



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 285 OF 2021 (DDJ)

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

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

AND IN THE MATTER OF GOOD FRIEND INTERNATIONAL HOLDINGS INC. 友佳國際控股有限公司

ORDER

UPON THE PETITION of Good Friend International Holdings Inc. 友佳國際控股有限公司 (the "Petitioner") dated 29 September 2021;

AND UPON HEARING Counsel for the Petitioner;

AND UPON READING the said Petition, the First Affirmation of Chu Chih-Yaung (affirmed on 29 September 2021), the First Affirmation of Shirley Lau (affirmed on 29 September 2021), the Second Affirmation of Chu Chih-Yaung (affirmed on 12 October 2021), the First Affirmation of Ng Yean Lam (affirmed on 19 November 2021), the First Affirmation of Yip Sai Keung Esmond (affirmed on 1 December 2021), the exhibits attached thereto and other documents on the court file;

AND UPON the undertakings given to this Honourable Court by the Offeror and the Offeror Concert Parties (other than Ms. Wu Hui-fen) dated 30 September 2021 and 29 September respectively;

IT IS HEREBY ORDERED that that the Scheme of Arrangement as referred to in the said Petition, the final version of which is exhibited to the First Affirmation of Ng Yean Lam be and is hereby sanctioned.

AND IT IS ORDERED that:

- (1) The capital reduction of the Company, pursuant to the Special Resolution dated 30 November 2021, is confirmed;
- (2) This Order be produced to the Registrar of Companies and that an office copy hereof be delivered to him together with a copy of the attached minute in Schedule "A" in respect of the capital reduction of the Company;
- (3) Notice of the registration by the Registrar of Companies of this Order and of the said Schedule be published once in the first available Cayman Gazette and once in the Hong Kong South China Morning Post newspaper in English and once in the Hong Kong Economic Journal newspaper in Chinese within 21 days of such registration;
- (4) There be no order as to costs; and
- (5) Liberty to apply.

DATED this 8 day of December 2021

FILED this 8 day of December 2021

The Honourable Justice Doyle
Judge of the Grand Court
Financial Services Division

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

Schedule "A"

"The issued share capital of Good Friend International Holdings Inc. (the "Company") was by virtue of a Special Resolution passed on 30 November 2021 and with the confirmation of an order of the Grand Court of the Cayman Islands dated 8 December 2021, reduced from HK\$4,030,740 divided into 403,074,000 shares of par value HK\$0.01 each to HK\$2,548,660 divided into 254,866,000 shares of par value HK\$0.01 (the "Reduction of Capital"). Immediately upon the Reduction of Capital, the issued share capital of the Company was restored to HK\$4,030,740 by allotting and issuing to Good Friend (H.K.) Corporation Limited, credited as fully paid at par, 148,208,000 shares of par value HK\$0.01 each.

The authorised share capital of the Company, on the registration of this Minute, is HK\$10,000,000 divided into 1,000,000,000 shares of par value HK\$0.01 each."