

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

0177  
CAUSE NO. FSD OF 2015

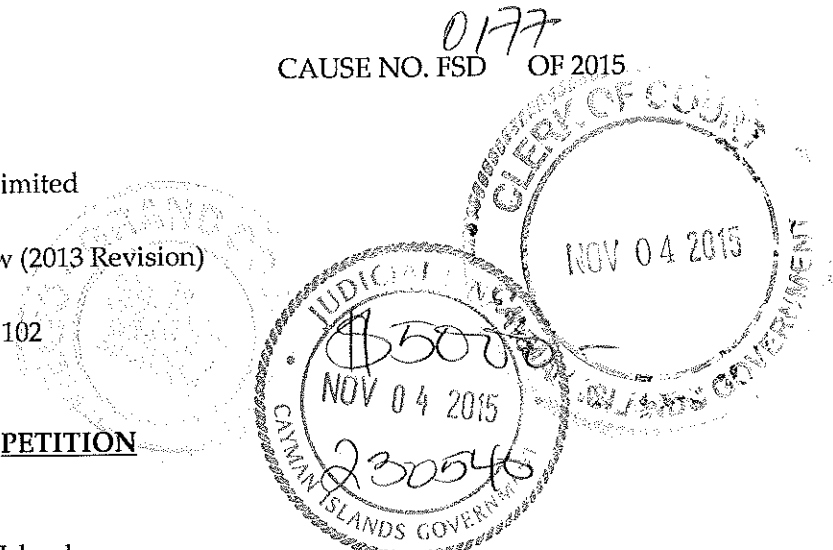
IN THE MATTER OF Pan Asia Mining Limited  
AND in the matter of the Companies Law (2013 Revision)  
AND the Grand Court Rules 1995 Order 102

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of Pan Asia Mining 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 (Revised) (the "Companies Law") confirming a reduction of the share capital of the Petitioner, Pan Asia Mining Limited (the "Company").
2. The Company was incorporated on 17 October 2001 with the name Panorama International Holdings Limited under the Companies Law as an exempted company with registration number CR-113514. On 22 December 2006, the name of the Company was changed to "Intelli-Media Group (Holdings) Limited 智庫媒體集團(控股)有限公司" and on 4 September 2009, the Company's name was further changed to "Pan Asia Mining Limited".
3. The registered office of the Company is P.O. Box 309 Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.
4. At the date of incorporation of the Company, its authorised share capital was HK\$15,000,000 divided into 1,500,000,000 shares with a nominal or par value of HK\$0.01 each (the "Shares"). Since the incorporation of the Company, the Company



has undergone various reorganisations of its authorised and issued share capital through share consolidation and increase of authorised share capital. The shares of the Company have been listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 9 May 2002.

5. As at the date of this petition, the authorised share capital of the Company is HK\$2,500,000,000 divided into 5,000,000,000 shares with a nominal or par value of HK\$0.50 each and its issued share capital is HK\$1,264,888,060 divided into 2,529,776,120 shares with a nominal or par value of HK\$0.50 each which have been fully paid-up or credited as fully paid-up.
6. The objects for which the Company was established are unrestricted.
7. The Articles of Association of the Company provide, inter alia, as follows:

Article 63

a) The Company may from time to time by ordinary resolution:

- (i) consolidation and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated shares, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of

such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;

(ii) 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 share capital by the amount of the shares so cancelled subject to the provisions of the Law; and

(iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Law, and so that the resolution whereby any share is sub-divided may 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 or other special rights, over, or may have such deterred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

b) The Company may by special resolution reduce its share capital, any capital redemption reserve or any shares premium account in any manner authorised and subject to any conditions prescribed by the Law.

