



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2024 ()

IN THE MATTER OF E-HOME HOUSEHOLD SERVICE HOLDINGS LIMITED

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

AND THE GRAND COURT RULES (2023 CONSOLIDATION)

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of E-HOME HOUSEHOLD SERVICE HOLDINGS LIMITED 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, E-Home Household Service Holdings Limited (the "**Company**").
2. The Company was incorporated on 24 September 2018 under the Companies Act as an exempted company with registration number 342998.
3. The registered office of the Company is Harneys Fiduciary (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands.

4. As at the date of incorporation of the Company on 24 September 2018, its authorised share capital was US\$50,000.00 divided into 50,000 ordinary shares of a nominal or par value of US\$1.00 each.
5. By way of resolutions of the then shareholders of the Company passed on 23 May 2019, each of the authorised and issued shares of the Company of a nominal or par value US\$1.00 was sub-divided into 10,000 shares of a nominal or par value US\$0.0001 each, such that following such sub-division, the authorised share capital of the Company became US\$50,000 divided into 500,000,000 shares of a nominal or par value US\$0.0001 each.
6. By way of resolutions of the then shareholders of the Company passed on 3 June 2022, the authorised share capital of the Company was increased from (a) US\$50,000 divided into 500,000,000 ordinary shares of a nominal or par value of US\$0.0001 each, to (b) US\$51,000 divided into 510,000,000 shares of a nominal or par value of US\$0.0001 each, of which (i) 500,000,000 are designated as ordinary shares of a nominal or par value of US\$0.0001 each, and (ii) 10,000,000 are designated as preferred shares of a nominal or par value of US\$0.0001 each.
7. By way of resolutions of the then shareholders of the Company passed on 23 September 2022:
 - (a) every ten (10) issued and unissued ordinary and preferred shares of the Company of US\$0.0001 each were consolidated into one (1) share of US\$0.001 each (the “**2022 Share Consolidation**”), such that following such consolidation, the authorised share capital of the Company became US\$51,000 divided into 51,000,000 shares of a nominal or par value US\$0.001 each, of which (i) 50,000,000 shares are designated as ordinary shares of a nominal or par value of US\$0.001 each, and (ii) 1,000,000 shares are designated as preferred shares of a nominal or par value of US\$0.001 each;

- (b) immediately following the 2022 Share Consolidation, the authorised share capital of the Company was increased from US\$51,000 divided into 51,000,000 shares of a nominal or par value of US\$0.001 each of which (i) 50,000,000 shares are designated as ordinary shares of a nominal or par value of US\$0.001 each, and (ii) 1,000,000 shares are designated as preferred shares of a nominal or par value of US\$0.001 each, to US\$510,000 divided into 510,000,000 shares of a nominal or par value of US\$0.001 each of which (i) 500,000,000 shares are designated as ordinary shares of a nominal or par value of US\$0.001 each, and (ii) 10,000,000 shares are designated as preferred shares of a nominal or par value of US\$0.001 each (the “**2022 Share Capital Increase**”);
- (c) Immediately following the 2022 Share Consolidation and 2022 Share Capital Increase, every two (2) issued and unissued ordinary and preferred shares of the Company of US\$0.001 each was consolidated into one (1) share with a nominal or par value of US\$0.002 per share, such that following such consolidation, the authorised share capital of the Company became US\$510,000 divided into 255,000,000 shares with a nominal or par value of US\$0.002 per share of which (x) 250,000,000 shares are designated as ordinary shares with a nominal or par value of US\$0.002 per share, and (y) 5,000,000 shares are designated as preferred shares with a nominal or par value of US\$0.002 per share (the “**2022 Further Share Consolidation**”); and
- (d) Immediately following the 2022 Further Share Consolidation, the authorised share capital of the Company was increased from US\$510,000 divided into 255,000,000 shares with a nominal or par value of US\$0.002 per share of which (x) 250,000,000 shares are designated as ordinary shares with a nominal or par value of US\$0.002 per share, and (y) 5,000,000 shares are designated as preferred shares with a nominal or par value of US\$0.002 per share, to US\$1,020,000 divided into 510,000,000

shares of a nominal or par value of US\$0.002 each of which (i) 500,000,000 shares are designated as ordinary shares of a nominal or par value of US\$0.002 each, and (ii) 10,000,000 shares are designated as preferred shares of a nominal or par value of US\$0.002 each.

