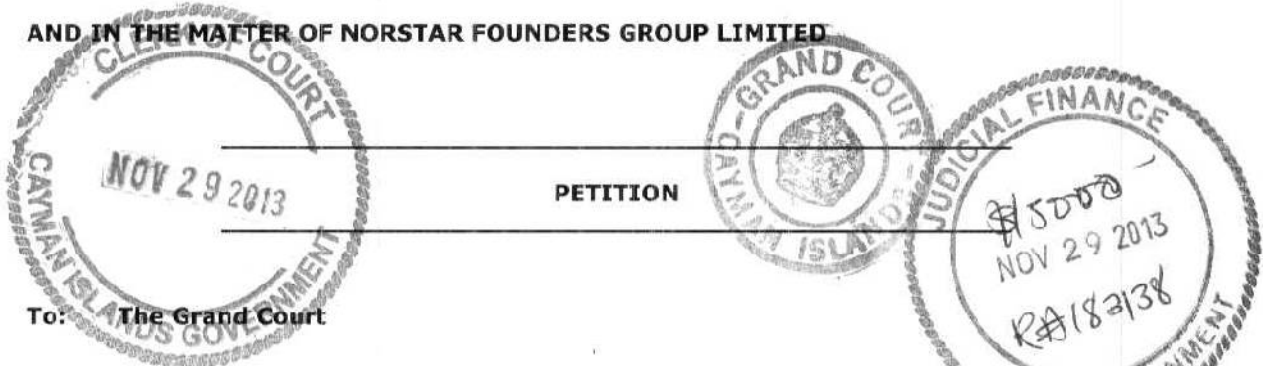


**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD 0150 OF 2013

**IN THE MATTER OF SECTION 15 OF THE COMPANIES LAW (2013 REVISION)
AND IN THE MATTER OF NORSTAR FOUNDERS GROUP LIMITED**



PETITION

To: The Grand Court

THE HUMBLE PETITION of Norstar Founders Group Limited c/o Codan Trust Company (Cayman) Limited, PO Box 2681, Cricket Square, Hutchins Drive, George Town, Grand Cayman KY1-111, Cayman Islands (the "**Company**") **SHOWS THAT:**

Background

1. The Company is an exempted company limited by shares and incorporated in the Cayman Islands on 21 September 2001 under the Companies Law as amended (the "**Companies Law**"). The Company is registered under number 113000.
2. The objects for which the Company is established are to act and perform all the functions of a holding company and to act as an investment company more particularly described in its Memorandum of Association as adopted by written resolutions passed on 17 October 2001.
3. The Company was incorporated with the power to issue up to 4,000,000 shares with a par value of HK\$0.10. The memorandum of association of the Company provides that the maximum aggregate consideration for such shares shall be HK\$400,000. By resolution passed on 4 September 2003 the authorised share capital of the Company was increased from HK\$400,000 to HK\$500,000,000 by the creation of 4,996,000,000 shares of par value HK\$0.10 each. As at 15 November 2013, being the latest practicable date (the "**Latest Practicable Date**") for the purpose of ascertaining certain information contained in the circular to shareholders of the Company dated 20 November 2013 ("**Circular**"), 259,461,601 shares of the Company have been issued and are fully paid or credited as fully paid. Since 10 October 2003 the issued shares of the Company have been listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited (the "**HK Stock Exchange**") (Stock Code 2339).

Capital Reduction

4. Clause 8 of the Company's Memorandum of Association and Article 14 of the Company's Articles of Association provide that the Company may, by special resolution, reduce its share capital in any manner authorised and subject to any conditions prescribed by the Companies Law.
5. The Company has convened an Extraordinary General Meeting ("**EGM**") to take place on 13 December 2013. The special resolution to be submitted to the EGM is as follows:

*"**THAT** subject to and conditional upon: (i) confirmation of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the "**Cayman Islands Court**"); (ii) registration by the Registrar of Companies of the Cayman Islands of the order of the Cayman Islands Court confirming the Capital Reduction and the minute of the Capital Reduction approved by the Cayman Islands Court containing the particulars required under the Companies Law (2013 Revision) of the Cayman Islands (the "**Companies Law**") in respect of the Capital Reduction and compliance with any condition as may be imposed by the Cayman Islands Court in relation to the Capital Reduction; and (iii) the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the listing of, and permission to deal in, the new ordinary shares of the Company of HK\$0.01 each (the "**New Shares**") in issue, upon the date on which the Capital Reduction becomes effective (the "**Effective Date**") the issued share capital of the Company be reduced from HK\$125,946,160.10 to HK\$2,518,923.202 by the cancellation of HK\$0.098 paid up capital on each issued share of the Company (the "**Share**") so that each issued share of the Company shall be treated as one fully paid up share of HK\$0.002 (the "**Capital Reduction**"), and that the credit item arising upon the Capital Reduction, being HK\$123,427,236.90 be applied in full against part of the accumulated losses of the Company as at 31 March 2013."*

6. The reduction of the Company's share capital intended to be effected by the said special resolution would neither involve the diminution of liability in respect of any unpaid share capital nor the payment to any shareholder of any paid up capital.
7. In conjunction with a debt restructuring effected by way of a Scheme of Arrangement pursuant to s.166 of the Hong Kong Companies Ordinance (the "**Scheme**") and a subscription for shares by a new investor, the Company is proposing a reduction of its share capital (the "**Capital Reduction**") which forms part of a corporate restructuring of the Company for a discernable purpose, namely to regularise the financial position and capital needs of the

Company and its subsidiaries. The Scheme was sanctioned by the High Court of Hong Kong and was effective as of 19 March 2010. The terms and effect of the Capital Reduction have been properly explained to shareholders a sufficient time prior to the EGM so as to ensure that shareholders are treated equitably.

8. The form of minute proposed to be registered is as follows:

*"The issued share capital of Norstar Founders Group Limited was by virtue of a special resolution of the Company dated 13 December 2013 (the "**Special Resolution**") and with the confirmation of an order of the Grand Court of the Cayman Islands dated [] 2013 (the "**Order**") reduced from HK\$125,946,160.10 represented by an authorised share capital of HK\$500,000,000 divided into 5,000,000,000 shares of HK0.10 each (of which 1,259,461,601 shares had been issued and fully paid) to HK\$2,518,923.20 represented by an authorised share capital of HK\$500,000,000 divided into 5,000,000,000 shares of HK0.002 each.*

Pursuant to ordinary resolutions dated 13 December 2013, and subject to and immediately upon the capital reduction taking effect and further subject to the passing of a special resolution to amend the Company's Memorandum and Articles of Association: (a) all unissued shares of the Company of HK\$0.10 are to be cancelled; (b) every (5) issued shares consolidated into one (1) new share with a par value HK\$0.01; and (c) the authorised share capital is to be increased to HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each, comprising (i) 9,414,453,759 ordinary Shares of HK\$0.01 each and (ii) 585,546,241 Class B Shares of HK\$0.01 each ("Class B Shares"), by the creation of 9,162,561,439 ordinary Shares of HK\$0.01 each and 585,546,241 Class B Shares of HK\$0.01 each.

The capital of the Company at the time of the registration of this minute is accordingly HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each, comprising (i) 9,414,453,759 ordinary Shares of HK\$0.01 each and (ii) 585,546,241 Class B Shares of HK\$0.01."

9. It is appropriate for the Court to confirm the Capital Reduction.


YOUR PETITIONER THEREFORE HUMBL Y PRAYS THAT:

1. That the reduction of the issued share capital of the Company proposed to be effected by the Special Resolution set forth in paragraph 5 of this Petition be confirmed and that the above-mentioned minute be approved by the Court;

2. Such orders as the Court thinks fit.

AND your petitioner will pray etc.

Dated the 29th day of November 2013


Appleby (Cayman) Ltd.
Attorneys-at-Law for the Petitioner

Note: This petition is not intended to be served

THIS PETITION was filed by Appleby (Cayman) Ltd., Attorneys-at-Law for the Petitioner, whose address for service is Clifton House, 75 Fort Street, PO Box 190, KY1-1104, George Town, Grand Cayman, Cayman Islands. (Ref: JC:423123.0001)

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this petition will take place at the Law Courts, George Town, Grand Cayman on the day of 2013 at 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 PO Box 495, Grand Cayman, Cayman Islands, KY1-1106 telephone (+1 345) 949 4296.