

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2021 ( )

IN THE MATTER OF GLOBAL STRATEGIC GROUP LIMITED 環球戰略集團有限公司  
AND IN THE MATTER OF THE COMPANIES ACT (2021 REVISION)  
AND THE GRAND COURT RULES 1995 ORDER 102



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**PETITION**

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TO: The Grand Court of the Cayman Islands

THE PETITION of Global Strategic Group Limited 環球戰略集團有限公司 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, Global Strategic Group Limited 環球戰略集團有限公司 (the "Company").
2. The Company was incorporated on 27 January 2000 under the Companies Act as an exempted company with registration number 96516.
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 27 January 2000, its authorised share capital was HK\$100,000 divided into 1,000,000 shares of a nominal or par value of HK\$0.10 each.
5. By way of resolutions of the then shareholders of the Company passed on 27 March 2000, the authorised share capital of the Company was increased from HK\$100,000 to HK\$80,000,000 divided into 800,000,000 shares of a nominal or par value of HK\$0.10 each.
6. By way of resolutions of the then shareholders of the Company passed on 9 January 2015, the authorised share capital of the Company was subdivided from 800,000,000 shares of a nominal or par value of HK\$0.10 each to 16,000,000,000 shares of a nominal or par value of HK\$0.005 each.
7. By way of resolutions of the then shareholders of the Company passed 16 November 2018 with effect from 19 November 2018, the authorised share capital of the Company was consolidated from 16,000,000,000 shares of a nominal or par value of HK\$0.005 each to 3,200,000,000 shares of a nominal or par value of HK\$0.025 each.
8. By way of resolutions of the then shareholders of the Company passed 20 August 2020, the authorised share capital of the Company was consolidated from 3,200,000,000 shares of a nominal or par value of HK\$0.025 each to 160,000,000 shares of a nominal or par value of HK\$0.50 each.
9. As at the date of this Affirmation, the authorised share capital of the Company is HK\$80,000,000 divided into 160,000,000 shares of a nominal or par value of HK\$0.50 each and its issued share capital is HK\$45,586,000 divided into 91,172,000 shares of a nominal or par value of HK\$0.50 each which have been fully paid-up or credited as fully paid-up.

10. The shares of the Company have been listed on GEM of The Stock Exchange of Hong Kong Limited since 17 April 2000 under stock code number 8007.
11. The objects for which the Company was established are unrestricted.
12. 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.*”

13. 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 21 April 2021 (the “Special Resolution”), it was resolved:

“THAT subject to and conditional upon (i) an order being made by the Grand Court of the Cayman Islands (the “Court”) confirming the Capital Reduction (as defined below); (ii) compliance with any conditions which the Court may impose in relation to the Capital Reduction; (iii) registration by the Registrar of Companies of the Cayman Islands of a copy 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 with respect to the Capital Reduction; and (iv) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) arising from the Capital Reduction, with effect from the date on which these conditions are fulfilled (the “Effective Date”):

- (a) the par value of each of the issued shares (the “Existing Share(s)”) of the

Company be reduced from HK\$0.50 to HK\$0.01 per issued Existing Share by cancelling the paid up share capital to the extent of HK\$0.49 per issued Existing Share by way of a reduction of capital, so as to form issued shares (the "Adjusted Share(s)") of the Company with par value of HK\$0.01 each (the "Capital Reduction");

- (b) the credit arising from the Capital Reduction be applied towards offsetting the accumulated loss of the Company as at the Effective Date, thereby reducing the accumulated loss of the Company. The balance of credit (if any) will be transferred to a distributable reserve account of the Company and be applied for such purposes as permitted by all applicable laws, the memorandum and articles of association of the Company and as the board (the "Board") of directors (the "Directors") of the Company considers appropriate;
- (c) immediately following the Capital Reduction, each of the authorised but unissued shares of the Company of HK\$0.50 each be subdivided into fifty (50) authorised but unissued Adjusted Shares (the "Share Sub-division", together with the Capital Reduction as the "Capital Reorganisation");
- (d) immediately following the Capital Reorganisation, the authorised share capital of the Company be changed from HK\$80,000,000 divided into 160,000,000 Existing Shares to HK\$80,000,000 divided into 8,000,000,000 Adjusted Shares; and
- (e) each of the Adjusted Shares arising from the Capital Reorganisation shall rank *pari passu* in all respects with other shares in their respective classes and the Adjusted Shares will have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company."

14. 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 21 April 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.
15. 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.
16. The form of Minute proposed to be registered is as follows:

*"The issued share capital of Global Strategic Group Limited 環球戰略集團有限公司 (the "Company") was by virtue of a Special Resolution passed on 21 April 2021 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [ ] 2021, reduced from HK0.50 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 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\$80,000,000 divided into 160,000,000 shares of HK\$0.01 each."*

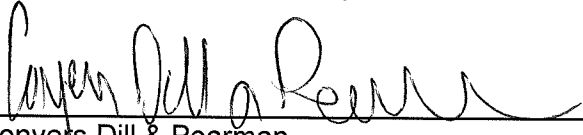
Your Petitioner, the Company, therefore prays as follows:

- (1) That the Capital Reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 13 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 27<sup>th</sup> day of May 2021

  
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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, 2<sup>nd</sup> 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.