

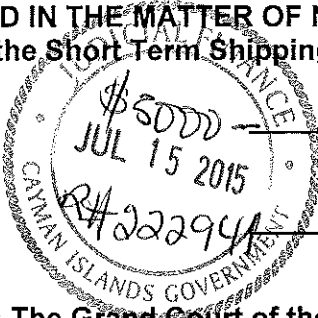
IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

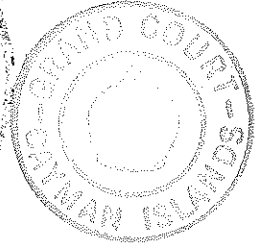
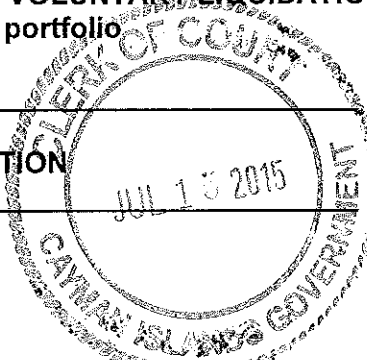
CAUSE NO: FSD0117/2015
NRLC

IN THE MATTER OF SECTION 124 OF THE COMPANIES LAW (2013 REVISION)

AND IN THE MATTER OF NITON FUND SPC (IN VOLUNTARY LIQUIDATION) for and on behalf of the Short Term Shipping Fund a segregated portfolio



PETITION



To: The Grand Court of the Cayman Islands

The humble petition of **Christopher Barnett Kennedy** and **Matthew James Wright** of RHSW (Cayman) Limited, Windward 1, Regatta Office Park, P.O. Box 897, West Bay Road, Grand Cayman, KY1-1103, Cayman Islands as joint voluntary liquidators of Niton Fund SPC (In Voluntary Liquidation) ("**Niton**") (collectively the "**Petitioners**") shows that:

A. BACKGROUND

1. Niton is a Cayman Islands Monetary Authority registered, open-ended, exempted, segregated portfolio company which was incorporated in the Cayman Islands on 21 November 2008 (registration number CD-220073).
2. It appears that at the end of 2014 and during the beginning of 2015, the administrator of Niton, Apex, had received a number of redemption requests amounting, in total, to US\$5,701,784.15, which were payable up to and including 3 August 2015.
3. Having missed five payment due dates, that is, the redemption requests whose dealing dates had fallen on or before 1 May 2015 and were payable by 1 June 2015, and which totalled an amount US\$2,857,304.20, the Niton directors convened a meeting of the board of directors on 2 June 2015 (the "**2 June Meeting**").
4. At the 2 June Meeting, it was, *inter alia*, noted by the directors that cash currently held at Niton's banks was insufficient to meet the outstanding redemption requests and that

"*immediate and urgent action*" would be needed to realise funds in order to meet the segregated portfolio's cash flow requirements.

5. In light of the discussions of the 2 June Meeting, the directors resolved to suspend redemptions in respect of Participating Shares in Niton, and further, to delay payment of redemption proceeds with respect to past redemption requests, effective immediately in accordance with Niton's Articles of Association.
6. On 16 June 2015, a Statutory Demand was served on the registered office of Niton by Walkers Attorneys for and on behalf of Banque Pictet and CIE S.A. (the "**Statutory Demand**").
7. The Statutory Demand seeks the outstanding sum of US\$514,819.13 being purportedly due to Banque Pictet in respect of its redemption request.
8. As a result of the receipt of the Statutory Demand, the directors of Niton held a meeting of the board of directors on 22 June 2015 (the "**22 June Meeting**").
9. At the 22 June Meeting, the directors of Niton resolved, *inter alia*, to recommend to the sole voting shareholder of Niton, NCI, that Niton's affairs should be wound up and that it should be placed into voluntary liquidation as expeditiously as possible.
10. On 24 June 2015, NCI, *inter alia*, resolved to place Niton into voluntary liquidation and to appoint the Petitioners as its joint voluntary liquidators.
11. The former directors of Niton will not sign a declaration of solvency on behalf of Niton.

