

TURNERS

THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 8 OF 2012 (PCJ)

IN THE MATTER OF THE COMPANIES LAW (2011 REVISION)(AS AMENDED)

AND IN THE MATTER OF DYXNET HOLDINGS LIMITED (“the Company”)

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ORDER

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UPON hearing Leading Counsel for the Company and Counsel for the Petitioners on the Company’s application dated 3 September 2013.

AND UPON reading the Fifth Affirmation of Lap Man and the exhibit thereto and the other documents contained in the Hearing Bundle.

AND UPON the Court noting that it expresses no opinion, by way of approval or otherwise, on the entry into and/or completion by the Company of the agreement for the sale and purchase of the entire issued share capital of Diyixian.com Limited and Shareholder Loan dated 13 August 2013 between the Company and Upwise Investments Limited (the “**Proposed Disposal**”).


**IT IS HEREBY ORDERED:**

1. In the event of completion of the Proposed Disposal by the Company, the Company shall retain at least 26.02% of the cash consideration paid on the date of completion pending further direction of the Court or the hearing of the Petition.

2. In the event of completion of the Proposed Disposal by the Company, the Company shall not be required to retain 26.02% of that part of the consideration to be satisfied by way of a promissory note until such time as the Company is in actual receipt of the amounts payable under the promissory note, whereupon the Company will retain 26.02% of such amounts.
3. The Company's costs of this application be paid by the Petitioners in any event.

Dated this 10<sup>th</sup> day of September, 2013

Filed this 12<sup>th</sup> day of September, 2013

  
The Honourable Justice Cresswell  
Judge of the Grand Court

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THE HONOURABLE JUSTICE CRESSWELL  
JUDGE OF THE GRAND COURT



The Order was filed by Turners, Attorneys-at-law for the Applicant whose address for service is Strathvale House, 90 North Church Street, PO Box 2636, George Town, Grand Cayman KY1-1102, Cayman Islands.

Approved as to form and content:

Turners  
**Turners**  
Attorneys for the Company

Conyers Dill & Pearman (Cayman) Limited  
**Conyers Dill & Pearman (Cayman) Limited**  
Attorneys for the Petitioners

