

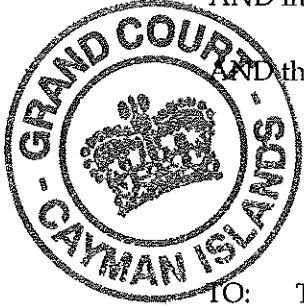
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

0191
CAUSE NO. FSD OF 2016 ()

IN THE MATTER OF Union Asia Enterprise Holdings Limited 萬亞企業控股有限公司

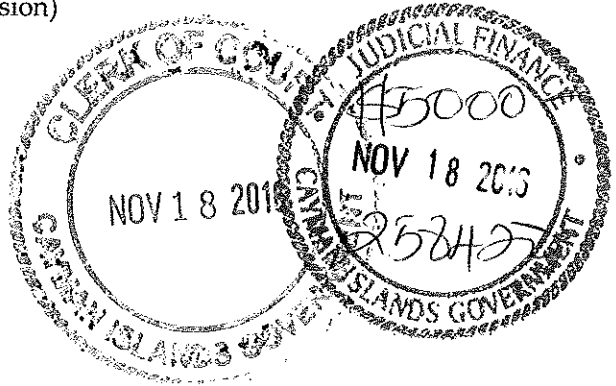
AND in the matter of the Companies Law (2016 Revision)

AND the Grand Court Rules 1995 Order 102



PETITION

TO: The Grand Court of the Cayman Islands



THE PETITION of Union Asia Enterprise Holdings Limited 萬亞企業控股有限公司 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 (2016 Revision) (the "Companies Law") confirming a reduction of the share capital of the Petitioner, Union Asia Enterprise Holdings Limited 萬亞企業控股有限公司 (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", on 4 September 2009, the Company's name was further changed to "Pan Asia Mining Limited" and on 8 April 2016 the Company's name was further changed to "Union Asia Enterprise Holdings Limited 萬亞企業控股有限公司".
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. Since the incorporation of the Company, the Company has undergone various reorganisations of its authorised and issued share capital through share consolidation, increase of authorised share capital and reduction of 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 31,250,000,000 shares with a nominal or par value of HK\$0.08 each (the "Shares") and its issued share capital is HK\$273,215,820.96 divided into 3,415,197,762 Shares which have been fully paid-up or credited as fully paid-up.
6. The objects for which the Company was established are unrestricted. Subject to the provisions of the memorandum of association of the Company, the objects for which the Company is established are unrestricted. The principal business of the Company is to act as an investment holding company of its subsidiaries that principally engage in trading of stainless steel wires, cosmetic and skincare products, nephrite and bottled water.
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 11 August 2016 (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 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) 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 Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the date on which the aforesaid conditions are fulfilled (the "Effective Date"):

- (a) every ten (10) issued and unissued shares of HK\$0.08 each in the share capital of the Company (the "Share(s)") be consolidated (the "Share Consolidation") into one (1) share of HK\$0.80 each (the "Consolidated Share(s)");
- (b) immediately following the Share Consolidation becoming effective, the issued and paid up share capital of the Company be reduced by cancelling the paid up capital to the extent of HK\$0.7999 on each Consolidated Share of nominal value of HK\$0.80 in issue so that each issued Consolidated Share shall be treated as one fully paid up share of HK\$0.0001 nominal value (the "New Share(s)") in the share capital of the Company (the "Capital Reduction");

- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Share with nominal value of HK\$0.80 be subdivided into eight thousand (8,000) unissued New Shares with nominal value of HK\$0.0001 each (the "Share Subdivision"), and all New Shares resulting from the Capital Reorganisation (as defined below) shall rank pari passu in all respects with each other and have the same rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company;
- (d) the credit arising from the Capital Reduction be applied towards cancelling the accumulated losses of the Company as at the Effective Date (if any) and the balance (if any) be transferred to the distributable capital reduction reserve account of the Company or other reserve of the Company which may be utilised by the board of directors as a distributable reserve in accordance with the memorandum and articles of association of the Company (the "Application of Credit"); and
- (e) the directors of the Company be and are hereby authorised generally to take all necessary steps and do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to implement and give effect to the Share Consolidation, the Capital Reduction, the Application of Credit and the Share Subdivision (collectively, the "Capital Reorganisation") and to aggregate all fractional Consolidated Shares and/or New Shares and sell them for the benefits of the Company."

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 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	552,087,856 shares	552,087,856 shares	0 shares
By proxy	25 shares	25 shares	0 shares
Total	552,087,881 shares	552,087,881 shares	0 shares

10. 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.
11. 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.
12. The form of Minute proposed to be registered is as follows:

"The issued share capital of Union Asia Enterprise Holdings Limited 萬亞企業控股有限公司 (the "Company") was by virtue of a Special Resolution passed on 11 August 2016 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [] 2016, reduced from HK\$0.80 per each issued share to HK\$0.0001 per each issued share (the "Capital Reduction"). Upon the Capital Reduction becoming effective, each authorised but unissued share of HK\$0.80 each shall be subdivided into eight thousand (8000) unissued shares of HK\$0.0001 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 25,000,000,000,000 shares of HK\$0.0001 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 8 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 ^{18th} day of November 2016

Conyers, Dill & Pearman

Conyers Dill & Pearman

Attorneys-at-Law for the Petitioner herein

NOTE: It is intended to serve this Petition on UNION ASIA ENTERPRISE HOLDINGS LIMITED 萬亞企業控股有限公司, at its registered office located at P.O. Box 309 Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands

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

Notice of Hearing

This Petition having been presented to the Court on the ____ day of _____ 2016 will be heard at the Law Courts, George Town, Grand Cayman on the ____ day of _____ 2016 at ____ am/pm or as soon thereafter as the Petition can be heard.