Scheme Creditor may decide, among other things:

    (a) To attend and vote at the Scheme Meeting in person or, if a corporation, by a duly authorised representative; or

    (b) To instruct the Chairperson as its proxy to cast its vote and to instruct him to cast a vote on behalf of such Notes Scheme Creditor and whether to instruct him to vote in accordance with the wishes of such Notes Scheme Creditor; or

    (c) To appoint someone else as its proxy to attend and whether to instruct it to cast a vote in accordance with the wishes of such Notes Scheme Creditor,

    In each case, by ensuring that such election is recorded in the Account Holder Letter submitted by 10:00 a.m. of the Record Date.

26. Each Notes Scheme Creditor is recommended to appoint a proxy (either the Chairperson or someone of its choice who would be willing to attend the Scheme Meeting) in any event, even if that Notes Scheme Creditor intends to attend and vote in person or, if a corporation, by a duly authorised representative, in case such Notes Scheme Creditor is unable to do so for some reason. A Notes Scheme Creditor who appoints a proxy will still be entitled to attend and vote at the Scheme Meeting in person or, if a corporation, by a duly authorised representative, but the proxy previously appointed will no longer be entitled to vote under that appointment.

27. Each Notes Scheme Creditor should ensure that the following is included in the Account Holder Letter submitted:

    (a) Its identity and other information in Section 1 of Part 1;

    (b) The Account Holder's information and details of the Notes which are the subject of the Account Holder Letter, including the ISIN code, the principal amount of the Notes held, the Clearing System account number of the Account Holder and, in respect of the relevant Custody Instruction the relevant Custody Instruction Reference Number in Sections 2 and 3 of Part 1 of Account Holder Letter;

    (c) Its voting instructions with respect to the Scheme in Part 2;

    (d) Its instructions for distribution of Scheme Shares in Part 3.

28. Each Notes Scheme Creditor that submits, delivers or procures the delivery of an Account Holder Letter shall be deemed to make the representations, warranties and undertakings to the Company set forth in the Account Holder Letter.

Submission of an Account Holder Letter

29. The Solicitation Packet (including the Account Holder Letter), the Explanatory Statement, the Scheme and related materials are available for inspection on the website of the Company (i.e. http://moodytech-holdingltd.com) by the Scheme Creditors.

30. The Account Holders shall also forward the Solicitation Packet, the Explanatory Statement, the Scheme and any related materials (or, if this is impracticable for technical reasons, directions to the Company's website where all such documents may be accessed) to the relevant Noteholders for voting. After the Noteholders return their voting instructions, votes and elections to the Account Holder, the Account Holder must ensure the Account Holder Letter is fully completed and then return the Account Holder Letter to the Company.

31. All Account Holder Letters should be delivered by Account Holders as soon as possible to the Company by the Record Time. Any Account Holder Letter received by the Company after the Record Time will be disregarded for voting purposes and the applicable Notes Scheme Creditor shall not be entitled to vote at the Scheme Meeting, except as may be permitted by the Chairperson in his sole discretion.

Attending the Scheme Meeting

32. The Scheme Meeting will take place at the time and place described in paragraph 9 above.

33. Any Notes Scheme Creditor or its proxy attending the Scheme Meeting in person must produce a duplicate copy of the Account Holder Letter validly completed and submitted by or on behalf of that Notes 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 by no later than one hour before the scheduled time of the Scheme Meeting. If appropriate personal identification or evidence of authority is not produced, that person shall only be permitted to attend and vote at the Scheme Meeting at the discretion of the Chairperson.

34. If a Noteholder appoints the Chairperson as its proxy, there is no need for the Chairperson to take the Account Holder Letter to the Scheme Meeting.

Custody Instructions and undertaking not to transfer

35. "Custody Instructions" are irrevocable instructions which prevent transfers of the Notes until the Effective Date or unblocked in accordance with paragraph 45 below. These restrictions are necessary to prevent the same holding of Notes being voted more than once.

36. Any Noteholder who procures the submission of an Account Holder Letter (to vote at the Scheme Meeting and/or receive any Scheme Shares) must before the Custody Instruction Deadline and prior to delivering the Account Holder Letter to the Company block its Notes by ensuring that its Account Holder follows the instructions set out hereinbelow.

