



IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2024 ()

IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2023 REVISION) (AS
REVISED)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 2023 (AS
REVISED)

AND IN THE MATTER OF HANG CHI HOLDINGS LIMITED 恒智控股有限公司

PETITION

To: The Grand Court of the Cayman Islands

THE HUMBLE PETITION OF HANG CHI HOLDINGS LIMITED 恒智控股有限公司, whose registered office is at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands shows the following:

Object of the Petition

1. The object of this Petition is to seek the sanction of the Court, pursuant to section 86 of the Companies Act (2023 Revision) (As Revised) ("**Companies Act**"), to a proposed scheme of arrangement ("**Scheme**") between the petitioner, Hang Chi Holdings Limited 恒智控股有限公司 ("**Company**") and the Scheme Shareholders (as defined in the composite scheme document ("**Scheme Document**")), a draft of which

is attached as Exhibit “LCT-1” to the first affirmation of Lui Chi Tat made on 11 December 2024.

The Company

2. The Company was incorporated under the name “Hang Chi Holdings Limited 恒智控股有限公司” on 16 February 2016 under the Companies Act as an exempted company with registration number CT-308763.
3. The registered office of the Company is situated at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company is at Unit 1107, 11/F., Tower 3 Enterprise Square, No.9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong.
4. As an exempted company, the objects for which the Company was established are unrestricted and the Company has the capacity to exercise all the functions of a natural person as provided by section 27(2) of the Companies Act, save for generally applicable statutory restrictions on the power to conduct trade in the Cayman Islands. The Company and its subsidiaries are primarily engaged in providing residential care home services to the elderly and trading healthcare and medical products.

Share Capital and Listing

5. As at 6 December 2024 (“**LPD**”), the Company has an authorised share capital of HK\$10,000,000 divided into 1,000,000,000 shares of a par value of HK\$0.01 each (“**Shares**”), of which 400,000,000 have been issued and fully paid-up or credited as fully paid-up and the remainder are unissued.
6. The Shares are listed on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

7. As at the LPD, the major shareholdings of the Company are as follows:

	As at the LPD		Immediately upon completion of the Proposal	
	Number of Shares	Approximate % of total issued Shares	Number of Shares	Approximate % of total issued Shares
Offeror⁽¹⁾	-	-	104,686,000	26.17
Offeror Concert Parties				
Shui Wah Limited ⁽²⁾	248,700,000	62.18	248,700,000	62.18
Mr. Yik Tak Chi ⁽³⁾	8,208,000	2.05	8,208,000	2.05
Mr. Lui Chi Tat ⁽⁴⁾	36,020,000	9.01	36,020,000	9.01
Ms. Au Hoi Lam ⁽⁵⁾	12,000	0.01	12,000	0.01
Ms. Au Tung Ming ⁽⁶⁾	8,000	0.01	8,000	0.01
Mr. Chung Kin Man ⁽⁷⁾	40,000	0.01	40,000	0.01
Ms. Chung Wai Man ⁽⁸⁾	20,000	0.01	20,000	0.01
Mr. Yi Shaoguang ⁽⁹⁾	764,000	0.19	764,000	0.19
Mr. Yik Siu Tim ⁽¹⁰⁾	720,000	0.18	720,000	0.18
Ms. Wong Kit Yi ⁽¹¹⁾	40,000	0.01	40,000	0.01
Ms. Huang Weiyi ⁽¹²⁾	350,000	0.09	350,000	0.09
Ms. Zhong Huimei ⁽¹³⁾	160,000	0.04	160,000	0.04
Ms. Yi Weiji ⁽¹⁴⁾	272,000	0.07	272,000	0.07
<i>Aggregate number of Shares of the Offeror and the Offeror Concert Parties</i>	295,314,000	73.83	400,000,000	100.00
Scheme Shareholders	104,686,000	26.17		
Total number of Shares in issue	400,000,000	100.00	400,000,000	100.00

The following are the notes in respect of the table above:

1. The Offeror is a company incorporated in Hong Kong wholly owned by Multifield Investment

Development Limited, which in turn is wholly owned by Mr. Yik Tak Chi. Shares in which the Offeror Concert Parties are interested will not form part of the Scheme Shares and will not be cancelled and extinguished.

