



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD      OF 2025 (      )

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

AND IN THE MATTER OF MICROALGO INC.

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PETITION

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**To the Grand Court**

The humble petition of MicroAlgo Inc. c/o Maples Corporate Services Limited, PO Box 309, Ugland House, South Church Street, George Town, KY1-1104, Grand Cayman, Cayman Islands (the "**Petitioner**" or the "**Company**") shows that:-

1. The object of this Petition is to seek an order pursuant to section 15 of the Companies Act (2025 Revision) (the "**Companies Act**") confirming a reduction of the share capital of the Petitioner.
2. The Company was incorporated as an exempted company on 14 May 2018 (registration 337091).

This Petition is filed by Ogier (Cayman) LLP, Attorneys-at-Law for the Petitioner, whose address for service is: 89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands (MKS/DZD/509534.00003)

3. The Company's registered office is at Maples Corporate Services Limited, PO Box 309, Ugland House, South Church Street, George Town, KY1-1104, Grand Cayman, Cayman Islands.
4. The Company's principal executive office is located at Unit 507, Building C, Taoyuan Street, Long Jing High and New Technology Jingu Pioneer Park, Nanshan District, Shenzhen, People's Republic of China.
5. The authorised share capital of the Company is US\$6,000,000,000 divided into 1,000,000,000 shares comprising of (i) 800,000,000 Class A Ordinary Shares of a par value of US\$6.00 each, and (ii) 200,000,000 Class B Ordinary Shares of a par value of US\$6.00 each.
6. The shares of the Company have been listed on NASDAQ since 22 March 2024 under the ticker symbol MLGO.
7. The objects for which the Company was established are unrestricted by its memorandum of association and at all material times the Company has had full powers to carry out any object in accordance with section 7(4) of the Companies Act.
8. Article 9.3 of the Company's amended and restated articles of association (adopted by a special resolution on 29 November 2024) (the "**Articles of Association**") provides that *"subject to the Law and to any rights for the time being conferred on the Members holding a particular class of Shares, the Company may, by Special Resolution, reduce its share capital in any way"*.
9. By a notice and proxy statement to the shareholders of the Company dated 12 June 2025 the board of directors of the Company (the "**Board**") explained that it proposed to implement a proposed capital reorganisation of the Company which would consist of the following:
  - (a) a share consolidation whereby every thirty (30) issued and unissued Class A Ordinary Shares and Class B Ordinary Shares of a par value of US\$0.20 each will be consolidated into one (1) consolidated share of a par value of US\$6.00 each (the "**Share Consolidation**");

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- (b) immediately following the effectiveness of the Share Consolidation, an increase in the authorised share capital of the Company from US\$200,000,000 to US\$6,000,000,000 by increasing the number of authorised Class A Ordinary Shares and Class B Ordinary Shares (the "**Adjusted Shares**" and the "**Increase of Capital**");
- (c) a capital reduction and reorganisation whereby the par value of each issued Adjusted Share will be reduced from US\$6.00 to US\$0.0000001, credits of which will become distributable reserve; subdividing each authorised but unissued Adjusted Share of US\$6.00 par value into 60,000,000 shares of US\$0.0000001 par value, and changing the authorised share capital to US\$100.00, divided into 1,000,000,000 shares (800,000,000 Class A and 200,000,000 Class B) with a par value of US\$0.0000001 each (the "**Capital Reduction**"); and
- (d) amending the Company's Memorandum and Articles of Association to reflect the effect of the Capital Reduction on the authorised share capital;
- (e) the credit arising from the Capital Reduction will be transferred to a distributable reserve account of the Company which may be utilised by the Company as the Board may deem fit and permitted under the Companies Act, the Articles of Association and all relevant applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company (if any) from time to time,

(together these steps are the "**Capital Reorganisation**").

10. 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 ("**EGM**") of the Company held on 2 July 2025 (the "**Special Resolution**"), it was resolved:

***"THAT (i) immediately subsequent to the implementation of the Share Consolidation and the Increase of Capital and (ii) subject to and conditional***

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*upon, amongst other things, approval from the Grand Court of the Cayman Islands (the "Court") of the Capital Reduction (as defined below); (iii) 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 (Revised) of the Cayman Islands (the "Companies Act") in respect of the Capital Reduction and compliance with any conditions the Court may impose; (iv) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands to effect the Capital Reduction and (v) obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reduction and Reorganization (as defined below), with effect from the date on which these conditions are fulfill:*

*the par value of each of the then issued Adjusted Shares should be reduced from US\$6.00 to US\$0.0000001 by cancelling the paid-up capital of the Company to the extent of US\$5.9999999 on each of the then issued Adjusted Shares (the "Capital Reduction");*