37. An Account Holder Letter will not be valid for the purposes of voting at the Scheme Meeting or receiving Scheme Shares and the Company reserves the right to reject any Account Holder Letter that does not contain reference to a valid Custody Instruction Reference Number in accordance with the instructions set out hereinbelow.

38. Please note that the Clearing System in which you (or your custodian) hold your Notes may impose an earlier deadline for the submission of the Custody Instruction and/or Account Holder Letter. To ensure timely submission of your Custody Instruction and Account Holder Letter, please ask your custodian to check with the Clearing System as to whether any earlier deadline is applicable and ensure that your Custody Instruction and/or Account Holder Letter are received before any applicable deadline. This is particularly important if you wish to submit an Account Holder Letter by the Record Time in order to vote at the Scheme Meeting and/or to receive Scheme Shares on the Effective Date.

39. The Notes should be blocked in accordance with the standard practices and procedures of the Clearing Systems and the deadlines required by them, their Account Holders and any Intermediary. The Clearing Systems will automatically assign a Custody Instruction Reference Number in respect of each Custody Instruction and, as noted above, the Custody Instruction Reference Number must be cross referenced in the Account Holder Letter relating to the Notes in respect of which the Custody Instruction Reference Number has been obtained. It is the responsibility of Account Holders to comply (and Noteholders to ensure that their Account Holders comply) with any particular deadlines required by such persons or the Company in order to meet the Custody Instruction Deadline and the Record Time. As such, Account Holders should ensure that the Clearing Systems have received Custody Instructions regarding the subject of each Account Holder Letter and each Noteholder procuring the submission of an Account Holder Letter by its Account Holder should instruct its Account Holder to confirm that (and the Account Holder should ensure that) the Account Holder Letter cross references the Custody Instruction Reference Number.

40. Subject to paragraph 45 below, a Noteholder that procures submission of an Account Holder Letter (to vote at the Scheme Meeting and/or receive any Scheme Shares) **must ensure that its Account Holder, prior to delivering the Account Holder Letter to the Company**:

    (a) Submits relevant Custody Instructions to block its Notes in the relevant Clearing System in accordance with the standard practices and procedures required by the Clearing System prior to the Custody Instruction Deadline;

    (b) Includes in the relevant Account Holder Letter reference to the Custody Instruction Reference Number.

41. The relevant Clearing System will provide the Company with confirmation that the Notes that are the subject of the relevant Account Holder Letter have been blocked with effect from or before the date of the relevant Account Holder Letter. In the event that the Clearing System has not received Custody Instruction prior to its relevant deadline the Company may reject the Account Holder Letter of the purposes of voting at the Scheme Meeting or receiving Scheme Shares.

42. Once a Custody Instruction Reference Number has been received, the Notes held by the Account Holder will be "blocked" from trading. By completion of the Account Holder Letter with inclusion of the Custody Instruction Reference Number, the Noteholder will be deemed to have given the **undertaking** that it will not, from the date of the delivery of the Account Holder Letter, sell, transfer, assign or otherwise dispose of its interest in all or any part of its specified Notes.

43. On the Effective Date, all of the Notes will be cancelled in the Clearing Systems in accordance with the Scheme and thereafter will not be capable of being traded in the Clearing Systems.

44. Any documentation and relevant Custody Instruction submitted by or on behalf of a Noteholder shall be irrevocable for all purposes in connection with the Scheme unless and until the Company has provided an irrevocable unblock instruction to the Account Holders in accordance with paragraph 45 below.

45. The Company shall provide an irrevocable instruction to the Account Holders to immediately cause the Notes to be unblocked:

(a) within 2 Business Days upon occurrence of the following events:

(i) the Company fails to issue or allot the Scheme Shares in accordance with Part 5 of the Scheme;

(ii) the Company fails to make provision and/or payment to the Provisional Liquidators/ Scheme Administrators in respect of the Scheme Costs within a reasonable time upon the demand of the Provisional Liquidators/Scheme Administrators; and/or

(iii) the listing of the Shares has been cancelled by the Stock Exchange before Completion and the Company has failed in an appeal to the Listing Review Committee of the Stock Exchange to reverse such decision (if applicable).

(b) the Company at its sole discretion consents to unblock the Notes.

