

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD 73 OF 2013 (AJJ)

In Open Court
12 to 14 August 2013 and 10 September 2013
Before the Honourable Mr Justice Andrew J. Jones QC

**IN THE MATTER OF SECTION 15(4) OF THE EXEMPTED LIMITED PARTNERSHIP LAW (2012
REVISION)**

AND IN THE MATTER OF CYBERNAUT GROWTH FUND, L.P.



WINDING UP ORDER

UPON hearing the Winding Up Petition of Partners Group Access Secondary 2008, L.P., Partners Group Access 89, L.P., Partners Group Maple Leaf Secondary Fund II, L.P. Inc., Partners Group Access IV L.P. and Partners Group Global Value SICAV (together, the "**Petitioners**") presented on 4 June 2013

AND UPON reading the First Affidavit of Yves Adrian Schneller dated 27 May 2013, the First Affidavit of Adam Howarth dated 27 May 2013, the First Affidavit of Stuart Sybersma dated 27 May 2013, the First Affirmation of Lai Kar Yan (Derek) dated 28 May 2013, the First Affidavit of Min Zhu dated 19 July 2013, the Second Affidavit of Yves Adrian Schneller dated 2 August 2013, the First Affidavit of Timothy Derksen dated 2 August 2013, the First Affidavit of Michelle Berry dated 2 August 2013, the Second Affidavit of Krysta-Lynn Wight dated 8 August 2013, the Third Affidavit of Chae Whorms dated 9 August 2013, the Third Affidavit of Krista-Lynn Wight dated 12 August 2013 and the Fourth Affidavit of Krista-Lynn Wight dated 13 August 2013

AND UPON hearing Leading Counsel for the Petitioners, Leading Counsel for Cybernaut Capital Management Limited (the "**General Partner**") and Counsel for Oriental Financial Holding Corporation ("**Oriental**")

THIS ORDER was filed by Maples and Calder, attorneys for the Petitioners, whose address for service is PO Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: MJC/LRS/KKW/672125.000004/28001803).



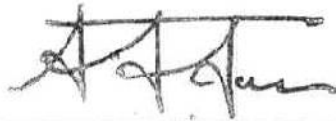
IT IS ORDERED that:

- 1 Cybernaut Growth Fund, L.P. (the "**Partnership**") be wound up in accordance with section 15(4) of the Exempted Limited Partnership Law (2012 Revision) and section 92(e) of the Companies Law (2012 Revision) (the "**Law**").
- 2 Stuart Sybersma and Timothy Derksen of Deloitte & Touche, One Capital Place, George Town, PO Box 1787, Grand Cayman, KY1-1109 and Lai Kar Yan (Derek) of Deloitte Touche Tohmatsu, 35/F One Pacific Place, 88 Queensway, Hong Kong be appointed as joint official liquidators ("**Liquidators**") of the Partnership.
- 3 The Liquidators shall not be required to give security for their appointment.
- 4 The Liquidators shall have the power to act jointly and severally in their capacity as Liquidators of the Partnership.
- 5 No disposition of the Partnership's property by or with the authority of the Liquidators in carrying out their duties and functions and exercise of their powers under any Order granted pursuant to this Petition shall be voided by virtue of section 99 of the Law.
- 6 The Liquidators be authorised to exercise the powers specified at paragraphs 10 and 11 of Part I of the Third Schedule of the Law and pursuant to section 110(2) of the Law without the further sanction of the Court.
- 7 Without limitation to the generality of the power afforded to the Liquidators under paragraph 1 of Part II of the Third Schedule of the Law, the Liquidators shall have the power to bring or defend any action or other legal proceeding in the name and on behalf of the Partnership both in the Cayman Islands, the British Virgin Islands, Hong Kong or the People's Republic of China and to engage attorneys for such purposes in order to take possession of, collect and get in the property of the Partnership. However, they shall first seek the directions of the Court before bringing any such proceedings, unless the urgency of the situation makes it impracticable to seek prior directions; in which case directions shall then be sought at the earliest possible opportunity.

- 8 The Liquidators shall have the power to take all action on behalf of the Partnership pursuant to this Order and their powers under the Law, including Part II of the Third Schedule of the Law, in the name and to the exclusion of the General Partner, and the General Partner shall forthwith have no authority or power to act in relation to the Partnership other than at the direction and/or with the consent of the Liquidators.
- 9 The Liquidators be at liberty to appoint counsel, attorneys and professional advisors, whether in the Cayman Islands or elsewhere, as they may consider necessary to advise and assist them in the performance of their duties in accordance with CWR O.25.
- 10 The Petitioners' costs of and incidental to the Petition, including those relating to the General Partner's and Oriental's Summonses dated 25 June 2013 and the General Partner's Summons dated 27 June 2013, be paid by the General Partner and Oriental, jointly and severally, such costs to be taxed if not agreed. In the event that the General Partner and/or Oriental lodges an appeal against this Order within the time limited by the rules, no taxation shall take place, and the time period for commencing taxation shall not commence, until the final determination of such appeal.

DATED this 10th day of September 2013

FILED this 10th day of September 2013



The Hon Mr. Justice Andrew J. Jones QC
JUDGE OF THE GRAND COURT