8. By way of resolutions of the then shareholders of the Company passed on 28 March 2023, the Company's authorised and issued ordinary shares of the Company of a nominal or par value US\$0.002 each were authorised to be consolidated at a ratio from one (1) for five (5) to one (1) for twenty (20), with the exact ratio to be set within this range to be determined by the Company's board of directors in its sole discretion. Subsequently, by way of resolutions of the then directors of the Company passed on 17 April 2023, every ten (10) authorised and issued ordinary shares of the Company of a nominal or par value US\$0.002 each were consolidated into one (1) new ordinary share of a nominal or par value US\$0.02 each, such that following such consolidation, the authorised share capital of the Company became US\$1,020,000 divided into (a) 50,000,000 shares designated as ordinary shares with a nominal or par value of US\$0.02 per share, and (b) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share.

9. By way of resolutions of the then shareholders of the Company passed on 15 September 2023:
 - (a) Every ten (10) issued and unissued ordinary shares of the Company of a nominal or par value US\$0.02 each was consolidated into one (1) share of US\$0.2 nominal or par value each, such that following such consolidation, the authorised share capital of the Company became US\$1,020,000 divided into (x) 5,000,000 shares designated as ordinary shares with a nominal or par value of US\$0.2 per share and (y) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share; and

- (b) immediately following the said share consolidation, the authorised share capital of the Company was increased from (a) US\$1,020,000 divided into (x) 5,000,000 shares designated as ordinary shares with a nominal or par value of US\$0.2 per share and (y) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share, to (b) US\$100,020,000 divided into (x) 500,000,000 shares designated as ordinary shares with a nominal or par value of US\$0.2 per share and (y) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share.
10. By way of resolutions of the then shareholders of the Company passed on 6 February 2024, the Company's issued and unissued ordinary shares of the Company of a nominal or par value US\$0.2 each were authorised to be consolidated at a ratio from one(1)-for-three(3) to one(1)-for-ten(10), with the exact ratio to be set at a whole number within this range to be determined by the Company's board of directors in its sole discretion within 180 calendar days after the date of passing of the said resolutions. Subsequently, by way of resolutions of the then directors of the Company passed on 6 February 2024, every five(5) issued and unissued ordinary shares of the Company of a nominal or par value US\$0.2 each was consolidated into one (1) new ordinary share of a nominal or par value US\$1.00 each, such that following such consolidation, the authorised share capital of the Company became US\$100,020,000 divided into (a) 100,000,000 shares designated as ordinary shares with a nominal or par value of US\$1.00 per share, and (b) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share.
11. By way of resolutions of the then shareholders of the Company passed on 16 September 2024,
- (a) the authorised share capital of the Company was increased from (a) US\$100,020,000 divided into (x) 100,000,000 shares designated as

ordinary shares with a nominal or par value of US\$1.00 per share and (y) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share, to (b) US\$1,000,020,000 divided into (x) 1,000,000,000 shares designated as ordinary shares with a nominal or par value of US\$1.00 per share and (y) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share; and

- (b) the Company's issued and unissued ordinary shares of the Company of a nominal or par value US\$1.00 each were authorised to be consolidated at a ratio from one(1)-for-two(2) to one(1)-for-ten(10), with the exact ratio to be set at a whole number within this range to be determined by the Company's board of directors in its sole discretion within 180 calendar days after the date of passing of the said resolutions.

Subsequently, by way of resolutions of the then directors of the Company passed on 16 September 2024, every ten (10) issued and unissued ordinary shares of the Company of a nominal or par value US\$1.00 each was consolidated into one (1) new ordinary share of a nominal or par value US\$10.00 each, such that following such consolidation, the authorised share capital of the Company became US\$1,000,020,000 divided into (x) 100,000,000 shares designated as ordinary shares with a nominal or par value of US\$10.00 per share, and (b) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share.

12. As at the date of this Petition, (a) the authorised share capital of the Company is US\$1,000,020,000 divided into (x) 100,000,000 shares designated as ordinary shares with a nominal or par value of US\$10.00 per share, and (b) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share, and (b) its issued share capital is US\$86,901,710 divided into 8,690,171 ordinary shares with a nominal or par value of US\$10.00 per share and nil preferred shares with a nominal or par value of US\$0.002 per share, all of which

have been fully paid-up or credited as fully paid-up.