2. Shui Wah Limited is a company incorporated in British Virgin Islands with limited liability. Shui Wah Limited is owned as to 100.00% by Lucky Expert Investments Limited, which is in turn owned as to 59.88% by the Offeror, 29.17% by Ms. Yik Wai Hang (a sister of Mr. Yik Tak Chi), 6.02% by Ms. Chung Wai Man (an executive director of the Company and a sister-in-law of Mr. Yik Tak Chi) and 4.93% by Mr. Chung Kin Man (an executive director of the Company and a brother-in-law of Mr. Yik Tak Chi).
3. Mr. Yik Tak Chi is a director and the ultimate beneficial owner of the Offeror, and an executive director of the Company.
4. Mr. Lui Chi Tat is an executive director of the Company and a son of a sibling of Mr. Yik Tak Chi, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror, Mr. Yik Tak Chi, is also a director of the Company) pursuant to class (6) and class (8) of the definition of “acting in concert” in the Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”).
5. Ms. Au Hoi Lam (previously known as Ms. Au Ka Ming) is the spouse of Mr. Lui Chi Tat and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror, Mr. Yik Tak Chi, is also a director of the Company) pursuant to class (6) of the definition of “acting in concert” in the Takeovers Code.
6. Ms. Au Tung Ming is the sister of Ms. Au Hoi Lam, the spouse of Mr. Lui Chi Tat, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror, Mr. Yik Tak Chi, is also a director of the Company) pursuant to class (6) of the definition of “acting in concert” in the Takeovers Code.
7. Mr. Chung Kin Man is an executive director of the Company and a brother-in-law of Mr. Yik Tak Chi, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror, Mr. Yik Tak Chi, is also a director of the Company) pursuant to class (6) and class (8) of the definition of “acting in concert” in the Takeovers Code.
8. Ms. Chung Wai Man is an executive director of the Company and a sister-in-law of Mr. Yik Tak Chi, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of

the Offeror, Mr. Yik Tak Chi, is also a director of the Company) pursuant to class (6) and class (8) of the definition of “acting in concert” in the Takeovers Code.

9. Mr. Yi Shaoguang is a son of a sibling of Mr. Yik Tak Chi, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror is Mr. Yik Tak Chi) pursuant to class (8) of the definition of “acting in concert” in the Takeovers Code.
10. Mr. Yik Siu Tim is a son of a sibling of Mr. Yik Tak Chi, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror is Mr. Yik Tak Chi) pursuant to class (8) of the definition of “acting in concert” in the Takeovers Code.
11. Ms. Wong Kit Yi is a daughter of a sibling of Mr. Yik Tak Chi, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror is Mr. Yik Tak Chi) pursuant to class (8) of the definition of “acting in concert” in the Takeovers Code.
12. Ms. Huang Weiyi is a daughter of a sibling of Mr. Yik Tak Chi, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror is Mr. Yik Tak Chi) pursuant to class (8) of the definition of “acting in concert” in the Takeovers Code.
13. Ms. Zhong Huimei is a sister-in-law of Mr. Yik Tak Chi, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror is Mr. Yik Tak Chi) pursuant to class (8) of the definition of “acting in concert” in the Takeovers Code.
14. Ms. Yi Weiji is a sister of Mr. Yik Tak Chi, and therefore presumed to be acting in concert with the Offeror (as the ultimate beneficial owner of the Offeror is Mr. Yik Tak Chi) pursuant to class (8) of the definition of “acting in concert” in the Takeovers Code.
15. Save as disclosed above, no other director of the Company holds Shares.

Scheme Shares; Undertakings

8. All Shares in issue as at the Scheme Record Date will constitute the Scheme Shares (each as defined in the Scheme Document) other than those directly or indirectly held by the Offeror or the Offeror Concert Parties.
9. The Offeror will undertake to be bound by the terms of the Scheme.

10. The Offeror does not currently own any Shares. Each of the Offeror and the Offeror Concert Parties will undertake that any Shares in respect of which they are legally and/or beneficially interested will not be voted at the Court Meeting.

Purpose of the Scheme

11. The purpose of the Scheme is to privatise the Company and de-list the Company from the Stock Exchange such that the Company will be owned as to approximately 26.17% by the Offeror and approximately 73.83% by the Offeror Concert Parties.

Principal Features of the Scheme

12. The Scheme involves:
 - (a) the cancellation and extinguishment of all Scheme Shares in consideration of the payment of the cancellation price of HK\$0.70 per Scheme Share ("**Cancellation Price**");
 - (b) the issued share capital of the Company being maintained at the same amount as immediately prior to the Effective Date by the issue to the Offeror, contemporaneously with the cancellation and extinguishment of the Scheme Shares, of an aggregate number of new Shares equal to the number of Scheme Shares cancelled and extinguished; and
 - (c) the Company applying the reserve created in its books of account as a result of the cancellation and extinguishment of the Scheme Shares in paying up in full such new Shares to be issued to the Offeror.

