



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

(JAJ)

CAUSE NO. FSD

OF 2025 ()

IN THE MATTER OF SIMPLICITY HOLDING LIMITED

AND IN THE MATTER OF THE COMPANIES ACT (AS REVISED)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 2023

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of **SIMPLICITY HOLDING 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 (As Revised) (the "**Companies Act**") confirming a reduction of the share capital of the Petitioner, Simplicity Holding Limited (the "**Company**").

2. The Company was incorporated on 27 January 2017 under the Companies Act with the name of "Simplicity Holding Limited" and registered in the Cayman Islands as an exempted company with registration number 319355.
3. The registered office of the Company is situated at the office of Conyers Trust Company (Cayman) Limited, 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 27 January 2027, its authorised share capital was HK\$380,000 divided into 38,000,000 shares of a nominal or par value of HK\$0.01 each.
5. By way of an ordinary resolution of the shareholders of the Company passed on 13 July 2017, each issued and unissued shares of HK\$0.01 each in the share capital of the Company was subdivided into 100 shares of HK\$0.0001 each such that the authorised share capital of the Company changed from HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each to HK\$380,000 divided into 3,800,000,000 ordinary shares of HK\$0.0001 each.
6. By way of an ordinary resolution of the shareholders of the Company passed on 25 July 2017, every 100 issued and unissued shares of HK\$0.0001 each in the share capital of the Company was consolidated into one share of HK\$0.01 each such that the authorised share capital of the Company changed from HK\$380,000 divided into 3,800,000,000 ordinary shares of HK\$0.0001 each to HK\$380,000 divided into 38,000,000 ordinary shares of HK\$0.01 each.
7. By way of an ordinary resolution of the shareholders of the Company passed on 29 January 2018, the authorized share capital of the Company was increased

from HK\$380,000 divided into 38,000,000 ordinary shares of HK\$0.01 each to HK\$20,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.01 each.

8. On 3 January 2025, an ordinary resolution was passed by the shareholders of the Company at the Extraordinary General Meeting (as defined in paragraph 14 herein) to consolidate every twenty issued and unissued shares of HK\$0.01 each into one share of HK\$0.20 each.
9. As at the date of this Petition, the authorised share capital of the Company is HK\$20,000,000 divided into 100,000,000 ordinary shares with a nominal or par value of HK\$0.20 each and its issued share capital is HK\$13,809,996.95 divided into 69,049,984.75 ordinary shares with a nominal or par value of HK\$0.20 each which have been fully paid-up or credited as fully paid-up.
10. The shares of the Company have been listed on The GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 26 February 2018 under stock code number 8367. Over the years, the Company has allotted and issued various tranches of ordinary shares, being the only class of shares of the Company.
11. The objects for which the Company was established are unrestricted and include, without limitation:
 - (a) to act and to perform all the functions of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company;

- (b) to act as an investment company and for that purpose to subscribe, acquire, hold, dispose, sell, deal in or trade upon any terms, whether conditionally or absolutely, shares, stock, debentures, debenture stock, annuities, notes, mortgages, bonds, obligations and securities, foreign exchange, foreign currency deposits and commodities, issued or guaranteed by any company wherever incorporated, or by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or in any other manner and whether or not fully paid up, and to meet calls thereon.
12. The Company is an investment holding company. Its subsidiaries are principally engaged in the business of operating casual dining full service restaurants under various brand names in Hong Kong and provide aircraft's engine stand repairing and maintenance services.
13. The Articles of Association of the Company provide, *inter alia*, as follows:
- “4. The Company may from time to time by ordinary resolution in accordance with the Act alter the conditions of its Memorandum of Association to:
- (a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe;
 - (b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;
 - (c) divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing

shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which in the absence of any such determination by the Company in general meeting, as the Directors may determine provided always that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;

- (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company’s Memorandum of Association (subject, nevertheless, to the Act), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled or, in the case of shares, without par value, diminish the number of shares into which its capital is divided.”

“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 the law.”

