



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2022 ()

IN THE MATTER OF GLORY SUN FINANCIAL GROUP LIMITED 寶新金融集團有限公司

AND IN THE MATTER OF THE COMPANIES ACT (2022 REVISION)

AND THE GRAND COURT RULES 1995 ORDER 102

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of Glory Sun Financial Group Limited 寶新金融集團有限公司 shows as follows:

1. The object of this Petition is to seek an Order of the Court pursuant to section 15 of the Companies Act (2022 Revision) (the "**Companies Act**") confirming a reduction of the share capital of the Petitioner, Glory Sun Financial Group Limited 寶新金融集團有限公司 (the "**Company**").
2. The Company was incorporated on 17 July 2009 under the Companies Act as an exempted company with registration number 228579.
3. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
4. As at the date of incorporation of the Company on 17 July 2009, its authorised share capital was HK\$380,000 divided into 3,800,000 ordinary shares of a nominal or par value of HK\$0.10 each.

5. By way of resolutions of the then shareholders of the Company passed on 27 November 2009, the authorised share capital of the Company was increased from HK\$380,000 to HK\$350,000,000 divided into 3,500,000,000 ordinary shares of a nominal or par value of HK\$0.10 each.
6. By way of resolutions of the then shareholders of the Company passed on 15 July 2015, the authorised share capital of the Company was increased from HK\$350,000,000 to HK\$50,000,000,000 divided into 500,000,000,000 ordinary shares of a nominal or par value of HK\$0.10 each.
7. By way of resolutions of the then shareholders of the Company passed on 24 November 2022, the authorised share capital of the Company was consolidated (the "**Share Consolidation**") from 500,000,000,000 ordinary shares of a nominal or par value of HK\$0.10 each to 25,000,000,000 ordinary shares of a nominal or par value of HK\$2.00 each (the "**Consolidated Shares**").
8. As at the date of this Petition, the authorised share capital of the Company is HK\$50,000,000,000 divided into 25,000,000,000 ordinary shares of a nominal or par value of HK\$2.00 each and its issued share capital is HK\$3,138,751,220 divided into 1,569,375,610 ordinary shares of a nominal or par value of HK\$2.00 each which have been fully paid-up or credited as fully paid-up.
9. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 15 December 2010 under stock code number 1282.
10. The objects for which the Company was established are unrestricted.
11. The Articles of Association of the Company provide, *inter alia*, as follows:
 - "6. *The Company may from time to time by special resolution, subject to any*

confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.”

12. In accordance with section 14(1) of the Companies Act and by way of special resolution of the shareholders of the Company at an extraordinary general meeting held of the Company held on 24 November 2022 (the “**Special Resolution**”), it was resolved:

“**THAT**, subject to and conditional upon (i) the Share Consolidation becoming effective; (ii) an order being made by the Grand Court of the Cayman Islands (the “**Grand Court**”) confirming the Capital Reduction (as defined below); (iii) compliance with any condition which the Grand Court may impose in relation to the Capital Reduction; (iv) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Grand Court confirming the Capital Reduction and the minute approved by the Grand Court containing the particulars required under the Companies Act, Cap. 22 (Law 3 of 1961), of the Cayman Islands (as consolidated and revised) (the “**Companies Act**”) in respect of the Capital Reduction; and (v) the Listing Committee of the Stock Exchange granting approval for the listing of, and the permission to deal in, the New Shares (as defined below), with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):

- (a) (i) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation which is not sold for the benefit of the Company (if any) be cancelled; and (ii) the par value of each issued Consolidated Share be reduced from HK\$2.0 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$1.99 on each of the then issued Consolidated Share (the “**Capital Reduction**”);

- (b) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$2.0 each will be sub-divided (the “**Share Sub-division**”) into 200 new shares of par value of HK\$0.01 each (the “**New Shares**”);
- (c) following the Capital Reduction, the credit arising from the Capital Reduction be applied towards setting off against the balance of the accumulated losses of the Company in a manner as permitted by the memorandum and the articles of association of the Company and the Companies Act as consolidated and revised and other applicable laws;
- (d) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank pari passu in all respects with each other and each shall have rights and privileges and be subject to the restrictions as contained in the memorandum and the articles of association of the Company;
- (e) immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company will be changed from HK\$50,000,000,000 divided into 25,000,000,000 Consolidated Shares to HK\$50,000,000,000 divided into 5,000,000,000,000 New Shares; and
- (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Sub-division.”

13. The Special Resolution to approve and give effect to the Capital Reduction was

duly passed by the shareholders of the Company at an extraordinary general meeting held on 24 November 2022, thus satisfying the requirements for passing a special resolution to approve the Capital Reduction under the Articles of Association of the Company and under the Companies Act.

14. The proposed Capital Reduction does not involve either the diminution of any liability in respect of unpaid capital and the Company has no intention to make any payment of paid up capital of the Company to its shareholders. Furthermore, the proposed Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company.
15. The form of Minute proposed to be registered is as follows:

“The issued share capital of Glory Sun Financial Group Limited 寶新金融集團有限公司 (the “Company”) was by virtue of a Special Resolution passed on 24 November 2022 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [] 2022, reduced by (a) cancelling any fractional consolidated share of HK\$2.00 each (the “Consolidated Shares”) in the issued share capital of the Company arising from the share consolidation of every twenty (20) existing issued and unissued ordinary shares of HK\$0.10 each in the share capital in the Company into one (1) Consolidated Share; and (b) cancelling the paid-up capital of the Company to the extent of HK\$1.99 on each of the then issued Consolidated Share such that the nominal value of each issued Consolidated Share will be reduced from HK\$2.00 to HK\$0.01 (the “Capital Reduction”). Upon the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares will be subdivided into 200 unissued ordinary shares of HK\$0.01 each in the share capital of the Company. At the date of the registration of this Minute, the authorised share capital of the Company is HK\$50,000,000,000 divided into 5,000,000,000,000 ordinary shares of HK\$0.01 each.”

Your Petitioner, the Company, therefore prays as follows:

- (1) That the Capital Reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 12 of this Petition may be confirmed and that the above-mentioned Minute may be approved by the Court.
- (2) That to this end, all necessary inquiries and directions may be made and given.
- (3) Such further and other order as this Honourable Court shall think fit.

Dated this 21 day of December 2022

Conyers Dill & Pearman LLP

Conyers Dill & Pearman LLP
Attorneys-at-Law for the Petitioner herein

This Petition was filed by Conyers Dill & Pearman LLP, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is that of its Attorneys, SIX, 2nd Floor, Cricket Square, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Notice of Hearing

This Petition having been presented to the Court on the day of
2022 will be heard at the Law Courts, George Town, Grand Cayman on the 13th day of
February 2023 at 9:30 am/~~pm~~ or as soon thereafter as the Petition can be
heard.