*the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilized by Company as the board of directors of the Company may deem fit and permitted under the Companies Act, the Memorandum and Articles and all relevant applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company (if any) from time to time;*

*immediately after the Capital Reduction, each of the authorised but unissued Adjusted Shares of a par value of US\$6.00 each be sub-divided into 60,000,000 shares of a par value of US\$0.0000001 each (the "Share Sub-Division");*

*immediately following the Capital Reduction and the Share Sub-Division, the authorised share capital of the Company be changed*

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**FROM:** US\$6,000,000,000 divided into 1,000,000,000 shares comprising of (i) 800,000,000 Class A Ordinary Shares of a par value of US\$6.00 each, and (ii) 200,000,000 Class B Ordinary Shares of a par value of US\$6.00 each,

**TO:** US\$100 divided into 1,000,000,000 shares comprising of (i) 800,000,000 Class A Ordinary Shares of a par value of US\$0.0000001 each (the "New Class A Ordinary Shares"), and (ii) 200,000,000 Class B Ordinary Shares of a par value of US\$0.0000001 each (the "New Class B Ordinary Shares"),

by cancelling the excess authorized but unissued shares in the authorized share capital of the Company (the steps above shall be collectively referred to as the "Capital Reduction and Reorganisation");

each of the New Class A Ordinary Shares and the New Class B Ordinary Shares arising from the Capital Reduction and Reorganization shall rank *pari passu* in all respects with each other respectively and shall have the rights and privileges and be subject to the restrictions as contained in the Memorandum and Articles; and

any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents, which are in connection with and/or ancillary to the Capital Reduction and Reorganization and any of the foregoing steps and of administrative nature, on behalf of the Company, including under seal where applicable, as he/she/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Capital Reduction and Reorganization and (where applicable) to aggregate all fractional New Class A Ordinary Shares and New Class B Ordinary Shares and sell them for the benefits of the Company"

11. The Special Resolution was duly passed by the shareholders of the Company at the EGM held on 2 July 2025, 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.

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12. The Capital Reduction does not involve any diminution of liability in respect of any unpaid capital of the Company or the repayment to the shareholders of any paid-up capital of the Company nor will it result in any change in the relative rights of its shareholders.
13. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Company and no effect on the underlying asset, business operations, management or financial position of the Company or the proportional interest of the shareholders in the Company and that on the date the Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due.
14. The form of minute proposed to be registered by the Company to the Registrar of Companies and for which approval for the Court is sought is as follows:

*"By virtue of a Special Resolution passed on 2 July 2025 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [ ]:*

- (a) the par value of each of the issued shares of MicroAlgo Inc. (the "**Company**") be reduced from US\$6.00 to US\$0.0000001 per issued share by cancelling the paid up share capital to the extent of US\$5.9999999 per issued share (the "**Capital Reduction**");*
- (b) immediately after the Capital Reduction, each of the authorised but unissued shares of a par value of US\$6.00 each be sub-divided into 60,000,000 shares of a par value of US\$0.0000001 each (the "**Share Sub-Division**"); and*
- (c) immediately after the Capital Reduction and the Share Sub-Division, the authorised share capital of the Company be changed:*

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*from: US\$6,000,000,000 divided into 1,000,000,000 shares comprising of (i) 800,000,000 Class A Ordinary Shares of a par value of US\$6.00 each, and (ii) 200,000,000 Class B Ordinary Shares of a par value of US\$6.00 each,*

*to: : US\$100 divided into 1,000,000,000 shares comprising of (i) 800,000,000 Class A Ordinary Shares of a par value of US\$0.0000001 each, and (ii) 200,000,000 Class B Ordinary Shares of a par value of US\$0.0000001 each, by cancelling the excess authorized but unissued shares in the authorized share capital of the Company.*

**YOUR PETITIONER THEREFORE** humbly prays that:

- (1) The reduction of the share capital of the Company proposed to be effected by the Special Resolution set out at paragraph 10 above be confirmed and that the form of minute set out at paragraph 14 above be approved by the Court.
- (2) To this end, all necessary inquiries and directions may be made and given.
- (3) Such further or other relief be granted as the Court shall see fit.

AND your Petitioner will ever pray etc.

Dated 1 August 2025



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**Ogier (Cayman) LLP**  
**Attorneys for the Petitioner**

**NOTE:** This Petition is not intended to be served.

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**NOTICE OF HEARING**

**TAKE NOTICE THAT** the hearing of this petition will take place at the Law Courts, George Town, Grand Cayman, on \_\_\_\_\_ at [time]am.

Any correspondence or communication with the Court relating to the hearing of his petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone 345 949 4296.

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