14. By a special resolution of the Company (the “**Special Resolution**”) passed in accordance with section 14(1) of the Companies Act at an extraordinary general meeting held on 3 January 2025 (the “**Extraordinary General Meeting**”), it was resolved:
 2. “**THAT** as a special resolution, subject to and conditional upon (i) the passing of resolution numbered 1 above and the Share Consolidation has become effective; (ii) if required under the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (“**Companies Act**”), an order being made by the Grand Court of the Cayman Islands (“**Court**”) confirming the Capital Reduction (as defined below) and if applicable, compliance with any condition which the Court may impose in relation to the Capital Reduction (as defined below); (iii) if required under the Companies Act, registration by the Registrar of Companies of Cayman Islands 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 Cayman Islands in respect of the Capital Reduction (as defined below); (iv) the Listing Committee of The Hong Kong Stock Exchange Limited granting approval for the listing of, and permission to deal in, the New Shares (as defined below); and (v) the compliance with all procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules (as defined in the Circular) to effect the Capital Reduction (as defined below) and Share Sub-division (as defined below), upon the date on which the aforesaid conditions are fulfilled:

- (a) the issued share capital of the Company shall be reduced by rounding down the total number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation and the par value of each issued Consolidated Share in the share capital of the Company be reduced from HK\$0.20 to HK\$0.0001 (each a **"New Share"**) by cancelling paid-up capital to the extent of HK\$0.1999 on each issued Consolidated Share (**"Capital Reduction"**) and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;
- (b) immediately following the Capital Reduction, each of the then authorized but unissued Consolidated Shares of par value HK\$0.20 each in the capital of the Company be sub-divided into 2,000 New Shares of HK\$0.0001 each (**"Sub-division"**) so that immediately following the Capital Reduction and Sub-division, the authorised share capital of the Company shall become HK\$20,000,000 divided into 200,000,000,000 New Shares of HK\$0.0001 each;
- (c) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by the Directors in accordance with memorandum and the articles of association of the Company and all applicable laws,

including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time;

- (d) each New Share shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company; and
- (e) the Directors be and are hereby authorised to do all such acts, deeds and things and execute all such documents (including under seal where appropriate) and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

15. The number of shareholders of the Company present and voting in person or by corporate representatives at the Extraordinary General Meeting is as set out in the table below:

	Present & Voting	For	Against
How Present	Number of shareholders present	Number of shares voted	Number of shares voted
In person/by proxy/by authorised representative	5 shareholders	602,030,235 shares	0 share
Total	5 shareholders	602,030,235 shares	0 share

The Special Resolution was presented to the meeting and voted on by way of a poll. The shareholders present and voting in person or by corporate representative, representing not less than three-fourths of the votes cast, voted to approve the Special Resolution and the chairman of the Extraordinary General Meeting declared the Special Resolution passed in accordance with the Articles of Association of the Company. The Special Resolution to approve and give effect to among other things the Capital Reduction was duly passed at an extraordinary general meeting, 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.

16. 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 or the proportional interests or rights of the shareholders of the Company.
17. The form of Minute proposed to be registered is as follows:

*“By virtue of a special resolution passed on 3 January 2025 and with sanction of an Order of the Grand Court of the Cayman Islands dated [●]: the issued share capital of the Company be reduced (a) by rounding down the total number of consolidated shares of HK\$0.20 each (the “**Consolidated Shares**”) in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the total number of Consolidated Shares in the issued share capital of the Company immediately following the share consolidation effected on 7 January 2025 and the par value of each issued Consolidated Share in the share capital of the Company be reduced from*

HK\$0.20 to HK\$0.0001 (each a “New Share”) by cancelling paid-up capital to the extent of HK\$0.1999 on each issued Consolidated Share (“Capital Reduction”). Immediately following the Capital Reduction becoming effective, each of the authorised but unissued existing shares of HK\$0.20 each in the share capital of the Company be and is subdivided into two thousand (2,000) new shares of HK\$0.0001 each (the “Sub-division”). At the date of the registration of this Minute, the authorised share capital of the Company is HK\$20,000,000 divided into 200,000,000,000 shares of HK\$0.0001 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 14 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 enquiries and directions may be made and given.
- (3) Such further and other order as this Honourable Court shall think fit.

DATED this 14th day of February 2025

Conyers Dill & Pearman LLP

Conyers Dill & Pearman LLP
Attorneys-at-Law for the Applicant

NOTE: It is intended to serve this Petition on Simplicity Holding Limited, at its registered office located at the office of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

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, 2nd Floor, SIX, Cricket Square, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands

Notice of Hearing

This Petition having been presented to the Court on the _____ day of _____ 2025 will be heard at the Law Courts, George Town, Grand Cayman on the 9th day of May 2025 at 10:00 am/pm or as soon thereafter as the Petition can be heard.