



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2025 (JAJ)

IN THE MATTER OF KKCOMPANY TECHNOLOGIES INC. (科科科技股份有限公司)

AND IN THE MATTER OF SECTION 15 OF THE COMPANIES ACT (2025 REVISION)

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

PETITION

TO: The Grand Court of the Cayman Islands

THE HUMBLE PETITION OF KKCompany Technologies Inc. (科科科技股份有限公司), of Vistra (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands (the “**Company**”), shows that:

Object of the Petition

1. The object of this Petition is to seek the confirmation of the Court of a reduction in the Company’s issued share capital pursuant to section 15 of the Companies Act (2025 Revision) (the “**Act**”).

The Company

2. The Company was incorporated on 23 November 2022 under the Act in the Cayman Islands as an exempted company with registration number 395732 under the name KKCompany Technologies Inc.

This **PETITION** is filed by Campbells LLP, Attorneys for the Petitioner, whose address for service is Floor 4, Willow House, Cricket Square, George Town, Grand Cayman, Cayman Islands (Ref.: SDA/13036-44976).

3. On 10 August 2023, the Company adopted the dual foreign name of 科科科技股份有限公司.
4. The Company's registered office is Vistra (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands.
5. The Company's head office and principal place of business is 14F, No. 16, Kunyang St., Nangang Dist., Taipei, Taiwan.
6. Pursuant to Article 3 of the Amended and Restated Memorandum of Association of the Company (as adopted by a special resolution dated 21 June 2024), the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Act or as the same may be revised from time to time, or any other law of the Cayman Islands.
7. The Company is an investment holding company. The Company and its wholly-owned subsidiaries (together, the "**Group**"), operate an AI multimedia technology group in Asia and carry on businesses of multimedia technologies, digital cloud, and AI applications.
8. The authorised share capital of the Company is NT\$5,000,000,000.00 (around US\$170,000,000.00) divided into 500,000,000 shares of par value of NT\$10.00 each.
9. As at the date of this Petition, the authorised share capital of the Company remains NT\$5,000,000,000.00 (around US\$170,000,000.00) divided into 500,000,000 shares of par value of NT\$10.00 each, of which 160,900,000 ordinary shares are fully paid up or credited as fully paid up. Accordingly, the Company's paid-in (paid up) capital value is NT\$1,609,000,000.00.
10. Article 14.1 of the Amended and Restated Articles of Association of the Company (as adopted by a special resolution dated 21 June 2024) provides that "[s]ubject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, the Company may by Special Resolution: ... (d) reduce its share capital and any capital redemption reserve fund...".

11. As shown in the consolidated audited financial statements of the Company and its subsidiaries for the year ended 31 December 2024 (the “**2024 Financial Statements**”), the Company has an accumulated deficit in the sum of NT\$145,959,736 as of 31 December 2024 (the “**Accumulated Deficit**”) which has been rounded up to NT\$145,960,000 in the 2024 Financial Statements. The purpose of the proposed capital reduction is to utilise the credit arising from the capital reduction to offset this Accumulated Loss.
12. Based on the balance sheet of the Company and the Group, as of 30 June 2025, the net asset position of the Group was US\$89,898,279.27. The net asset position of the Company was US\$86,971,552.60.

Process for the Capital Reduction

13. On 25 June 2025, the Company gave notice to its shareholders, via sending or making available to the shareholders the notice using electronic means, of an Extraordinary General Meeting (the “**EGM**”) to be held on 18 July 2025 at KK Plaza, 14F, No. 16, Kunyang St., Nangang Dist., Taipei, Taiwan, at which the items of business included the proposed share capital reduction of issued shares (the “**Notice of EGM**”).
14. In addition, the Notice of EGM was accompanied by a circular (the “**Circular**”) from the directors of the Company (the “**Directors**”), which explained the proposed capital reduction, the proposed resolutions to be voted at the EGM and their effect, concluding that:

“The Directors are of the view that the proposed resolutions in relation to the Capital Reduction to be put forward at the EGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the EGM.”