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1072 OF 2021

In the Matter of
MOODY TECHNOLOGY HOLDINGS LIMITED
（滿地科技股份有限公司）

and

In the Matter of
SECTIONS 670 AND 673 OF THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF HONG KONG

ACCOUNT HOLDER LETTER

for use by Account Holders in respect of

HK$84,000,000 7% bond due 2018 (ISIN: XS1155494997);

HK$57,900,000 7% bond due 2018 (ISIN: XS1224913159); and

HK$88,110,000 7% guaranteed bond due 2019 (ISIN: XS1633784266)

(together, the "**Notes**")

issued by

MOODY TECHNOLOGY HOLDINGS LIMITED
(PROVISIONAL LIQUIDATORS APPOINTED FOR RESTRUCTURING PURPOSES)

(the "**Company**")

in relation to the Company's scheme of arrangement under sections 673 and 674 of the Companies Ordinance as applicable in Hong Kong

(the "**Scheme**")

To: Moody Technology Holdings Limited (the "**Company**") c/o Acclime Corporate Advisory (Hong Kong) Limited at 29th Floor, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong (Fax: +852 2566 8946; Email: moodytech@acclime.com) (Attention: Gloria Ho and Zhouming Kang)

Capitalised terms used but not defined in this Account Holder Letter have the meaning given to them in document relating to the Scheme issued by the Company on 18 May 2022 (the "**Scheme Document**"), subject to any amendments or modifications made by the Courts.

IMPORTANT

The Scheme will, if implemented, materially affect the Noteholders of the Company. Noteholders must use this Account Holder Letter (by instructing their Account Holder if the Noteholder is not an Account Holder) to (a) register details of their interest in the Notes and (b) allow them to receive Scheme Shares. Please read this Account Holder Letter carefully if you are a Noteholder.

Key Dates

The key dates in respect of the Scheme are as follows:

- **Custody Instruction Deadline:** 10:00 a.m. (Hong Kong time) on 31 May 2022
- **Record Time:** 10:00 a.m. (Hong Kong time) on 1 June 2022
- **Scheme Meeting:** 3:00 p.m. to 6:00 p.m. (Hong Kong time) on 8 June 2022
- **Sanction Hearing Date:** 28 June 2022
- **Effective Date:** the date on which the Scheme becomes effective in accordance with Part 3 of the Scheme
- **Cut-Off Date:** A date to be specified by the Scheme Administrators, on the date falling 3 months after the Effective Date (or if such date is not a Business Day, the next Business Day)

The validly completed Account Holder Letter together with any accompanying documents must be submitted to the Company by the **Record Time** in order for a Noteholder to vote at the Scheme Meeting and be eligible to receive the Scheme Shares on the Effective Date.

Blocking Notes

Any Noteholder that procures the submission of an Account Holder Letter (to vote at the Scheme Meeting and/or to receive Scheme Shares on the Effective Date) must block its Notes by ensuring that its Account Holder, **prior to delivering the Account Holder Letter to the Company**, submits relevant Custody Instruction to block its Notes held with the Clearing Systems by the **Custody Instruction Deadline** and includes in the relevant Account Holder Letter reference to the Custody Instruction Reference Number. An Account Holder Letter will not be valid for the purposes of voting at the Scheme Meeting or receiving Scheme Shares on the Effective Date and the Company reserves the right to reject any Account Holder Letter that does not contain reference to a valid Custody Instruction Reference Number.

The Notes will be cancelled in the Clearing Systems as at the Effective Date and thereafter will not be capable of being traded in the Clearing Systems.

Summary of this Account Holder Letter

The Account Holder Letter must be validly completed and submitted to the Company as follows.

Part 1	**Noteholder, Account Holder and Holdings Details**	*In order to vote at the Scheme Meeting, this Part 1 must be completed in all cases by the Account Holder for and on behalf of the Noteholder and signed by the Account Holder* ***by the Record Time****.* *In order to receive Scheme Shares, this Part 1 may be completed in all cases by the Account Holder for and on behalf of the Noteholder and signed by the Account Holder* ***by the Cut-Off Date****.* *There is* ***no need to re-submit*** *the Account Holder Letter if a Noteholder has submitted the same before the Record Time.*
Section 1	Details of the Noteholder	
Section 2	Account Holder Details	
Section 3	Details of Holdings	
Part 2	**Voting and appointment of proxy**	*This Part 2 must be completed by the Account Holder for and on behalf of the Noteholder* ***by the Record Time*** *if the Noteholder would like to vote on the Scheme.*
Section 1	Account Holder Confirmations	
Section 2	Voting Instructions relating to the Scheme and Appointment of Proxy	
Part 3	**Distribution of Scheme Shares**	*In order to vote, this Part 3 must be completed in all cases by the Account Holder for and on behalf of the Noteholder and signed by the Account Holder* ***by the Record Time****.* *In order to receive Scheme Shares, this Part 3 may be completed in all cases by the Account Holder for and on behalf of the Noteholder and signed by the Account Holder* ***by the Cut-Off Date****.* *There is* ***no need to re-submit*** *the Account Holder Letter if a Noteholder has submitted the same before the Record Time.*

