



GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 37 OF 2021 (CRJ)

IN THE MATTER OF CHINA INFORMATION TECHNOLOGY DEVELOPMENT LIMITED
中國信息科技發展有限公司

AND IN THE MATTER OF THE COMPANIES ACT (2021 REVISION)

AND THE GRAND COURT RULES 1995 ORDER 102

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of China Information Technology Development Limited 中國信息科技發展有限公司 shows as follows:

1. The object of this Petition is to seek an Order of the Court pursuant to section 15 of the Companies Act (2021 Revision) (the "Companies Act") confirming a reduction of the share capital of the Petitioner, China Information Technology Development Limited 中國信息科技發展有限公司 (the "Company").
2. The Company was incorporated on 24 May 2001 under the Companies Act as an exempted company with registration number 110386.
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. As at the date of incorporation of the Company on 24 May 2001, its authorised share capital was HK\$380,000 divided into 38,000,000 shares of a nominal or par value of HK\$0.01 each.
5. By way of resolutions of the then sole shareholder of the Company passed on 21 November 2001, the authorised share capital of the Company was increased from HK\$380,000 to HK\$10,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.01 each.
6. By way of resolutions of the then shareholders of the Company passed on 22 July 2004, the authorised share capital of the Company was increased from HK\$10,000,000 to HK\$100,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.01 each.
7. By way of resolutions of the then shareholders of the Company passed 2 August 2012, the authorised share capital of the Company was consolidated from 10,000,000,000 shares of a nominal or par value of HK\$0.01 each to 1,000,000,000 shares of a nominal or par value of HK\$0.10 each.
8. By way of resolutions of the then shareholders of the Company passed on 27 January 2014, the authorised share capital of the Company was increased from HK\$100,000,000 to HK\$400,000,000 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.10 each.
9. By way of resolutions of the then shareholders of the Company passed on 30 June 2015, the authorised share capital of the Company was increased from HK\$400,000,000 to HK\$800,000,000 divided into 8,000,000,000 shares of a

nominal or par value of HK\$0.10 each.

10. By way of resolutions of the then shareholders of the Company passed on 30 June 2017, the authorised share capital of the Company was increased from HK\$800,000,000 to HK\$1,200,000,000 divided into 12,000,000,000 shares of a nominal or par value of HK\$0.10 each.
11. By way of resolutions of the then shareholders of the Company passed 15 January 2021, the authorised share capital of the Company was consolidated from 12,000,000,000 shares of a nominal or par value of HK\$0.10 each to 500,000,000 shares of a nominal or par value of HK\$2.40 each (the “Share Consolidation”).
12. As at the date of this Affirmation, the authorised share capital of the Company is HK\$1,200,000,000 divided into 500,000,000 shares of a nominal or par value of HK\$2.40 each and its issued share capital is HK\$574,419,189.60 divided into 239,341,329 shares of a nominal or par value of HK\$2.40 each which have been fully paid-up or credited as fully paid-up.
13. The shares of the Company have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 11 December 2001 under stock code number 8178.
14. The objects for which the Company was established are unrestricted.
15. 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.”

16. In accordance with section 14(1) of the Companies Act and by way of special resolution of the shareholders of the Company at an extraordinary general meeting held of the Company held on 15 January 2021 (the “Special Resolution”), it was resolved:

“THAT subject to and conditional upon (i) the Share Consolidation becoming effective; (ii) approval from the Grand Court of the Cayman Islands (“Court”) of the Capital Reduction (as defined below); (iii) registration by the Registrar of Companies of Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act of the Cayman Islands in respect of the Capital Reduction (as defined below) and compliance with any conditions the Court may impose; (iv) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities on GEM of the Stock Exchange to effect the Capital Reduction (as defined below) and the Share Sub-division (as defined below); and (v) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares (as defined below), with effect from the date on which these conditions are fulfilled:

- (a) the par value of each issued Consolidated Share of par value of HK\$2.40 each in the share capital of the Company be reduced to HK\$0.01 each (each a “New Share”) (the “Capital Reduction”) by cancelling the paid up capital to the extent of HK\$2.39 on each of the then issued Consolidated Shares;
- (b) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by

Company as the board of directors of the Company may deem fit and permitted in accordance with the memorandum and articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time;

- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value HK\$2.40 each be sub-divided into two hundred and forty (240) New Shares of par value of HK\$0.01 each (the “Share Sub-division”);
- (d) immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company be changed from HK\$1,200,000,000 divided into 500,000,000 ordinary shares of par value of HK\$2.40 each to HK\$1,200,000,000 divided into 120,000,000,000 New Shares of par value of HK\$0.01 each;
- (e) each of the New Shares arising from the Capital Reduction and the Share Subdivision shall rank *pari passu* in all respects with each other and shall have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company; and
- (f) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Capital Reduction and the Sub-division and (where applicable) to aggregate all fractional New Shares

and sell them for the benefits of the Company.”

17. The special resolution to approve and give effect to the Capital Reduction was duly passed by the shareholders of the Company at an extraordinary general meeting held on 15 January 2021, 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 Act.
18. 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.
19. The form of Minute proposed to be registered is as follows:

“The issued share capital of China Information Technology Development Limited 中國信息科技發展有限公司 (the “Company”) was by virtue of a Special Resolution passed on 15 January 2021 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [] 2021, reduced from HK2.40 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\$2.40 each shall be subdivided into two hundred and forty 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\$1,200,000,000 divided into 120,000,000,000 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 16 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 11th day of February 2021



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

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, SIX, 2nd Floor, Cricket Square, 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
2021 will be heard at the Law Courts, George Town, Grand Cayman on the ___ day of
_____ 2021 at _____ am/pm or as soon thereafter as the Petition can be
heard.