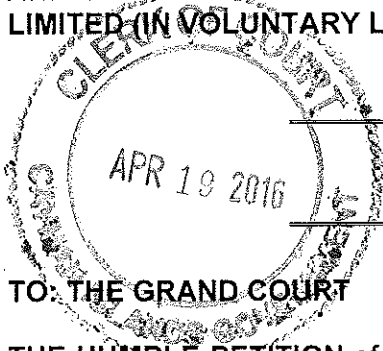


IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

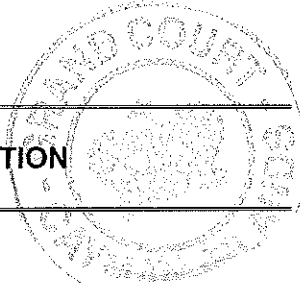
CAUSE NO: FSD 0048 OF 2016 ()

IN THE MATTER OF SECTION 131 OF THE COMPANIES LAW (2013 REVISION)

AND IN THE MATTER OF GOLDEN HANS RESTAURANT GROUP HOLDINGS
LIMITED (IN VOLUNTARY LIQUIDATION)



PETITION



TO: THE GRAND COURT

THE HUMBLE PETITION of COSIMO BORRELLI of Borrelli Walsh, Level 17, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong as voluntary liquidator of **GOLDEN HANS RESTAURANT GROUP HOLDINGS LIMITED (IN VOLUNTARY LIQUIDATION)** (formerly Glorymark Limited) (hereinafter called the "**Company**") shows that:

Introduction

1. This Petition is presented by the Voluntary Liquidator of the Company (the "**Petitioner**") pursuant to section 131 of the Companies Law (2013 Revision)(as amended) (the "**Law**") for an order for the continuation of the Company's voluntary winding up under the supervision of this Honourable Court.

Background

Incorporation of the Company

2. The Company is a Cayman Islands exempted company, initially incorporated as "Glorymark Limited" pursuant to the laws of the Cayman Islands on 5 January 2009 with registration number 221993. The Company's name change to "Golden Hans Restaurant Group Holdings Limited" was registered on 25 August 2011.
3. The Company's registered office is situated at the offices of Krys Global, P.O. Box 31237, 2nd Floor, Bldg 6, Governors Square, 23 Lime Tree Bay Ave, Cayman Islands.

4. The sole object for which the Company was established is to directly or indirectly hold the interest of certain subsidiaries of the Company incorporated under the laws of the People's Republic of China ("**PRC**") from time to time.

Commencement of the Voluntary Liquidation

5. The Company is a wholly-owned subsidiary of Sky Charm Group Limited (In liquidation) ("**Sky Charm**"), a company established in the British Virgin Islands. On 29 May 2013, the Petitioner and Meade Malone of Borrelli Walsh Limited, Level 17, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong, were appointed as joint and several liquidators of Sky Charm ("**Sky Charm Liquidators**") pursuant to an Order of the Eastern Caribbean Supreme Court of the British Virgin Islands (the "**Sky Charm Order**").
6. On 3 June 2013, the Sky Charm Liquidators, acting on Sky Charm's behalf, determined that the Company should be placed into voluntary liquidation and subsequently resolved that:
 - (a) the Company be wound up voluntarily;
 - (b) Mr. Cosimo Borrelli and Mr. Kenneth Krys be appointed as the joint voluntary liquidators of the Company ("**JVLs**"), having received their consent to act, respectively, in such capacity;
 - (c) the JVLs do have the power to act jointly and severally;
 - (d) the JVLs be remunerated out of the assets of the Company for all work and expenses reasonably and properly undertaken and incurred in the winding up of the Company at their usual customary rates; and
 - (e) the JVLs be authorised to distribute the assets of the Company

Grounds for the Presentation of the Petition

7. Following the commencement of the Company's voluntary liquidation, the JVLs determined that the Company's major assets were its shares in Golden Hans Holdings Limited ("**Golden Hans HK**") and an account receivable of US\$53 million due from Golden Hans HK. As at the time of the JVLs' appointment,

Golden Hans HK in turn ultimately held shares in 32 PRC companies which operated over 60 barbecue buffet restaurants in the PRC (collectively the "**Golden Hans HK Group**"). Golden Hans HK's only assets are interests in these 32 PRC companies.

