

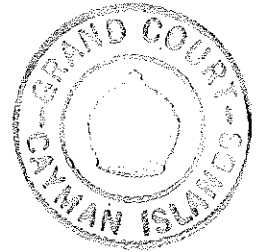
**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

FSD NO 63 OF 2014 (AJJ)

**The Hon. Mr. Justice Andrew J. Jones QC
In Open Court, 3 September 2014**

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION) (AS REVISED)

AND IN THE MATTER OF VC COMPUTER HOLDINGS LIMITED



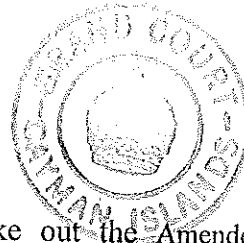
ORDER

UPON hearing leading counsel for the Company and Mertal Overseas SA ("Mertal") on the Company's application to strike out the Amended Petition and adduce further evidence by way of summons dated 28th August 2014

AND UPON hearing leading counsel for Zukiapa Management Limited and Sakaras Holdings Limited (the "Petitioners")

AND UPON reading the Amended Petition, the 1st and 2nd affidavits of Dr Olga Finkel, the 1st affidavit of Kris Beighton, the 1st affidavit of Alexander Lawson, the 1st affidavit of Mikhail Krasnov, the 1st affidavit of Gina Athey, the 1st affidavit of Natalia Terkehova, the 1st and 2nd affidavits of Luis Filipe da Costa de Sousa Azevedo, the 1st affidavit of Ben Hobden and the 1st, 2nd, 3rd, and 4th Affidavits of Astrid Stewart

AND UPON the undertaking of Mertal acting by its counsel to pay into Court US\$100,000 by close of business on Friday 12th September, such funds to be paid out to the Petitioners on agreement as to quantum of costs or the issue of costs certificates in respect of the same payable pursuant to the orders of the Court dated 17th July 2014 (as amended on 4th August 2014) and 21st August 2014



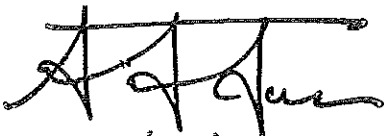
IT IS ORDERED that:-

1. The Company and Meral's application to strike out the Amended Petition be dismissed.
2. The Company and Meral be at liberty to adduce and use the Second Affidavit and exhibits of Azevedo as evidence in the hearing of the winding-up petition.
3. The Company and Meral be debarred from adducing and/or using any further evidence in their defence of this Petition.
4. The hearing of the Petition be adjourned until 3 November 2014 upon the following terms:
 - a. In the event that the funds are not paid into Court pursuant to the above undertaking on the aforesaid date, the Company and Meral be debarred from defending the Amended Petition;
 - b. The Company and Meral do produce to the Petitioner the originals of the documents specified at Schedule 1 to this Order by noon on Friday 12th September 2014; and
 - c. The Company and its directors and officers shall by noon on Monday 8th September 2014 provide the requested resolutions and executed documents required by the Joint Provisional Liquidators in order to meet the requirements of the Company's current and former banking institutions so that the Joint Provisional Liquidators are properly designated as the sole authorised contact and signing authority on all bank accounts held by the Company, for either closed or open bank accounts, now or at any time since 1 January 2007.

5. By 17th September 2014, the Petitioners do notify the Company and Meral which witnesses they require to be cross-examined.
6. By Friday 3rd October 2014, the Petitioners do file such further evidence upon which they wish to rely.
7. The Company and Meral do pay in any event the Petitioners' costs of and occasioned by the Company and Meral's summons dated 28th August 2014 (including the costs of the hearing) and the costs thrown away as a consequence of the adjournment of the hearing of the Amended Petition, save that the Petitioners be at liberty to apply for an order that all or part of the Petitioners' costs in the proceedings be met jointly and severally by identified third parties controlling the litigation on behalf of the Company.
8. The Petitioners' summons dated 28th August 2014 for disclosure be adjourned.
9. Liberty to apply.

Dated the 3rd day of September 2014.

Filed the 12th day of September 2014.



THE HON. MR. JUSTICE ANDREW J. JONES QC
JUDGE OF THE GRAND COURT



This order was filed by Turners, Attorneys-at-Law for the Petitioners, whose address for service is Strathvale House, North Church Street, P.O. Box 2636, George Town, Grand Cayman, Cayman Islands KY1-1102 (Ref: AD/CH/as/0659-0019).

SCHEDULE 1

Documents from Exhibit MK1 to the First Affidavit of Mikhail Krasnov:

- Letter from Sakaras to the Company dated 1 April 2007 (p92-93)
- Schedule to the Sakaras Board Minutes of 20 April 2007 (p98)
- Report of WC Increase, Sakaras Funding dated 12 September 2008 (pp94-95)
- Letter from Sakaras to the Company dated 1 June 2011 and Letter from the Company dated 9 June 2011 (pp269-270)
- Schedules to Sakaras Board Minutes of 5 September 2011 (pp276-277)
- Schedule of payments (undated) (p271)
- Reconciliation statement dated 20 July 2012 (p304-305)

Exhibit NT1 to the First Affidavit of Natalia Terekhova

Exhibit GA1 to the First Affidavit of Gina Athey

Exhibits to the Second Affidavit of Luis Filipe da Costa de Sousa Azevedo:

- Exhibit LFA8: Supply Agent Agreement No. 1 dated 15 February 2007
- Exhibit LFA8: Supply Agent Agreement No. 3 (Credit) dated 26 March 2007
- Exhibit LFA9: Supply Agent Agreement No. 3 (Credit) dated 26 March 2007
- Exhibit LFA10:
 - Supply Agent Agreement No. 4 (Credit) dated 10 July 2007
 - Supply Agent Agreement No. 7 (Credit) dated 1 November 2007
 - Supply Agent Agreement No. 8 (Credit) dated 5 November 2007
 - Supply Agent Agreement No. 15 (Credit) dated 31 March 2008
 - Supply Agent Agreement No. 16 (Credit) dated 6 June 2008
 - Supply Agent Agreement No. 17 (Credit – Cash Gap) dated 8 December 2010
- Exhibit LFA14: Report on Reconciliation of Accounts between the Company and Sakaras dated 21 March 2013
- Exhibit LFA16: Confirmation of Reconciliation of Accounts dated 21 March 2013 (p,348 only)
- Exhibit LFA16: Framework Agreement on Netting dated 15 December 2010
- Exhibit LFA 17: Agreement between CAT SA and the Company dated 11 May 2004

