



**IN THE GRAND COURT OF THE CAYMAN ISLANDS**

**FINANCIAL SERVICES DIVISION**

**Neutral Citation Number: [2025] CIGC (FSD) 47**

**CAUSE NO. FSD 115 OF 2025 (DDJ)**

**IN THE MATTER OF THE COMPANIES ACT (2025 REVISION)**

**AND IN THE MATTER OF REDUCTION OF SHARE CAPITAL OF BIT ORIGIN LTD**

**Before:** The Hon. Justice David Doyle

**Appearances:** Adam Barrie of Mourant Ozannes (Cayman) LLP for Bit Origin Ltd

**Heard:** 5 June 2025

**Ex tempore judgment**

**Delivered:** 5 June 2025

**Draft transcript**

**Circulated:** 5 June 2025

**Transcript approved:** 9 June 2025

*Confirmation of capital reduction and approval of Minute*

## JUDGMENT

### Introduction

1. In this case Bit Origin Ltd (the “Company”) applies by way of petition dated 1 May 2025 (the “Petition”) for an order confirming a capital reduction and approving a minute pursuant to the relevant provisions of the Companies Act (2025 Revision) (the “Companies Act”).
2. I have considered the hearing bundle and the helpful skeleton argument dated 30 May 2025 of Adam Barrie of Mourant Ozannes (Cayman) LLP. I also benefit from Mr Barrie’s oral submissions presented on behalf of the Company to the court this morning. I am very grateful to Mr Barrie for his valuable assistance to the court.

### Determination

3. I am satisfied that the Directions Order made on 15 May 2025 has been duly complied with. The second affidavit of Jinghai Jiang sworn on 30 May 2025 provides good evidence of compliance and sets out the advertisement details.
4. Although this was not readily apparent from the skeleton argument (but was mentioned at paragraph 27 of the Petition) I am satisfied that the Company had at the relevant time and still has the power to reduce its share capital (Article 37A of the Fourth Amended and Restated Articles of Association of the Company). Under section 14 (1) of the Companies Act subject to section 37 and to confirmation by the court a company may “if so authorised by its articles”, reduce its share capital by special resolution. The power of the Company to reduce its share capital is the first issue upon which the court must be satisfied and I am satisfied in respect of that fundamental issue.
5. I am also satisfied as to the following:
  - (1) a valid special resolution was passed at the AGM held on 14 March 2025 approving the capital reduction;
  - (2) the capital reduction has been adequately explained to shareholders. I note the information provided in the proxy statement and notice of the AGM. These documents provided

sufficient information about the reasons for the proposed capital reduction to enable shareholders to make an informed decision when considering whether to vote in favour or against the proposal at the AGM;

- (3) the shareholders have been treated equitably in relation to the reduction. I note the evidence in respect of correspondence with one shareholder. It appears after further explanation that he does not take his concern further and he has not appeared in person or by attorney today to oppose the reduction. I note the Company's position that the shareholder had misunderstood the effect of the reduction which would not directly impact the market value of his shares and that the Company has heard nothing further from that single shareholder following the Company's response to his email dated 19 May 2025. It appears that he is content with the explanation or at least he does not want to take his initial objection any further;
- (4) the capital reduction is for a discernible purpose (namely to assist the Company in its capital raising activities ensuring that it can issue shares at a price that is both legally compliant and economically viable); and
- (5) the interests of the creditors have been safeguarded and they have been adequately protected, given that the Company has sufficient current assets to satisfy its liabilities. Moreover, all creditors have provided written consent to the proposed capital reduction.

**Order**

6. I make an order substantially in terms of the draft order helpfully provided in advance of today's hearing. The capital reduction is confirmed and the Minute is approved.

*David Doyle*

---

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