

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD *24* OF 2019

IN THE MATTER OF BINGO GROUP HOLDINGS LIMITED

AND IN THE MATTER OF THE COMPANIES LAW (2018 REVISION)

AND THE GRAND COURT RULES 1995 ORDER 102



\_\_\_\_\_  
PETITION  
\_\_\_\_\_



TO: The Grand Court of the Cayman Islands

THE PETITION of BINGO GROUP HOLDINGS 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 (2018 Revision) (the "Companies Law") confirming a reduction of the share capital of the Petitioner, BINGO GROUP HOLDINGS LIMITED (the "Company").
2. The Company was incorporated on 27 June 2002 under the Companies Law as an exempted company with registration number 118518.
3. The registered office of the Company is Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
4. At the date of incorporation of the Company, its authorised share capital was HK\$100,000 divided into 10,000,000 shares with a nominal or par value of HK\$0.01 each (the "Shares").

5. By way of resolutions of the then shareholders of the Company passed on 5 August 2009, the authorised share capital of the Company was consolidated from to 10,000,000 shares of HK\$0.01 each to 5,000,000 shares of HK\$0.02 each.
6. By way of resolutions of the then shareholders of the Company passed on 12 March 2012, the authorised share capital of the Company was increased from HK\$100,000,000 to HK\$200,000,000 divided into 10,000,000,000 shares of HK\$0.02 each.
7. By way of resolutions of the then shareholders of the Company passed on 17 September 2012, the authorised share capital of the Company was consolidated from to 10,000,000,000 shares of HK\$0.02 each to 5,000,000,000 shares of HK\$0.04 each.
8. As at the date of this petition, the authorised share capital of the Company is HK\$200,000,000 divided into 5,000,000,000 shares with a nominal or par value of HK\$0.04 each and its issued share capital is HK\$136,861,547.66 divided into 3,421,538,679 shares with a nominal or par value of HK\$0.04 each which have been fully paid-up or credited as fully paid-up.
9. The shares of the Company have been listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 12 November 2002 under stock code number 8220.
10. The objects for which the Company was established are unrestricted.
11. The Articles of Association of the Company provide, *inter alia*, as follows:

"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."

12. In accordance with section 14(1) of the Companies Law and by way of special resolution of the shareholders of the Company at the extraordinary general meeting of the Company held on 12 February 2019 (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 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:

- (a) every four (4) ordinary shares of par value HK\$0.04 each in the existing capital of the Company be consolidated into one (1) ordinary share of par value HK\$0.16 each in the share capital of the Company (each a "Consolidated Share") (the "Share Consolidation");
- (b) the issued and paid-up share capital of the Company be reduced (the "Capital Reduction") through (i) elimination of any fraction of a Consolidated Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of Consolidated Shares to a whole number; and (ii) cancellation of the paid-up capital of the Company to the extent of HK\$0.15 on each of the issued Consolidated Shares so that following the Capital Reduction each such issued Consolidated Shares with a par value of HK\$0.16 shall be treated as one fully paid-up share with a par value of HK\$0.01 (each a "New Share") 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;

- (c) immediately following the Capital Reduction becoming effective, each authorised but unissued Consolidated Share of HK\$0.16 (which shall include the authorised but unissued share capital resulting from Capital Reduction) be subdivided into sixteen (16) New Shares of HK\$0.01 each (the "Subdivision", together with the Share Consolidation and Capital Reduction, the "Capital Reorganisation");
- (d) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company and the directors of the Company (the "Directors") be authorised to apply the distributable reserve in such manner as they consider appropriate;
- (e) each of the New Shares resulting from the Capital Reorganisation 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
- (f) 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 Reorganisation 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 Reorganisation."

13. The special resolution to approve and give effect to the Capital Reduction was duly passed by resolution of the shareholders of the Company at the extraordinary general meeting held on 12 February 2019, 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.

14. 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 sole shareholder. Furthermore, the proposed Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company.
15. The form of Minute proposed to be registered is as follows:


*"The issued share capital of Bingo Group Holdings Limited (the "Company") was by virtue of a Special Resolution passed on 12 February 2019 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [         ] 2019, reduced from HK\$0.16 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\$0.16 each shall be subdivided into sixteen 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\$200,000,000 divided into 20,000,000,000 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 12 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 15<sup>th</sup> day of February, 2019



Conyers Dill & Pearman  
Attorneys-at-Law for the Petitioner

#### Notice of Hearing

This Petition having been presented to the Court on the 29 day of April 2019 will be heard at the Law Courts, George Town, Grand Cayman on the 29 day of April 2019 at 10 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