B. THE PETITIONERS

12. The Petitioners are qualified insolvency practitioners and are resident in the Cayman Islands.
13. The Petitioners:
 - 13.1 consent to being appointed as the official liquidators of Niton;
 - 13.2 comply with the independence and insurance requirements of the Insolvency Practitioners' Regulations 2008; and

13.3 are willing and properly able to accept appointments as official liquidators of Niton.

14. The Petitioners humbly seek an Order that the voluntary liquidation of Niton be continued under the supervision of the Honourable Grand Court.

C. THE ORDERS HUMBLY SOUGHT

The Petitioners therefore humbly pray that:

1. The liquidation of Niton continues under the supervision of the Court.
2. The Petitioners are hereby appointed as joint official liquidators (the "JOLs") of Niton.
3. The JOLs shall not be required to give security for their appointment.
4. In addition to the powers prescribed in Part II of the Third Schedule to the Companies Law (2013 Revision) (the "**Companies Law**") which are exercisable without sanction of the Grand Court, the JOLs may also without further sanction of intervention from the Grand Court exercise jointly and severally the following powers set out in Part I of the Third Schedule to the Companies Law:
 - a. The power to bring or defend any action or other legal proceeding in the name and on behalf of Niton;
 - b. The power to carry on the business of Niton insofar as may be necessary for its beneficial winding up;
 - c. The power to dispose of any property of Niton to a person who is or was related to Niton;
 - d. The power to pay any class of creditors in full;
 - e. The power to make any compromise or arrangement with creditors or persons claiming to be creditors or having or alleging themselves to have any claim (present

or future, certain or contingent, ascertained or surrounding only in damages) against the Company or for which Niton may be rendered liable;

- f. The power to compromise on such terms as may be agreed all debts and liabilities capable of resulting debts, and all claims (present or future, certain or contingent, ascertained or sounding only in damages) subsisting, or supposed to subsist between Niton and a contributory or alleged contributory or other debtor or person apprehending liability to Niton;
 - g. The power to deal with all questions in any way relating to or affecting assets or the winding up of Niton, to take any security for the discharge of any such call, debt, liability of claim and to give a complete discharge in respect of it;
 - h. The power to sell any of Niton's property by public auction or private contract with power to transfer the whole of it to any person or to sell the same in parcels;
 - i. The power to engage staff (whether or not as employees of Niton) to assist the JOLs in the performance of their functions; and
 - j. The power to engage attorneys and other professionally qualified persons to assist the JOLs in the performance of their functions in the Cayman Islands, the United Kingdom, Dubai (United Arab Emirates), Nevis (West Indies), the Republic of Malta and Switzerland.
5. The JOLs' remuneration and expenses be paid out of the assets of Niton in accordance with Section 109 of the Companies Law, the Insolvency Practitioner's Regulations 2008 (as amended) and Order 20 of the Companies Winding Up Rules 2008 (as amended).
6. The JOLs be at liberty to meet all disbursements reasonably incurred during the performance of their functions.
7. The JOLs be at liberty to and do pay their agents, employees, attorneys, solicitors and whomever else they may employ or instruct, remuneration and costs, and for the

avoidance of doubt, all such payments shall be made as and when they fall due out of the assets of Niton as expenses of the winding up.

8. No suit, action or other proceedings, including criminal proceedings, shall be proceeded or commenced against Niton except with leave of the Grand Court pursuant to section 97 of the Companies Law.
9. No disposition of the Niton property by or with the authority of the JOLs in the carrying out of their duties and functions and the exercise of their powers shall be avoided by virtue of section 99 of the Companies Law.
10. The costs of and incidental to this petition shall be paid out of the assets of Niton as an expense of the liquidation, such costs to be taxed on the indemnity basis if not agreed.
11. Such further orders as the Honourable Grand Court deems just.

DATED this 8th day of July 2015.

Collas Crill & CARD

Collas Crill & CARD
Attorneys-at-Law for the Petitioners

This Petition is intended to be served on:

1. Creditors in Niton and, where applicable, their legal representatives.