Reasons for the Scheme

13. The Scheme provides the Scheme Shareholders with an opportunity to realise their Scheme Shares at an attractive premium over the prevailing market price. The Cancellation Price is fully explained in the Scheme Document.
14. After careful consideration, the board of directors of the Company has determined that the Scheme is in the best interests of the Company.

Court Meeting

15. The Company intends to make an application for directions, declarations and orders, amongst other things:
 - (a) that all Scheme Shareholders voting at the Court Meeting form one class for the purpose of approving the Scheme and are identified as one class in the Scheme Document on the basis that all Shares in issue as at the Scheme Record Date will constitute the Scheme Shares other than any directly or indirectly held by the Offeror and Offeror Concert Parties and each of the Offeror and the Offeror Concert Parties will in any event undertake that any Shares in respect of which they are legally and/or beneficially interested will not be voted at the Court Meeting. Under the Takeovers Code, unless permitted by the Securities and Futures Commission of Hong Kong ("**SFC**"), Scheme Shareholders who are acting in concert with the Offeror in relation to the implementation of the Scheme may not be counted for the purposes of satisfying the voting requirements of Rule 2.10 of the Takeovers Code but may be counted for the purposes of satisfying the voting requirements of section 86 of the Companies Act.
 - (b) that the Company be at liberty to convene a meeting of the Scheme Shareholders ("**Court Meeting**") for the purpose of considering and, if thought fit, approving the Scheme (with or without modification);

- (c) directions as to the mode of delivery of the Scheme Document (including an explanatory memorandum and a proxy form for use at the Court Meeting) to the Scheme Shareholders; and
 - (d) for the appointment of a chairman of the Court Meeting and for the conduct of the Court Meeting generally.
16. The Scheme Document will be sent to all Scheme Shareholders with the possible exception of overseas Shareholders.
17. If the despatch of the Scheme Document to overseas Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements which the board of directors of the Company regards as unduly onerous or burdensome (or otherwise not in the best interests of the Company or its Shareholders), the Scheme Document may not be despatched to such overseas Shareholders. For that purpose, the Company will apply for any waivers as may be required by the Executive Director of the Corporate Finance Division of the SFC or any delegate thereof ("**Executive**") pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Scheme Document to such overseas Scheme Shareholders. In granting the waiver, the Executive will be concerned to see that all material information in the Scheme Document is made available to such overseas Shareholders. As at the LPD, there was no overseas Scheme Shareholder whose address as shown in the register of members of the Company was outside Hong Kong.
18. The following resolution (with such amendments as may be approved at the Court Meeting) will be considered at the Court Meeting:

"THAT the Scheme of Arrangement in the form contained in the composite scheme document dated 27 January 2025, a print of which has been submitted to this Court Meeting and, for the purpose of identification, signed by the chairman of this Court

Meeting in its original form or with such modifications, additions or conditions as may be approved or imposed by the Cayman Islands Grand Court be and is hereby approved.”

Extraordinary General Meeting

19. The Company intends to hold an extraordinary general meeting (“**EGM**”) as soon as practicable after the Court Meeting on the same day for the purposes of approving all resolutions necessary to give effect to the Scheme and the privatisation of the Company.

Effect of the Scheme on Issued Share Capital and Solvency

20. The issued share capital of the Company will remain the same pre and post the Scheme.
21. The Scheme will not involve any diminution of liability in respect of any unpaid share capital or the payment to any member of the Company of any paid up capital or other monies by the Company or alteration of the underlying assets, business operations, management or financial position of the Company and will have no effect on the creditors of the Company. The Company will continue to be able to pay its debts as they fall due in the ordinary course of business.

Prayer for Relief

22. The Company therefore humbly prays as follows:
 - (a) That the Scheme to be approved at the Court Meeting to be convened at the direction of this Honourable Court may be sanctioned by this Honourable Court.
 - (b) That such further or other order be made as the Court shall see fit.

Dated this 11th day of December 2024

Conyers Dill & Pearman LLP

Conyers Dill & Pearman LLP
Attorneys-at-Law for the Petitioner herein

NOTE: It is intended to serve this Petition on Hang Chi Holdings Limited 恒智控股有限公司 at its registered office located at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

This Petition is presented by Conyers Dill & Pearman LLP, for and on behalf of the Petitioner, of 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 2024 a.m./p.m., will be heard at the Law Courts, George Town, Grand Cayman on the day of 2025 at a.m./p.m. or as soon thereafter as the Petition can be heard.