



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 196 OF 2023 (IKJ)

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT (2023 REVISION) (AS REVISED)

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

AND IN THE MATTER OF Golden Eagle Retail Group Limited 金鷹商貿集團有限公司

ORDER

UPON THE PETITION of Golden Eagle Retail Group Limited 金鷹商貿集團有限公司 (the "Petitioner") dated 12 July 2023;

AND UPON HEARING Counsel for the Petitioner;

AND UPON READING the said Petition, the First, the Second and the Third Affirmations of Wong Chi Keung, sworn on 12 July 2023, 19 July 2023 and 15 September 2023 respectively, the First Affirmation of Cheng Chung Hon, sworn on 12 July 2023, the First Affirmation of Choi Chun Wai, sworn on 24 August 2023, the exhibits attached thereto and other documents on the court file;

AND UPON the undertakings dated 10 July 2023 given to this Honourable Court by the Offeror and the Offeror Concert Parties as defined in the Petition;

IT IS HEREBY ORDERED that the Scheme of Arrangement as referred to in the said

Petition, the final version of which is exhibited to the First Affirmation of Choi Chun Wai, be and is hereby sanctioned.

AND IT IS ORDERED that:

- (1) The Special Resolution authorising the capital reduction of the Company by Extraordinary General Meeting dated 15 September 2023 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 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 3rd day of October 2023

FILED this 3rd day of October 2023



**THE HON. JUSTICE KAWALEY
JUDGE OF THE GRAND COURT**

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 shares of par value HK\$0.10 each (the "Shares") in the share capital of Golden Eagle Retail Group Limited 金鷹商貿集團有限公司 was by virtue of a Special Resolution passed on 15 September 2023 and with the sanction of an Order of the Grand Court of the Cayman Islands dated 3 October 2023 reduced from HK\$166,020,500 divided into 1,660,205,000 Shares to HK\$18,172,000 divided into 181,720,000 Shares (the "Capital Reduction"). Simultaneously with the Capital Reduction, the issued Shares in the share capital of Golden Eagle Retail Group Limited 金鷹商貿集團有限公司 was restored to HK\$166,020,500 by allotting and issuing to Golden Eagle Retail Investment Limited, credited as fully paid at par, 1,478,485,000 Shares.

The authorised share capital of the Company, on the registration of this Minute, is HK\$500,000,000 divided into 5,000,000,000 ordinary shares of par value HK\$0.10 each."