15. By a special resolution (the “**Special Resolution**”) duly passed at the EGM on 18 July 2025, it was resolved that:
 - 15.1. The issued share capital of the Company be reduced from NT\$1,609,000,000 by NT\$144,810,000 (the “**Reduction Credit**”) (comprising 160,900,000 issued shares at a par value of NT\$10 per share) to NT\$1,464,190,000 (comprising 146,419,000 issued shares at a par value

of NT\$10 per share) by cancelling 14,481,000 issued shares of the Company at a par value of NT\$10 per share, with the capital reduction ratio being 9% (meaning 90 shares will be reduced for every 1,000 shares held) (the “**Capital Reduction**”);

15.2. The record date be set on 4 July 2025 (the “**Record Date**”);

15.3. The shares to be reduced under the Capital Reduction be proportionally cancelled based on records of the shareholders of the Company (the “**Shareholders**”) as of the Record Date;

15.4. Any fractional shares held by the Shareholders resulting from the Reduction will:

- (i) Be valued at a par value of NT\$10 per share which will be paid to the respective Shareholders, rounded down to the nearest whole New Taiwan Dollar (NT\$); and
- (ii) Be combined and collectively purchased by the Chairman of the Company at a par value of NT\$10 per share;

15.5. The Reduction Credit be credited against the accumulated deficit of the Company as of 31 December 2024 in the sum of NT\$145,959,736 (being the Accumulated Deficit defined herein) in order to offset more than 99% of the Accumulated Deficit; and

15.6. The Directors of the Company be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and where appropriate, under the common seal of the Company) all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reduction.

16. As recorded in the Minutes of the EGM, the Chairman declared that a quorum was present throughout the EGM. As further recorded in the poll results in the Minutes of the EGM, the proposed Capital Reduction was approved by a vote of 135,728,622 (99.27%) of the voting shares present (either by proxy or in person), and therefore passed.

17. Since the passing of the Special Resolution, there has been no change in the shareholding of the Company.
18. The form of the minute proposed to be registered with the Registrar of Companies in accordance with section 17 of the Act (the “**Minute**”) is as follows:

*“The issued share capital of KKCompany Technologies Inc. (the “**Company**”) was by virtue of a Special Resolution passed on 18 July 2025 and with the confirmation of an order of the Grand Court of the Cayman Islands dated [] reduced by proportionally cancelling 14,481,000 issued ordinary shares of the Company at a par value of NT\$10 per share based on records of the shareholders of the Company (the “**Shareholders**”) as of 4 July 2025, with any fractional ordinary shares (i) being valued at a par value of NT\$10 per share and paid to the respective Shareholders, rounded down to the nearest whole New Taiwan Dollar (NT\$); and (ii) being combined and collectively purchased by the Chairman of the Company at a par value of NT\$10 per share (the “**Capital Reduction**”). Upon the Capital Reduction becoming effective, the issued share capital of the Company will decrease from NT\$1,609,000,000 divided into 160,900,000 ordinary shares of NT\$10 per share, by NT\$144,810,000, to NT\$1,464,190,000 divided into 146,419,000 shares of NT\$10 per share.”*

Impact of the Capital Reduction

19. As explained in the Circular, the Directors are of the view that (a) the Capital Reduction is in the best interests of the Company and its Shareholders; (b) the Capital Reduction will not have any negative impact on the Company’s operations, the rights of its Shareholders or the Company’s creditors, as the Company is solvent and in good financial standing, and there will be no distribution of cash or assets to the Shareholders out of the Reduction Credit; and (c) the net asset value per share after the Capital Reduction will be NT\$17.82, which will not have any impact on the Company’s operations, and the reasons for the Capital Reduction are as follows:

The Company’s financial position

- 19.1. The Company is solvent and in good financial standing. As of 31 December 2024, the Company’s total assets were NT\$5,020,175,000, which far exceeded its total liabilities in the sum of NT\$2,096,792,000.