8. At an extraordinary general meeting of the Company held on 24 July 2015 (the "**Original Extraordinary General Meeting**") by a special resolution of the Company in accordance with section 14(1) of the Companies Law (the "**First Special Resolution**"), 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 ("**Court**"); (ii) the compliance with any conditions which the Court may

impose in relation to the Original Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction (as defined below) and the minutes approved by the Court containing the particulars required under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands with respect to the Capital Reduction (as defined below); and (iv) The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below) and the Share Sub-division (as defined below), with effect from the date on which the aforesaid conditions are fulfilled ("**Effective Date**"):

- (a) the issued and paid-up share capital of the Company be reduced ("**Capital Reduction**") by reducing the par value and each existing share HK\$0.50 of the Company ("**Existing Share**") in issue on the Effective Date from HK\$0.50 each to HK\$0.25 each by cancelling the paid-up capital to the extent of HK\$0.25 on each Existing Share in issue on the Effective Date so that following the Capital Reduction each such issued Existing Share with a par value of HK\$0.50 shall be treated as one fully paid-up share with a par value of HK\$0.25 ("**New Shares**") in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company so that the authorised share capital of the Company shall remain at HK\$2,500,000,000;
- (b) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued Existing Shares with a par

value of HK\$0.50 be subdivided into two (2) unissued New Shares with a par value of HK\$0.25 each ("**Share Sub-division**");

- (c) the credits arising from the Capital Reduction shall be applied towards offsetting the accumulated deficit of the Company as at the Effective Date and the balance (if any) will be transferred to a distributable reserve account of the Company which may be utilised by the directors of the Company ("**Directors**") as a distributable reserve in accordance with the articles of association of the Company and all applicable laws and rules including the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange ("**GEM Listing Rules**") including, without limitation, eliminating or setting off the accumulated deficits of the Company which may arise from time to time and/or paying dividend and/or making any other distribution out of such account from time to time and all actions in relation thereto be approved, ratified and confirmed;
- (d) all of the New Shares resulting from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the Company's memorandum and articles of association; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Share Sub-division."

Each of the capitalised terms referred to in the First Special Resolution above are defined in the information circular exhibited to the affirmation of Tan Chong Gin ("TCG-5").

9. The number of votes cast by the members of the Company present and voting in person or by corporate authorised representatives or by proxy at the Original Extraordinary General Meeting is as set out in the table below:

	Present & Voting	For	Against
How Present	Number of shares voted	Number of shares voted	Number of shares voted
In person/by corporate representatives	50,500 shares	50,500 shares	0 shares
By proxy	292,901,020 shares	292,901,020 shares	0 shares
Total	292,951,520 shares	292,951,520 shares	0 shares

10. The First Special Resolution was voted on by way of a poll and the number of votes cast by the members present and voting in person or by corporate representatives or by proxy at the Original Extraordinary General Meeting in favour of the First Special Resolution represents more than three-fourths of the votes cast in respect of the First Special Resolution and therefore the chairman of the Original Extraordinary General Meeting declared the First Special Resolution passed in accordance with the Articles of Association of the Company.
11. At an extraordinary general meeting of the Company held on 24 September 2015 (the "Extraordinary General Meeting") by a special resolution of the Company in accordance with section 14(1) of the Companies Law (the "Special Resolution"), it was resolved:

"THAT further to the special resolution of the Company passed on 24 July 2015 at the extraordinary general meeting of the Company held on 24

July 2015 to (a) reduce the issued and paid-up share capital of the Company by cancelling the paid-up capital on each issued share with a par value of HK\$0.50 to the extent of HK\$0.25 and (b) subdivide each authorised and unissued share of the Company with a par value of HK\$0.50 into two (2) new shares with a par value of HK\$0.25 each, and subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands ("**Court**"); (ii) the 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 of the Cayman Islands of the order of the Court confirming the Capital Reduction (as defined below) and the minutes approved by the Court containing the particulars required under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands with respect to the Capital Reduction (as defined below); and (iv) The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below) and the Share Sub-division (as defined below), with effect from the date on which the aforesaid conditions are fulfilled ("**Effective Date**");

