

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 492 OF 2008

IN THE MATTER OF FOREFRONT GROUP LIMITED

AND in the matter of the Companies Law (2007 Revision)

AND the Grand Court Rules 1995 Order 102

PETITION

TO: The Grand Court of the Cayman Islands

THE PETITION of FOREFRONT GROUP 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 (2007 Revision) (the "Companies Law") confirming a reduction of the capital of your Petitioner **Forefront Group Limited** (the "Company").
2. The Company was incorporated under the Companies Law on 10 September, 1998 with the name "FOREFRONT INTERNATIONAL HOLDINGS LIMITED" and registered in the Cayman Islands as an exempted company with registration number 84526. On 29 June, 2007, the name of the Company was changed from "FOREFRONT INTERNATIONAL HOLDINGS LIMITED" to "Forefront Group Limited".
3. The registered office of the Company is situated at the offices of Maples and Calder, P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies.
4. Upon the date of incorporation of the Company, its authorised share capital HK\$100,000,000 divided into 1,000,000,000 ordinary shares of a nominal or par value of HK\$0.10 each (the "Shares").
5. On 30 March 2007, an ordinary resolution was passed by the shareholders of the Company at its extraordinary general meeting to increase the authorised share capital of

the Company from HK\$100,000,000 to HK\$130,000,000 divided into 1,300,000,000 Shares.

6. On 29 June 2007, an ordinary resolution was passed by the shareholders of the Company at its extraordinary general meeting to increase the authorised share capital of the Company from HK\$130,000,000 to HK\$1,000,000,000 divided into 10,000,000,000 Shares.

7. The shares of the Company were listed on The Stock Exchange of Hong Kong Limited since 12 July 2001. Over the years, the Company has allotted and issued various tranches of ordinary shares, being the only class of shares of the Company in issue. As at the date of this Affirmation, the authorised share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 Shares of a nominal or par value of HK\$0.10 each and its issued share capital is HK\$374,543,128 divided into 3,745,431,280 Shares of HK\$0.10 each.

8. The objects for which the Company was established are unrestricted.

9. 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) consolidate 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 the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, 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 ratably 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 deferred 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 share premium account in any manner authorised and subject to any conditions prescribed by the Law.”

10. By a special resolution of the Company (the "Special Resolution") duly passed in accordance with section 14(1) of the Companies Law at an extraordinary general meeting held on 15 October, 2008 (the "Extraordinary General Meeting"), it was resolved:

"**THAT** conditional upon (i) approval by the Grand Court of Cayman Islands (the "Court") of the Capital Reduction (as defined below), registration by the Registrar of Companies of the 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 Law of the Cayman Islands in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.10 each in the issued share capital of the Company, upon the date (the "Effective Date") on which the Capital Reduction (as defined below) becomes effective:-

- (A) the issued share capital of the Company be reduced by cancelling paid up capital to the extent of HK\$0.075 on each of the shares of HK\$0.10 par value each of the Company in issue as of the Effective Date (the "Capital Reduction") so that each issued share of HK\$0.10 in the capital of the Company shall be treated as one fully paid up share of HK\$0.025 in the capital of the Company ("Reduced Share") 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 hereby cancelled be made available for issue of new shares of the Company so that the authorised capital of the Company of HK\$1,000,000,000 remains unchanged on the Effective Date;
- (B) subject to and forthwith upon the Capital Reduction becoming effective, every four issued Reduced Shares of HK\$0.025 each be consolidated into one consolidated share of HK\$0.10 ("Adjusted Share") and any fraction of Adjusted Shares arising from the share consolidation shall not be allocated to the holders of the Reduced Shares otherwise entitled thereto but such fractions shall be aggregated and be sold for the benefit of the Company ("Share Consolidation");

- (C) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company (if any) with the entire amount or the balance to be transferred to the distributable capital reduction reserve account of the Company where it may be utilised by the directors of the Company in accordance with the articles of association of the Company and all applicable laws;
- (D) all of the Adjusted Shares resulting from the Capital Reduction and Share Consolidation shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the Company's articles of association; and
- (E) the directors of the Company be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction, Share Consolidation and application of credit arising from the Capital Reduction."

Each of the capitalised terms referred to in the Special Resolution above is defined in the information circular exhibited to the affirmation of Mr. Yeung Ming Kwong ("YMK - 5").

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

	Present & Voting	For	Against
How Present	No.	No. of shares voted	No. of shares voted
In person/by corporate representatives	13 members	1,933,516,216 shares	2,000,000 shares
By proxy	0 member	0 share	0 share
Total	13 members	1,933,516,216 shares	2,000,000 shares

The resolution was voted on by way of poll and the members present and voting in person or by corporate representatives or by proxy at the Extraordinary General Meeting represents more than three-fourths of the votes cast for the resolution approved the Capital Reduction and therefore the chairman of the Extraordinary General Meeting declared the resolution passed in accordance with the Articles of Association of the Company.

12. The Company had an audited accumulated loss of about HK\$649,299,165.72 as at 31 December 2007. Based on the latest unaudited accounts of the Company for the period ended 30 September 2008 (the "Management Accounts"), there were unaudited accumulated losses of about HK\$647,358,942.80. The credit arising from the Capital Reduction will be used to cancel the accumulated losses of the Company with the balance to be transferred to the distributable capital reduction reserve account of the Company, if any. It is expected that part of the accumulated losses of the Company will be eliminated after the Capital Reduction. Furthermore, the Shares of the Company have been trading at a price below its nominal value of HK\$0.10. Given the current trading prices, the Company is unable to conduct any fund raising activity. The proposed Capital Reduction will allow flexibility for the issuance of new shares in the future if the Directors consider appropriate.

13. 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 to any shareholder. Furthermore, the Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company nor will it affect the proportionate interests of the shareholders of the Company.

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

"The issued share capital of Forefront Group Limited (the "Company") was by virtue of a Special Resolution passed on 15 October, 2008 and with the sanction of an Order of the Grand Court of the Cayman Islands dated [] 2008, reduced from HK\$374,543,128 divided into 3,745,431,280 ordinary shares of HK\$0.10 each to HK\$93,635,782 divided into 3,745,431,280 ordinary shares of HK\$0.025 each (the "Capital Reduction"). Upon

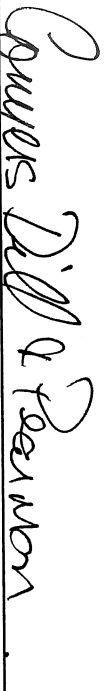
the Capital Reduction becoming effective, the 3,745,431,280 issued shares of HK\$0.025 each, shall be consolidated into 936,357,820 shares of HK\$0.10 each in the capital of the Company. At the date of the registration of this Minute, the authorised share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 shares of HK\$0.10 each, of which 936,357,820 ordinary shares of HK\$0.10 each have been issued and are fully paid or credited as fully paid."

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 10 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.

NOTE: It is intended to serve this Petition on Forefront Group Limited, at its registered office located at the offices of Maples and Calder, P.O. Box 309, Uglyland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies.

DATED THIS 20th DAY OF OCTOBER 2008.



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

Notice of Hearing

This Petition having been presented to the Court on the 21st day of November 2008 at 10:00 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.