- 19.2. The Accumulated Deficit represents only 3% of the Company's total assets as of 31 December 2024 and is significantly lower than the 2024 financial forecast previously approved by the Directors. The Accumulated Deficit is therefore within the Company's operational control and indicates better-than-expected financial performance.
- 19.3. The Company's current consolidated debt ratio as recorded in the 2024 Financial Statements is approximately 42%, and the Company's cash and deposits account for approximately 41% of its total assets. Therefore, the Company has maintained stable revenue and profitability across other operating items, without any signs of decline, and does not have any liquidity risk.
- 19.4. The Company has no outstanding bank loans and its primary liabilities are (i) payables for copyright licensing fees of approximately NT\$580,000,000; (ii) lease liabilities for office lease contracts and estimated lease terms of approximately NT\$470,000,000; and (iii) instalment payments due in the future in relation to the acquisition of certain subsidiaries of approximately NT\$300,000,000 in total (to be paid in annual instalments). Given the Company's asset position and the nature of these liabilities, the Capital Reduction will not affect the Company's ability to repay its creditors.

The advantages and benefits of the Capital Reduction

- 19.5. As advised by the Company's financial advisor, given that the Company's current paid-in capital is relatively large, the Capital Reduction would lower the number of the issued shares of the Company and facilitate the intended application for registration of listing on the Emerging Stock Board in Taiwan by early in the 2026 calendar year (the "**Planned Listing**").
- 19.6. The Capital Reduction is also necessary to enable the Company to retain flexibility in the pricing of the intended new shares to be issued for the Planned Listing.
- 19.7. Based on the suggestions of the lead underwriter for the Planned Listing, the Company expects to return to profitability and it is also expected that the Capital Reduction would improve the Company's earnings per share (EPS) performance in future periods of profitability and therefore enhance the Company's ability to attract investment and raise equity capital

efficiently, which is critical to maintaining operations and pursuing growth opportunities. The ability of the Company to raise funding effectively, to support the Company's operations and growth initiatives, further enhances the Company's ability to create long term value for the Shareholders.

20. The Capital Reduction does not involve the diminution of any liability in respect of unpaid capital. Other than the expenses to be incurred in relation to the Capital Reduction, it will not alter the underlying assets, business operations, management or financial position of the Company, nor will it affect the proportionate interests of the shareholders of the Company.

The Company has minimal creditors and the value of creditor claims is far exceeded by the Company's net assets

21. According to the balance sheet for the Group, as of 30 June 2025, the Group had:
- (a) current liabilities of US\$37,878,316.64;
 - (b) non-current liabilities of US\$24,839,111.03;
 - (c) cash holdings or equivalents of US\$56,409,515.86;
 - (d) a trade receivable of US\$14,315,427.24;
 - (e) prepayments of US\$17,170,629.18; and
 - (f) net assets/ total equity of US\$89,898,279.27.
22. According to the balance sheet for the Company, as of 30 June 2025, the Company had:
- (g) current liabilities of US\$5,270,038.61;
 - (h) non-current liabilities of US\$5,000,000.00;
 - (i) cash holdings or equivalents of US\$25,049,502.76; and
 - (j) net assets/ total equity of US\$86,971,552.60.
23. Neither the financial position of the Group or the Company has changed materially since 30 June 2025.
24. Consequently, the interests of the Company's creditors, including any prospective or contingent creditors, will be unaffected by the Capital Reduction.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

1. The requirements of section 15(2) of the Act be dispensed with.
2. The Capital Reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 15 of this Petition be confirmed and that the above-mentioned Minute be approved by the Court.
3. The Order entered on this Petition be produced to the Registrar of Companies and that an office copy thereof be delivered to him together with a copy of the Minute in respect of the capital reduction of the Petitioner.
4. Notice of the registration by the Registrar of Companies of this Order and the Minute be published once in the Cayman Islands within 21 days.
5. Such further or other relief be granted as the Court shall see fit.

Dated this 29th day of July 2025



Campbells LLP

Attorneys for the Petitioner

TO: The Registrar of the Financial Services Division

TIME ESTIMATE: The estimated hearing time is 30 minutes

NOTE: This Petition is not intended to be served.

Notice of Hearing

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman, Cayman Islands on 16 September 2025 at 2:00 am/pm.

Any correspondence or communication with the Court relating to the hearing of this Petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at P.O. Box 495, George Town, Grand Cayman KY1-1106, Cayman Islands; Tel: 3459494296.