



THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD                      OF 2023 (    )

IN THE MATTER OF HENG TAI CONSUMABLES GROUP LIMITED 亨泰消費品集團有限公司

AND IN THE MATTER OF THE COMPANIES ACT (2023 REVISION)

AND THE GRAND COURT RULES 1995 ORDER 102

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**PETITION**

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TO:    The Grand Court of the Cayman Islands

THE PETITION of HENG TAI CONSUMABLES GROUP LIMITED 亨泰消費品集團有限公司 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 (2023 Revision) (the “**Companies Act**”) confirming a reduction of the share capital of the Petitioner, HENG TAI CONSUMABLES GROUP LIMITED 亨泰消費品集團有限公司 (the “**Company**”).
2.    The Company was incorporated on 3 April 2001 under the Companies Act as an exempted company with registration number 109286.
3.    The registered office of the Company is Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111,

Cayman Islands.

4. As at the date of incorporation of the Company on 3 April 2001, its authorised share capital was HK\$100,000 divided into 1,000,000 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 7 November 2001, its authorised share capital was subdivided from 1,000,000 shares of a nominal or par value of HK\$0.10 each to 10,000,000 shares of a nominal or par value of HK\$0.01 each.
6. By way of resolutions of the then shareholders of the Company passed on 7 November 2001, its authorised share capital was increased from HK\$100,000 to HK\$200,000 divided into 20,000,000 shares of a nominal or par value of HK\$0.01 each.
7. By way of resolutions of the then shareholders of the Company passed on 7 November 2001, its authorised share capital was increased from HK\$200,000 to HK\$20,000,000 divided into 2,000,000,000 shares of a nominal or par value of HK\$0.01 each.
8. By way of resolutions of the then shareholders of the Company passed on 28 December 2007, its authorised share capital was increased from HK\$20,000,000 to HK\$100,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each.
9. By way of resolutions of the then shareholders of the Company passed on 29 December 2015, its authorised share capital was consolidated from 10,000,000,000 shares of a nominal or par value of HK\$0.01 each to

1,000,000,000 shares of a nominal or par value of HK\$0.10 each.

10. By way of resolutions of the then shareholders of the Company passed on 23 November 2016, its authorised share capital was increased from HK\$100,000,000 to HK\$1,000,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.10 each.
11. By way of resolutions of the then shareholders of the Company passed on 22 December 2023, its authorised share capital was consolidated from 10,000,000,000 shares of a nominal or par value of HK\$0.10 each to 500,000,000 shares of a nominal or par value of HK\$2.00 each (the “**Share Consolidation**”).
12. As at the date of this Petition, the authorised share capital of the Company is HK\$1,000,000,000 divided into 500,000,000 shares of a nominal or par value of HK\$2.00 each and its issued share capital is HK\$210,140,718.00 divided into 105,070,359 shares of a nominal or par value of HK\$2.00 each which have been fully paid-up or credited as fully paid-up.
13. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since December 2001 under stock code number 00197.
14. The objects for which the Company was established are unrestricted.
15. The Articles of Association of the Company provide, *inter alia*, as follows:
  - “14. The Company may by Special Resolution reduce its share capital or undistributable reserve in any manner authorised, and subject to any

conditions prescribed, by law.”

16. In accordance with section 14(1) of the Companies Act and by way of a special resolution of the shareholders of the Company passed at an extraordinary general meeting of the Company held on 22 December 2023 (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 Court ”) confirming the Capital Reduction (as defined below) (if applicable); (iii) compliance with any condition which the Court may impose in relation to the Capital Reduction (if applicable); (iv) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act, Cap. 22 (Law 3 of 1961), of the Cayman Islands (as consolidated and revised) with respect to the Capital Reduction (if applicable); (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); and (vi) the compliance with the relevant legal procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reduction and the Share Sub Division (as defined below), with effect from the date on which these conditions are fulfilled:

- (a) (i) any fractional Consolidated Share 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\$2.00 to HK\$0.01 by cancelling the paid up capital to the extent of HK\$1.99 on each of the then issued Consolidated Shares (the “**Capital Reduction**”);

- (b) immediately following the Capital Reduction, each unissued Consolidated Share of HK\$2.00 each in the authorised share capital of the Company be sub divided (the “**Share Sub-Division**”) into 200 new shares of HK\$0.01 each (the “**New Shares**”);
  - (c) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by the Company as the Directors may deem fit and permitted in accordance with the M&A and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time;
  - (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 M&A;
  - (e) immediately following the Capital Reduction and the Share Sub-Division, the authorised share capital of the Company will be changed from HK\$1,000,000,000 divided into 500,000,000 Consolidated Shares to HK\$1,000,000,000 divided into 100,000,000,000 New Shares; and
  - (f) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Capital Reduction and the Share Sub Division.”
17. 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 22 December 2023, 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.

18. 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.
19. The form of Minute proposed to be registered is as follows:

*“The issued share capital of HENG TAI CONSUMABLES GROUP LIMITED 亨泰消費品集團有限公司 (the “Company”) was by virtue of a Special Resolution passed on 22 December 2023 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [●] 2024, reduced from HK\$2.00 per each issued share to HK\$0.01 per each issued share (the “Capital Reduction”). Upon the Capital Reduction becoming effective, each authorised but unissued share of HK\$2.00 each shall be subdivided into two hundred unissued 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\$1,000,000,000 divided into 100,000,000,000 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 16 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 28<sup>th</sup> day of December 2023

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, 2<sup>nd</sup> 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 28<sup>th</sup> day of December 2023 will be heard at the Law Courts, George Town, Grand Cayman on the \_\_\_\_ day of \_\_\_\_\_ 2024 at \_\_\_\_\_ am/pm or as soon thereafter as the Petition can be heard.