13. The shares of the Company have been listed on the NASDAQ Capital Market since May 14, 2021 under trading symbol “EJH”. Notwithstanding its status as a company listed on the NASDAQ Capital Market, the Company is a holding company and has no operations of its own in the United States of America. The subsidiaries of the group, of which the Company forms part, conduct substantially all of the group’s business in China. Since the Company’s listing on the NASDAQ Capital Market, all the board meetings and the general meetings of the shareholders of the Company were also held in China.
14. The objects for which the Company was established are unrestricted.
15. 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 Act, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.*”
16. 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 26 November 2024 (the “**Special Resolution**”), it was resolved:

“**THAT AS A SPECIAL RESOLUTION**, subject to and conditional upon (i) an order being made by the Grand Court of the Cayman Islands (“**Court**”) confirming the Capital Reduction (as defined below) (if applicable); (ii) compliance with any condition which the Court may impose in relation to the Capital Reduction (if applicable); (iii) 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 of the Cayman Islands in respect of the Capital Reduction (if applicable), the capital reorganization (the “**Capital Reorganization**”) of the Company in the manner set out herein be and is hereby approved:

- (a) a capital reduction (the “**Capital Reduction**”) and the change of authorized share capital whereby:
 - (i) the par value of issued Ordinary Shares of par value US\$10.00 each (the “**Ordinary Shares**”) be reduced from US\$10.00 to US\$0.001 by cancelling the paid up share capital to the extent of US\$9.999 per issued Ordinary Share by way of a reduction of capital so as to form new issued ordinary share(s) with par value of US\$0.001 each (“**New Ordinary Share(s)**”) immediately following the Capital Reduction becoming effective;
 - (ii) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses (if any) of the Company as at the effective date of the Capital Reduction, and the balance (if any) will be transferred to a distributable reserve account of the Company which may be utilized by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws and rules including, without limitation, eliminating or setting off the accumulated losses of the Company which may arise from time to time and/or paying dividends and/or making any other distribution out of such account from time to time and all actions in relation thereto be approved, ratified and confirmed;
 - (iii) immediately following the Capital Reduction becoming effective, each of the Ordinary Shares par value US\$10.00 in the authorized but unissued share capital of the Company be sub-divided into 10,000 New Ordinary Shares par value US\$0.001 each (the “**Sub-division**”), such that following the Capital Reduction and the Sub-division, the authorized share capital of the Company shall be changed from US\$1,000,020,000 divided into (x) 100,000,000

shares designated as ordinary shares with a nominal or par value of US\$10 per share and (y) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 per share to US\$1,000,020,000 divided into (x) 1,000,000,000,000 shares designated as ordinary shares with a nominal or par value of US\$0.001 each and (y) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 each;

- (iv) immediately following the Capital Reduction and Sub-division becoming effective, the fifth amended and restated memorandum of association and fifth amended and restated articles of association (“**Amended and Restated M&AA**”), which is attached as Annex A to the proxy statement accompanying this notice, be and are hereby adopted in substitution for and to the exclusion of the existing fourth amended and restated memorandum of association and fourth amended and restated articles of association of the Company currently in effect, which, among others, reflects the authorized share capital of the Company after the Capital Reduction and Sub-division;
- (v) each of the New Ordinary Shares arising from the Capital Reduction and the Sub-division shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (vi) any director, registered office provider or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect and implement, or otherwise required in connection with, the Capital Reduction and Sub-division and adoption of the Amended and Restated M&AA,

including without limitation, attending to the necessary filings with the Court and Registrar of Companies in the Cayman Islands and with any other relevant authorities.”

14. 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 26 November 2024, 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.
15. The proposed Capital Reduction does not involve 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.
16. The form of Minute proposed to be registered is as follows:

*“The issued share capital of E-Home Household Service Holdings Limited (the “**Company**”) was by virtue of a Special Resolution passed on 26 November 2024 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [], reduced from US\$10.00 per each issued ordinary share to US\$0.001 per each issued ordinary share (the “**Capital Reduction**”). Upon the Capital Reduction becoming effective, each authorised but unissued ordinary share of US\$10.00 each shall be subdivided into 10,000 unissued ordinary shares of US\$0.001 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 US\$1,000,020,000 divided into (x) 1,000,000,000,000 shares designated as ordinary shares with a nominal or par value of US\$0.001 each, and (b) 10,000,000 shares designated as preferred shares with a nominal or par value of US\$0.002 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 19th day of December 2024

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 _____ will be heard at the Law Courts, George Town, Grand Cayman on the _____ day of _____ at _____ a.m./p.m. or as soon thereafter as the Petition can be heard.