- (a) the issued and paid-up share capital of the Company be reduced ("**Capital Reduction**") by reducing the par value of each existing share with a par value of HK\$0.50 of the Company ("**Existing Share**") in issue on the Effective Date from HK\$0.50 to HK\$0.01 by cancelling the paid-up capital to the extent of an aggregate of HK\$0.49 for each Existing Share in issue on the Effective Date so that following the Capital Reduction each such issued Existing Share with a par value of HK\$0.50 shall be treated as one fully paid-up share with a par value of HK\$0.01 ("**New Shares**") in the share capital of the Company and any liability of the holders of such shares to make any further contribution to the capital of the

Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company so that the authorised share capital of the Company shall remain at HK\$2,500,000,000;

- (b) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued Existing Shares with a par value of HK\$0.50 be subdivided into fifty (50) unissued New Shares with a par value of HK\$0.01 each ("**Share Sub-division**");
- (c) the credits arising from the Capital Reduction shall be applied towards offsetting the accumulated deficit of the Company as at the Effective Date and the balance (if any) will be transferred to a distributable reserve account of the Company which may be utilised by the directors of the Company ("**Directors**") as a distributable reserve in accordance with the articles of association of the Company and all applicable laws and rules (including the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange ("**GEM Listing Rules**")) including, without limitation, eliminating or setting off the accumulated deficits of the Company which may arise from time to time and/or paying dividend and/or making any other distribution out of such account from time to time and all actions in relation thereto be approved, ratified and confirmed;
- (d) all of the New Shares resulting from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the Company's memorandum and articles of association; and
- (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the

Capital Reduction and the Share Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Share Sub-division.”

Each of the capitalised terms referred to in the Special Resolution above are defined in the information circular exhibited to the affirmation of Tan Chong Gin (“TCG-8”).

12. The number of votes cast by the members of the Company present and voting in person or by corporate authorised representatives or by proxy at the Extraordinary General Meeting is as set out in the table below:

	<b>Present &amp; Voting</b>	<b>For</b>	<b>Against</b>
<b>How Present</b>	<b>Number of shares voted</b>	<b>Number of shares voted</b>	<b>Number of shares voted</b>
In person/by corporate representatives	54,880 shares	54,880 shares	0 shares
By proxy	368,309,470 shares	295,359,470 shares	72,950,000 shares
<b>Total</b>	<b>368,364,350 shares</b>	<b>295,414,350 shares</b>	<b>72,950,000 shares</b>

13. The Special Resolution was voted on by way of a poll and the number of votes cast by the members present and voting in person or by corporate representatives or by proxy at the Extraordinary General Meeting in favour of the Special Resolution represents more than three-fourths of the votes cast in respect of the Special Resolution and therefore the chairman of the Extraordinary General Meeting declared the Special Resolution passed in accordance with the Articles of Association of the Company.
14. The proposed Capital Reduction does not involve either the diminution of any liability in respect of unpaid capital and the Company does not have any intention to make payment to any member of any paid-up capital. Save for the application of the

credit arising from the Capital Reduction towards offsetting the accumulated deficit of the Company, the Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the members.

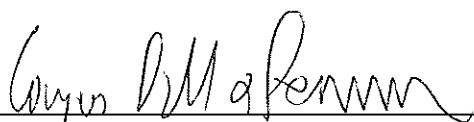
15. The form of Minute proposed to be registered is as follows:

*"The issued share capital of Pan Asia Mining Limited (the "Company") was by virtue of a Special Resolution passed on 24 September 2015 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [ ] 2015, reduced from HK\$0.50 per each issued share to HK\$0.01 per each issued share (the "Capital Reduction"). Upon the Capital Reduction becoming effective, each authorised but unissued share of HK\$0.50 each shall be subdivided into fifty (50) unissued shares of HK\$0.01 each in the share capital of the Company. At the date of the registration of this Minute, the authorised share capital of the Company is HK\$2,500,000,000 divided into 250,000,000,000 shares of HK\$0.01 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 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 <sup>16</sup>/<sub>2</sub> day of November 2015



**CONYERS DILL & PEARMAN**  
**Attorneys-at-Law for the Petitioner herein**

NOTE: It is intended to serve this Petition on **PAN ASIA MINING LIMITED**, at its registered office located at P.O. Box 309 Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands

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 Conyers Dill & Pearman, 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