PART 1

NOTEHOLDER, ACCOUNT AND HOLDING DETAILS

Irrespective of any elections made under any other Part of this Account Holder Letter, an Account Holder Letter received by the Company that does not include all information requested in this Part 1 will not constitute a valid completed Account Holder Letter and the relevant Noteholder will not be entitled to cast a vote at the Scheme Meeting or receive any Scheme Shares if the Scheme becomes effective in accordance with its terms.

It will be the responsibility of Account Holders, who are not also Noteholders, to obtain from the Noteholder (through any intermediaries, if applicable) on whose behalf they are acting, in accordance with the procedures established between them, whatever information or instructions they may require to identify in this Account Holder Letter the relevant Noteholder and to provide the information, instructions and confirmation by this Account Holder Letter. None of the Company or any other person will be responsible for any loss or liability arising out of any error or deficiency contained in this Account Holder Letter.

Section 1 Details of the Noteholder

Full name of Noteholder: _____

Address: _____

Email address: _____

Telephone number (with country code): _____

To be completed if the Noteholder is a corporation:

Jurisdiction of incorporation of Noteholder: _____

Section 2 Details of the Account Holder

Full name of Account Holder: _____

Clearing System: _____

Clearing System account number: _____

Authorised employee of Account Holder (print name): _____

Telephone number of the authorised employee
(with country code): _____

Email address of the authorised employee: _____

Section 3 Details of Holdings

The Account Holder holds the following Notes to which this Account Holder Letter relates which have been "blocked" at the Record Time. Such Notes must have been "blocked" through delivery of Custody Instruction to the relevant Clearing System by the Custody Instruction Deadline, the reference number in relation to which is identified below.

ISIN *(Delete as appropriate)*	**Amount blocked at Clearing System[1] (HK$)**	**Clearing System**	**Clearing System account number**	**Custody Instruction Reference Number[2]**
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				
XS1155494997 XS1224913159 XS1633784266				

[1] The amount entered should be the entire principal amount of the Notes in respect of which the Account Holder is giving instructions on behalf of the relevant Noteholder pursuant to this Account Holder Letter. If the Account Holder holds Notes in respect of which it is not giving instructions pursuant to this Account Holder Letter, this amount should not be stated and is not required to be notified.

[2] Corresponding to the Custody Instruction in the relevant Clearing System submitted by the Account Holder on behalf of the Noteholder.

By signing this Part 1, the Account Holder is hereby instructed by the Noteholder in respect of which this Account Holder Letter is being submitted to certify that such Noteholder (i) holds the Notes detailed in Part 1, Section 3 as at the Record Time; (ii) will not trade such Notes unless otherwise agreed by the Company; and (iii) in respect of any distribution of Scheme Shares, acknowledges and agrees that the Company shall be entitled to treat such Noteholder as the party entitled to receive the Scheme Shares in respect of such holding of Notes.

Before returning this Account Holder Letter, please make certain that you have provided all the information requested.

For the purposes of a Noteholder voting or receiving any Scheme Shares under the Scheme:

- relevant Custody Instruction (as applicable) must have been delivered in respect of the Notes identified in Part 1, Section 3 as being held in the Clearing Systems;

- this Account Holder Letter will only be accepted if (as appliable) a valid Custody Instruction Reference Number is included in Part 1, Section 3 in respect of the Notes which are the subject of this Account Holder Letter; and

- information in this Account Holder Letter must be consistent with the Custody Instruction.

SIGNING

Account Holder's authorised employee/
representative name: _____

Executed by authorised employee/
representative for and on behalf of
the Account Holder: _____

Date: _____

PART 2

VOTING AND APPOINTMENT OF PROXY

This Part 2 is required to be completed only if a Noteholder intends to vote at the Scheme Meeting.

