

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION



FSD 0004

CAUSE NO: FSD OF 2013

IN THE MATTER OF THE COMPANIES LAW (2012 REVISION)

AND

IN THE MATTER OF EMPG INTERNATIONAL LIMITED



WINDING UP PETITION



To the Grand Court

The humble petition of EMPG International Limited ("**Company**"), an exempted company with limited liability incorporated under the laws of the Cayman Islands, with a registered office at PO Box 309, Ugland House, South Church Street, George Town, Grand Cayman shows that:

- 1 The Company was incorporated in the Cayman Islands on 14 February 2008 as an exempted company limited by shares under the then revision of the Companies Law.
- 2 The registered office of the Company is situate at PO Box 309, Ugland House, South Church Street, George Town, Grand Cayman.
- 3 The authorised share capital of the Company is US\$5,000,000.00 divided into:
 - 3.1 4,999,985,000 ordinary A shares with a nominal value of US\$0.001 each and an aggregate nominal value of US\$4,999,985.00; and
 - 3.2 15,000 ordinary B shares with a nominal value of US\$0.001 each and an aggregate nominal value of US\$15.00.
- 4 The Company has 3,000,000 ordinary A shares in issue, which shares are fully paid or credited as fully paid and are held by:

4.1 Riverdeep Interactive Learning: 2,000,000 shares; and

4.2 Istithmar Education International Limited: 1,000,000 shares.

5 The objects for which the Company was established are unrestricted and as more particularly set out in its Memorandum of Association.

6 By way of a written resolution dated 24 December 2012, the shareholders of the Company passed an ordinary resolution authorising the presentation of a winding up petition by the Company pursuant to section 94(1)(a) of the Companies Law and the seeking of the appointment of joint provisional liquidators pursuant to section 104(3) of the Companies Law (2012) Revision.

7 As at 24 December 2012, the Company was unable to pay its debts within the meaning of section 93.

8 In the premises, the Company is insolvent and should be wound up and/or it is just and equitable that the Company be wound up.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

- (1) The Company be wound up in accordance with the Companies Law (2012 Revision).
- (2) Hugh Dickson and Michael Saville, each of Grant Thornton Specialist Services (Cayman) Limited, 48 Market Street, 2nd Floor, Suite 4290 Canella Court, Camana Bay, Grand Cayman (physical address) and PO Box 765, 10 Market Street, Camana Bay, Grand Cayman KY1-9006 (mailing address), be appointed as joint official liquidators ("JOLs") of the Company with power to act jointly and severally.
- (3) The JOLs shall not be required to give security for their appointment.
- (4) The JOLs' remuneration and expenses be paid out of the assets of the Company in accordance with Part III of the Insolvency Practitioner's Regulations 2008 (as amended) and CWR O.20.
- (5) The JOLs be authorised to take such steps as may be necessary or expedient for the protection of the Company's assets, and for that purpose may exercise any of the powers

specified in Part I and II of the Third Schedule to the Companies Law (2012 Revision) without further sanction of the Court or otherwise as the Court may direct.

- (6) The costs of this Petition shall be paid out of the assets of the Company, as an expense of the liquidation, to be taxed if not agreed.
- (7) Such further or other relief be granted as the Court deems appropriate.

Dated the 4th day of January 2013.

Maples and Calder

Maples and Calder

NOTE: This Petition is not intended to be served on any party.

This Petition was presented by Maples and Calder, attorneys for the Petitioner, whose address for service is PO Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands. (Ref: AAG/LRS/640487/25347111).

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this petition will take place at the Law Courts, George Town,
Grand Cayman, on _____ at _____

Any correspondence or communication with the Court relating to the hearing of this petition should
be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495,
Grand Cayman, KY1-1106, telephone 345 949 4296.