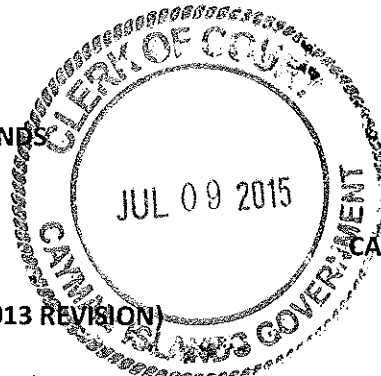


IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

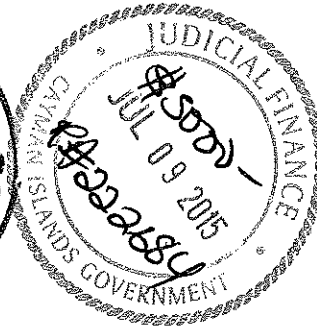


CAUSE NO. *FSD 0112* OF 2015-

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)

AND IN THE MATTER OF WPG INTERNATIONAL (CI) LIMITED

PETITION



TO: The Grand Court of the Cayman Islands

THIS PETITION of WPG INTERNATIONAL (CI) 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 your Petitioner, WPG International (CI) Limited (the "Company").
2. The Company was incorporated under the Companies Law on 1 March 2007 with the name WPG International (CI) Limited and registered in the Cayman Islands as an exempted company with registration number CR-183025.
3. The registered office of the Company is situated at the offices of Offshore Incorporations (Cayman) Limited, Floor 4, Willow House, Cricket Square, PO Box 2804, Grand Cayman KY1-1112, Cayman Islands.
4. Upon the date of incorporation of the Company, its authorised share capital was US\$ 70,000,000.00 divided into 70,000,000 shares of a nominal or par value of US\$ 1.00 each.
5. On 30 March 2012, an ordinary resolution was passed by the shareholder of the Company, pursuant to the authority to act without a meeting conferred by the Company's articles of association, to increase its authorised share capital from US\$70,000,000.00 to US\$200,000,000.00 divided into 200,000,000 shares of US\$1.00 each.

6. As of the date of the Petition, the authorised share capital of the Company is US\$200,000,000.00 divided into 200,000,000 shares of US\$1.00 each and the issued share capital is US\$142,101,383.00 divided into 142,101,383 shares of US\$1.00 each.
7. The objects for which the Company was formed are unrestricted. The Company principally carries on business as an investment holding company.
8. The Articles of Association of the Company provide, *inter alia*, as follows:

*Article 33      “(d)      Without prejudice to Article 11 hereof and subject to the provisions of the Statute the Company may by Special Resolution reduce its share capital and any capital redemption reserve fund.”*

9. By a special resolution of the Company (the "Special Resolution") duly passed on 24 June 2015 in accordance with section 14(1) of the Companies Law, it was resolved (subject to the sanction of the Grand Court) that:-

*“the issued share capital of the Company which is currently US\$142,101,383.00 consisting of 142,101,383 shares of US\$1.00 par value each which have been issued to the sole shareholder of the Company and are fully paid up at US\$1.00 per share be reduced to US\$124,442,727.00 consisting of 124,442,727 shares of US\$1.00 par value each by cancelling US\$17,658,656.00 of paid-up share capital which is lost and not represented by available assets and thereafter cancelling 17,658,656 shares issued to the sole shareholder of the Company.”*

10. Aside from a nominee shareholding held by Offshore Incorporations (Cayman) Limited only on the day of the Company's incorporation, there is and has been, from the inception of the Company to this time, only one shareholder of the Company, being WPG Holdings Limited, a company incorporated under the laws of Taiwan. Accordingly, the Special Resolution was passed unanimously.

11. As shown in the financial statements of the Company as of 31 December 2014, the Company has an accumulated loss or negative retained earnings of US\$17,658,656.00. The purpose of the proposed Capital Reduction is to utilise the credit arising from the Capital Reduction to off-set this accumulated loss.
12. The proposed Capital Reduction does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. Furthermore, the Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company nor will it affect the proportionate interests of shareholders, because the Company has only one shareholder.
13. The form of Minute proposed to be registered is as follows:-

*"The issued share capital of WPG International (CI) Limited (the "Company") was by virtue of a Special Resolution passed on 24 June 2015 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [\*] 2015, reduced from US\$142,101,383.00 divided into 142,101,383 ordinary shares of US\$1.00 each to US\$124,442,727.00 divided into 124,442,727 ordinary shares of US\$1.00 each (the "Capital Reduction"). At the date of the registration of this Minute, the authorised share capital of the Company is US\$200,000,000.00 divided into 200,000,000 shares of US\$1.00 each, of which 124,442,727 ordinary shares of US\$1.00 each have been issued and are fully paid or credited as fully paid."*

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 11 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.

Dated this 9th day of July 2015.

Campbells  
Campbells

NOTE: It is intended to serve this Petition on WPG International (CI) Limited, at its registered office located at the offices of Offshore Incorporations (Cayman) Limited, Floor 4, Willow House, Cricket Square, PO Box 2804, Grand Cayman KY1-1112, Cayman Islands.

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**Notice of Hearing**

This Petition having been presented to the Court on the        day of        2015 will be heard at the Law Courts, George Town, Grand Cayman on the        day of        2015 at        am/pm or as soon thereafter as the Petition can be heard.

This Petition was filed by Campbells, attorneys for the Petitioner herein whose address for service is that of its Attorneys, Floor 4, Willow House, Cricket Square, PO Box 884, George Town, Grand Cayman KY1-1103, Cayman Islands (Ref: MG/ST/15119-23762).