Section 1 Account Holder Voting Confirmation

The Account Holder named below for itself hereby confirms to the Company as follows (select "yes" or "no" as appropriate for each item):

1. That all authority conferred or agreed to be conferred pursuant to this Account Holder Letter and every obligation of the Account Holder under this Account Holder Letter shall, to the best of its knowledge and the extent permitted by law, be binding upon the successors and assigns of the Account Holder (in the case of a corporation or institution) or the successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of the Account Holder (in the case of a natural person) and shall not be affected by, and shall survive, the insolvency, bankruptcy, dissolution, death or incapacity (as the case may be) of the Account Holder and that all of the information in this Account Holder Letter is complete and accurate.

   ☐ Yes

   ☐ No

2. That, in relation to the Notes identified in Part 1, Section 3 (Details of Holdings) of Part 1 (Noteholder, Account Holder and Holdings Details) of this Account Holder Letter, the Account Holder has authority to give the voting instructions set out in Part 2, Section 2 (Voting Instructions relating to the Schemes) of this Part 2 (Voting and Appointment of Proxy) of this Account Holder Letter, indicate the elections set forth herein (if applicable) and, if applicable, to nominate the person named in Part 2, Section 2 (Voting Instructions relating to the Schemes) of this Part 2 (Voting and Appointment of Proxy) of this Account Holder Letter to attend and vote at the Scheme Meeting.

   ☐ Yes

   ☐ No

In order for a Noteholder to be eligible to vote (either in person or by proxy), an Account Holder must respond "yes" in respect of each of paragraphs (1) and (2) above.

By delivering this Account Holder Letter to the Company, the Account Holder confirms that the Noteholder agrees that the Noteholder shall be deemed to have made the representations, warranties and undertakings set forth below in favour of the Company as at the date on which this Account Holder Letter is delivered to the Company.

1. Each Noteholder who submits, delivers or procures the delivery of an Account Holder Letter represents, warrants and undertakes to the Company that:

   (a) it has received the Scheme and the Explanatory Statement and has had sufficient opportunity to review all documents contained therein;

   (b) to the best of its knowledge, it is lawful to seek voting instructions from that Noteholder in respect of the Scheme;

   (c) it is assuming all of the risks inherent in that Noteholder participating in the Scheme and has undertaken all the appropriate analysis of the implications of participating in the Schemes for that Noteholder;

   (d) the Notes which are the subject of the Account Holder Letter are, at the time of delivery of such Account Holder Letter, held by it (directly or indirectly) or on its behalf at the relevant Clearing System;

   (e) it has not given voting instructions or submitted an Account Holder Letter with respect to Notes other than those that are the subject of this Account Holder Letter;

   (f) it authorizes the Clearing Systems to provide details concerning its identity, the Notes which are the subject of the Account Holder Letter and delivered on its behalf and its applicable account details to the Company and their respective legal and financial advisers at the time the Account Holder Letter is submitted;

   (g) save as expressly provided in the Explanatory Statement, neither the Company nor any of their respective affiliates, directors, officers or employees has made any recommendation to that Noteholder as to whether, or how, to vote in relation to the Scheme, and that it has made its own decision with regard to voting based on any legal, tax or financial advice that it has deemed necessary to seek;

(h) all authority conferred or agreed to be conferred pursuant to these representations, warranties and undertakings shall, to the best of its knowledge and to the extent permitted by law, be binding on the successors and assigns of that Noteholder (in the case of a corporation or institution) or the successors, assigns, heirs, executors, trustees in bankruptcy and legal representatives of that Noteholder (in the case of a natural person) and shall not be affected by, and shall survive, the insolvency, bankruptcy, dissolution, death or incapacity (as the case may be) of that Noteholder; and

(i) it is solely liable for any taxes or similar payments imposed on it under the laws of any applicable jurisdiction as a result of voting in favour of the Schemes, and that it will not and does not have any right of recourse (whether by way of reimbursement, indemnity or otherwise) against the Company or any of their affiliates, directors, officers, advisers or employees in respect of such taxes or similar payments.

2. Any Noteholder that is unable to give any of the representations in paragraph 1 above should contact the Company directly as soon as possible.

