



**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION**

**CAUSE NO. FSD 344 OF 2023 (CRJ)**

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

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

**AND IN THE MATTER OF PINE CARE GROUP LIMITED 松齡護老集團有限公司**

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**ORDER**

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**UPON THE PETITION** of Pine Care Group Limited 松齡護老集團有限公司 (the "Petitioner") dated 21 November 2023;

**AND UPON HEARING** Counsel for the Petitioner;

**AND UPON READING** the said Petition, the First Affirmation of Chan Yip Keung (affirmed on 21 November 2023), the First Affirmation of Leung Ming Yat (affirmed on 21 November 2023), the Second Affirmation of Chan Yip Keung (affirmed on 6 December 2023), the First Affirmation of Ng Chung Yan (affirmed on 28 December 2023), the First Affirmation of Yuen Tak Tim Anthony (affirmed on 17 January 2024), the exhibits attached thereto and other documents on the court file;

**AND UPON** the undertaking dated 23 January 2024 given to this Honourable Court by the Offeror as defined in the Petition;

**IT IS HEREBY ORDERED** that the Scheme as referred to in the said Petition, the final version of which is exhibited to the First Affirmation of Ng Chung Yan, be and is hereby

sanctioned.

**AND IT IS ORDERED** that:

- (1) The Special Resolution authorising the capital reduction of the Petitioner by extraordinary general meeting dated 15 January 2024 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";
- (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 Standard 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 16 day of February 2024

FILED this 16<sup>th</sup> day of February 2024

  
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THE HON. JUSTICE CHERYLL RICHARDS  
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\$0.01 each (the "**Shares**") in the share capital of Pine Care Group Limited 松齡護老集團有限公司 was by virtue of a Special Resolution passed on 15 January 2024 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [16 February 2024] reduced from HK\$9,028,800 divided into 902,880,000 Shares to HK\$8,708,360.5 divided into 870,836,050 Shares (the "**Capital Reduction**"). Simultaneously with the Capital Reduction, the issued Shares in the share capital of Pine Care Group Limited 松齡護老集團有限公司 was restored to HK\$9,028,800 by allotting and issuing to Diamond Ridge Holdings Limited, credited as fully paid at par, 32,043,950 Shares.*

*The authorised share capital of the Company, on the registration of this Minute, is HK\$50,000,000 divided into 5,000,000,000 ordinary shares of par value HK\$0.01 each."*