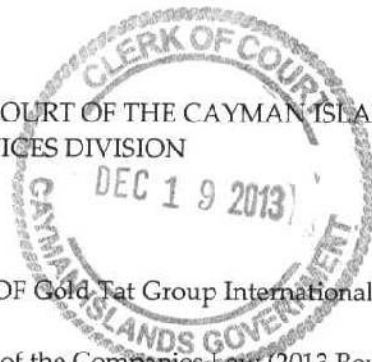


IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION



CAUSE NO. FSD

155

OF 2013



IN THE MATTER OF Gold Tat Group International Limited

AND in the matter of the Companies Law (2013 Revision)

AND the Grand Court Rules 1995 Order 102

PETITION



TO: The Grand Court of the Cayman Islands

THE PETITION of Gold Tat Group International 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 Law (2013 Revision) (the "Companies Law") confirming a reduction of the share capital of the Petitioner, Gold Tat Group International Limited (the "Company").
2. The Company was incorporated on 25 May 2000 under the Companies Law with the name of "Thriving Technology Limited 薈萃科技有限公司" and registered in the Cayman Islands as an exempted company with registration number 100693. On 25 July 2000, the name of the Company was changed from "Thriving Technology Limited" to "Mobile Telecom Network (Holdings) Limited". On 13 August 2013, the name of the Company was further changed from "Mobile Telecom Network (Holdings) Limited" to "Gold Tat Group International Limited 金達集團國際有限公司".
3. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

4. At the date of incorporation of the Company, its authorised share capital was US\$20,000,000 divided into 2,000,000,000 ordinary shares with a nominal or par value of US\$0.01 each (the "Shares").
5. On 25 March 2013, an ordinary resolution was passed by the shareholders of the Company at an extraordinary general meeting to increase the authorised share capital of the Company from US\$20,000,000 divided into 2,000,000,000 Shares to US\$40,000,000 divided into 4,000,000,000 Shares by the creation of an additional 2,000,000,000 Shares.
6. The shares of the Company have been listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 9 May 2003 under stock code number 8266. Over the years, the Company has allotted and issued various tranches of ordinary shares, being the only class of shares of the Company. As at the date of this Petition, the authorised share capital of the Company is US\$40,000,000 divided into 4,000,000,000 shares of US\$0.01 each and its issued share capital is US\$16,453,883.73 divided into 1,645,388,373 ordinary shares of US\$0.01 each.
7. The objects for which the Company is established are unrestricted and include, but without limitation, the following:
 - "(i) (a) To carry on the business of an investment company and to act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, merchants, brokers, traders, dealers, agents, importers and exporters and to undertake and carry on and execute all kinds of investment, financial, commercial, mercantile, trading and other operations.

- (b) To carry on whether as principals, agents or otherwise howsoever the business of realtors, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services.

- (ii) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

- (iii) To purchase or otherwise acquire, to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with real and personal property and rights of all kinds and, in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choses in action of all kinds.

- (iv) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in and convert stocks, shares and securities of all kinds and to enter into partnership or into any arrangement for sharing profits, reciprocal concessions or cooperation with any person or company and to promote and aid in promoting, to constitute, form or organise any company, syndicate or partnership of any kind, for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing, directly or indirectly, the objects of the Company or for any other purpose which the Company may think expedient.

- (v) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether or not related or affiliated to the Company in any manner and whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by any such method and whether or not the Company shall receive valuable consideration thereof.
 - (vi) To engage in or carry on any other lawful trade, business or enterprise which may at any time appear to the Directors of the Company capable of being conveniently carried on in conjunction with any of the aforementioned businesses or activities or which may appear to the Directors or the Company likely to be profitable to the Company."
8. The Company is an investment holding company, and through its subsidiaries, is principally engaged in (i) mobile application and data solution; (ii) trading of electronic parts and components in relation to display modules and touch panel modules, and provision of professional solution with engineering services; and (iii) property development and property investments.
9. 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 Law 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 memorandum of association (subject, nevertheless, to the Law), 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 Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.”
10. By a special resolution (the “Special Resolution”) of the Company in accordance with section 14(1) of the Companies Law at an extraordinary general meeting held on 12 August 2013 (the “Extraordinary General Meeting”), it was resolved:

“THAT subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “Court”); (ii) compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies in the Cayman Islands of the order of the Court and the minute approved by the Court containing the particulars required under the Companies Law (as revised) of the Cayman Islands in respect of the Capital Reduction (as defined below); and (iv) the GEM Listing Committee granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below), with effect from the date on which these conditions are fulfilled (the “Effective Date”):

- (a) the issued and paid-up capital of each of the issued shares be reduced from US\$0.01 to US\$0.001 per share by cancelling paid-up capital of US\$0.009 per share (the “Capital Reduction”) by way of a reduction of capital, so as to form ordinary shares with par value of US\$0.001 each (the “New Shares”);
- (b) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company as at the Effective Date (if any) and the balance (if any) be transferred to the capital reduction reserve account of

the Company or other reserve account of the Company which may be utilised by the directors of the Company as a distributable reserve in accordance with the articles of association of the Company and all applicable laws (the "Application of Credit"); and

- (c) immediately following the Capital Reduction, each of the authorised but unissued ordinary shares with par value of US\$0.01 each be subdivided into ten (10) unissued ordinary shares with par value of US\$0.001 each (the "Share Subdivision") and such shares shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company,

and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid Capital Reduction, Application of Credit and Share Subdivision."

11. The number of members of the Company present and voting in person or by corporate representatives or by proxy at the Special Resolution is as set out in the table below:

	Present & Voting	For	Against
How Present	Number of members present	Number of shares voted	Number of shares voted
In person/by corporate representatives	1 member (Note)	38,925,861 shares	0 shares
By proxy	2 members	274,200,000 shares	0 shares
Total	3 members	313,125,861 shares	0 shares

Note: HKSCC Nominees Limited, being the nominee for and on behalf of different ultimate beneficial shareholders of the Company, has voted in favour of the Special Resolution at the Extraordinary General Meeting. A total of 1 representative was present and voted on behalf of HKSCC Nominees Limited at the Extraordinary General Meeting.

The Special Resolution was presented to the meeting and voted on by way of a poll. The members present and voting in person or by corporate representative or by proxy, 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 resolution passed in accordance with the Articles of Association of the Company.

12. The Special Resolution to approve and give effect to 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 Law.
13. 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.
14. The form of Minute proposed to be registered is as follows:

“The issued share capital of the Company was by virtue of a special resolution passed on 12 August 2013 and with sanction of an Order of the Grand Court of the Cayman Islands dated [●] 2013 be reduced from US\$0.01 per each issued share to US\$0.001 per each issued share (the “Capital Reduction”). Immediately following from the Capital Reduction, each of the authorised but unissued shares of US\$0.01 each in the share capital of the Company be and is sub-divided into ten (10) unissued shares of

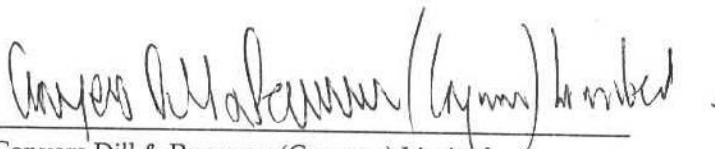
US\$0.001 each. At the date of the registration of this Minute, the authorised share capital of the Company is US\$40,000,000 divided into 40,000,000,000 shares of US\$0.001 each."

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 10 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 inquiries and directions may be made and given.
- (3) Such further and other order as this Honourable Court shall think fit.

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

Dated this 19th day of December 2013


Conyers Dill & Pearman (Cayman) Limited
Attorneys-at-Law for the Petitioner herein

TIME ESTIMATE: One hour

Notice of Hearing

This Petition having been presented to the Court on the _____ day of _____ 2013 will be heard at the Law Courts, George Town, Grand Cayman on the ___ day of _____ 2014 at _____ am/pm or as soon thereafter as the Petition can be heard.

This Petition was filed by Conyers Dill & Pearman (Cayman) Limited, Attorneys-at-Law for and on behalf of the Petitioner herein whose address for service is that of its Attorneys, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands