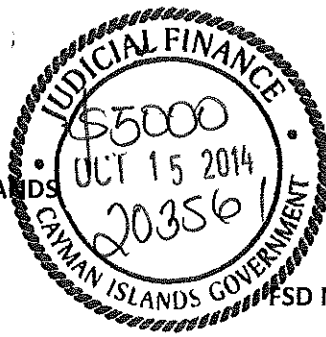


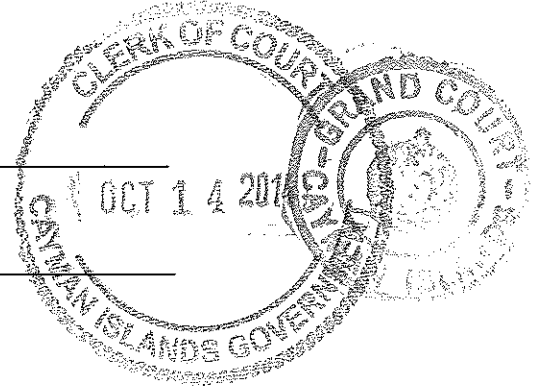
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION



FSD NO. 0114 OF 2014 - CQJ J.

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)
AND IN THE MATTER OF OFFSHORE CAPITAL LIMITED

WINDING UP PETITION



To the Grand Court

The humble petition of Offshore Capital Limited of 2nd Floor, Harbour Centre, 42 North Church Street, George Town, Grand Cayman, Cayman Islands (the "Company"), shows that:

- 1 The Company was incorporated under the Companies Law as ordinary company number CR-266808 on 5 March 2012.
- 2 The current registered office of the Company is at 10 Market Street, #769 Camana Bay, Grand Cayman KY1-9006 Cayman Islands.
- 3 Article 97A of the Company's Articles of Association provides that, "*in the event that the Director(s) have reasonable grounds to believe that the Company is, or may become, insolvent so that it is unable to pay its debts, as defined by section 93 of the Companies Law, the Directors shall have the power to present a winding up petition on behalf of the Company without the sanction of a resolution passed at a general meeting (or the written equivalent thereof) in accordance with section 94(2) of the Companies Law.*"
- 4 The Director of the Company has reasonable grounds to believe that the Company is, insolvent so that it is unable to pay its debts, as defined by section 93 of the Companies Law (2013 Revision) (the "Law").

THIS PETITION was filed by Campbells, Attorneys for the Petitioners, whose address for service is Floor 4, Willow House, Cricket Square, P.O. Box 884, George Town, Grand Cayman, Cayman Islands KY1-1103, (Ref: JRM/KAH/14570-22039)

5 Accordingly, by a written resolution dated 8 October 2014 (the “Resolution”) the sole director has resolved to present a winding up petition to this honourable Court on behalf of the Company without the sanction of a resolution passed at a general meeting (or the written equivalent thereof) in accordance with section 94(2) of the Law.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

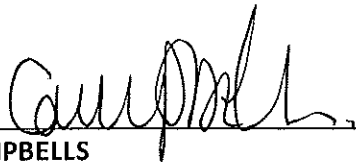
- (1) The Company be wound up in accordance with the Law.
- (2) Michael Pearson and Andrew Childe of Fund Solution Services Limited, 2nd Floor, Harbour Centre, 42 North Church Street, George Town, Grand Cayman, Cayman Islands be appointed as joint official liquidators of the Company.
- (3) In addition to their powers prescribed in Part II of the Third Schedule to the Companies Law (2013 Revision) which are exercisable without sanction of this Court, the joint official liquidators are hereby sanctioned to exercise the following powers set out in Part I of the Third Schedule to the Companies Law (2013 Revision):
 - (a) The power to carry on the business of the Company so far as may be necessary for its beneficial winding up, including, in particular the power to facilitate the proper exit of clients from their investments, whether by transfer to a third party adviser or by reimbursement of cash;
 - (b) The power to engage staff or continue the employment of existing staff (whether or not as employees of the Company) to assist in the performance of their functions; and
 - (c) The power to engage attorneys and other professionally qualified persons to assist them in the performance of their functions, including in particular a third party investment management company.

THIS PETITION was filed by Campbells, Attorneys for the Petitioners, whose address for service is Floor 4, Willow House, Cricket Square, P.O. Box 884, George Town, Grand Cayman, Cayman Islands KY1-1103, (Ref: JRM/KAH/14570-22039)

- (4) The Company's costs of this petition shall be paid out of the assets of the Company as an expense of the liquidation, such costs to be taxed if not agreed with the joint official liquidators.

AND your Petitioner will ever pray, etc.

Dated the 10th day of October 2014



CAMPBELLS
Attorneys-at-law for the Company

Note: It is intended to serve this Petition on Offshore Capital Limited at its registered office.

INDORSEMENT

This Petition having been presented to the Court on 12 Jan 2015 October 2014 will be heard at the Law Courts, George Town, Grand Cayman on ~~10~~ at ~~10~~ a.m./p.m. or as soon thereafter as the Petition can be heard.

11th December, 2014 9.00 am

THIS PETITION was filed by Campbells, Attorneys for the Petitioners, whose address for service is Floor 4, Willow House, Cricket Square, P.O. Box 884, George Town, Grand Cayman, Cayman Islands KY1-1103, (Ref: JRM/KAH/14570-22039)