Notes:

1. A Noteholder who wishes to vote at the Scheme Meeting must submit this Account Holder Letter ***by the Record Time****.*

2. A Noteholder who wishes to receive Scheme Shares must submit this part and Part 3 of the Account Holder Letter ***by the Cut-Off Date****. There is no need to re-submit the Account Holder Letter if it was previously submitted by the Record Time.*

Section 2 Voting Instructions relating to the Schemes and Appointment of Proxy

The Noteholder wishes to vote (or to instruct its proxy to vote) at the Scheme Meeting as follows (please check **only one box**):

☐ **FOR** the Scheme; or

☐ **AGAINST** the Scheme.

The Noteholder wishes (please check **only one box**):

☐ to appoint the Chairperson as its proxy to attend and vote on the Scheme on its behalf at the Scheme Meeting in accordance with the instructions set forth above;

☐ to appoint the proxy (other than the Chairperson) identified below to attend and vote on the Scheme on its behalf at the Scheme Meeting in accordance with the instructions set forth above;

Name: _____

Passport country and number: _____

Phone number: _____

Email address: _____

☐ to attend and vote on the Scheme at the Scheme Meeting in person or by a duly authorised representative, if a corporation, in such manner as the Noteholder thinks fit.

Name: _____

Passport country and number: _____

Phone number: _____

Email address: _____

The Noteholder and/or his proxy (other than the Chairperson) wishes (please check **only one box**):

☐ to attend and vote on the Scheme at the Scheme Meeting in person

☐ to attend and vote on the Scheme at the Scheme Meeting by an **online conferencing platform** *(Note 3)* to be designated by the Company.

Notes:

1. *Unless a Noteholder is an individual attending in person or a corporation attending by a duly authorized representative, it must appoint a proxy to vote on its behalf at the Scheme Meeting. It is recommended that the Chairperson is appointed as the proxy, as there would in such circumstances be no need for any additional documents or identification to be taken to the Scheme Meeting by or on behalf of the Noteholder.*

2. *Any Noteholder or its proxy attending the Scheme Meeting in person must produce a duplicate copy of the Account Holder Letter validly completed and submitted on behalf of that Noteholder 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 by no later than one hour before the scheduled time of the Scheme Meeting.*

3. *A Noteholder (or its proxy) who attends the Scheme Meeting by an online conferencing platform to be designated by the Company must agree to show his face from the webcam on the device on which he is accessing the Scheme Meeting and be visible to the Chairperson of the Scheme Meeting at all times. The unique personal identification number (PIN) together with any additional instructions will be sent to the Noteholder's designated email address as stated in Part 2 of this Account Holder Letter.*

4. *For the avoidance of doubt, if a Noteholder wishes to vote, the Account Holder Letter should be completed and submitted to the Company* ***by the Record Time****.*

PART 3

DISTRIBUTION OF SCHEME SHARES

This Part 3 is required to be completed for the Notes Scheme Creditor to receive the Scheme Shares.

The Company intends wherever possible, to distribute the Scheme Shares to Scheme Creditors through the Central Clearing and Settlement System for listed shares in Hong Kong ("**CCASS**").

The Company shall procure that in respect of the Scheme Shares, the Share Registrar enters the name of that Scheme Creditor or the name of the relevant CCASS participant account in this Part 3 of its Account Holder Letter), in the Share Register in respect of the Scheme Shares to which the Scheme Creditor is entitled.

In the event that such arrangements are not practicable or are otherwise not made, the Notes Scheme Creditors note that they will receive physical share certificates and registered with the particulars set out in this Part 3 of the Account Holder Letter and they shall be responsible themselves to deposit the same into CCASS if they wish to deal in them. Please note that the Scheme Administrators and the Company do not undertake that the relevant shares can or will be deposited into CCASS and are not responsible to for any delay before the shares can be dealt with within CCASS.

YOU SHOULD TICK ONLY ONE BOX SET OUT BELOW:

☐ **I elect to receive my Scheme Shares in the CCASS account set out below:**

CCASS Account Bank Name: _____

CCASS Account Number: _____

SWIFT CODE: _____

Account Name at CCASS Bank: _____

Account Number at CCASS Bank: _____

Responsible Employee Name: _____

Email: _____

Phone: _____

Fax: _____

Address: _____

_____

_____

☐ **I elect to decline to receive all Scheme Shares.**