8. Substantial efforts were then made by the JVLs to restructure and maintain Golden Hans HK Group's operations in the PRC and to investigate historical operational issues. To assist with covering the costs of JVLs' efforts, the sole creditor of Sky Charm, Baring Private Equity Asia IV Holding (15) Limited ("**Baring**"), agreed to provide funding to meet the working capital requirements of the Golden Hans HK Group, pursuant to two facility agreements with the Sky Charm Liquidators, with the primary objective of disposing the Golden Hans HK Group as a going concern.
9. Despite efforts by the JVLs in attempting to sell the Golden Hans HK Group for valuable consideration, Golden Hans HK Group continued to incur substantial losses of over RMB191 million (approximately US\$30 million) for the period from 1 July 2013 to 30 September 2014.
10. Based on the combined management accounts as at 30 September 2014, the total liabilities of the Golden Hans HK Group were in excess of RMB90 million (approximately US\$14.6 million) with cash and bank balance of RMB15.5 million (approximately US\$2.5 million) and receivables of RMB39.5 million (approximately 6.4 million).
11. In September 2014, Baring declined to provide further funding for the purpose of maintaining the Golden Hans HK Group. In light of this lack of funding, the poor performance of the PRC operations and lack of expressions of interest in the potential acquisition of Golden Hans HK Group, the JVLs decided that it would be in the best interests of the Company to either (a) dispose of Golden Hans HK Group at a nominal amount in order to prevent a total and unstructured collapse of the (then) 31 operating stores in the PRC or (b) to shut down its operations.
12. On 29 October 2014, the JVLs entered into an agreement for the disposal of Golden Hans HK for the sum of RMB100,000 (approximately US\$16,000). Taking into account the financial position of the group and the likely costs

associated with the closure of the Golden Hans HK Group, which was (then) operating 31 stores with over 2,000 employees as of 29 October 2014, the JVLs considered that disposing Golden Hans HK Group for the sum of RMB100,000 (approximately US\$16,000) was in the best interests of the Company, Golden Hans HK, and the Golden Hans HK Group as a whole.

The Company's insolvency

13. After selling its 100% equity interest in Golden Hans HK for RMB 100,000 (approximately US\$16,260) in October 2014, the Company's only material asset is an amount due from Golden Hans HK of approximately US\$53 million. The JVLs do not expect the receivable of US\$53 million would be recoverable other than possibly in the long term.
14. Following the sale of Golden Hans HK and the extinguishment of its obligation to the Company, the liabilities of the Company were:
 - (a) an intercompany payable which relates to the amount due to its wholly owned subsidiary in PRC, Beijing Golden Hans Chain Management Limited, of approximately US\$2.58 million;
 - (b) professional fees payable which relates to the Company outstanding audit fees for the years ended 31 December 2009 to 2011 due to PwC and legal fee due to Shearman & Sterling in relation to the work undertaken in connection with the default of US\$37 million zero coupon bonds issued by the Company's holding company due in 2013;
 - (c) salary payable to Sun Liguu, a former Director of the Company, of approximately US\$326,710; and
 - (d) an amount due to Toppan Vite Limited of approximately US\$451,355 in relation to printing costs for an IPO prospectus.
15. Between October 2014 and April 2015, with very limited resources remaining, the JVLs focused in liaising with the Stamp Officer of the Inland Revenue Department of Hong Kong ("**Stamp Office**") to provide the information necessary

for the Stamp Office to consider and assess the amount of stamp duty payable for the sale of the Golden Hans HK Group.

16. On 21 April 2015, the Stamp Office endorsed the contract notes and the instrument of transfer in respect of the sale of Golden Hans HK. Upon the stamping of the contract notes and instrument of transfer by the Stamp Office, the sale of Golden Hans HK was officially completed.
17. In light of the Company's deteriorated financial condition, the JVLs are of the view that the Company is not able to satisfy payment of its aforementioned liabilities when they fell due, such that the Company is insolvent.

Conclusion

18. Having concluded above that the Company is insolvent and in consideration of the interests of its creditors, the Petitioner considers that it is necessary for the liquidation of the Company to be continued under the supervision of this Honourable Court pursuant to section 131(a) of the Law and for official liquidators to be appointed.
19. On 11 December 2015, in anticipation of the application for supervision, the JVLs sent letters to each of the Company's known creditors and to Sky Charm of their intention to apply for the liquidation of the Company to be placed under the supervision of the Grand Court and to solicit any feedback (the "Notices"). At the time of filing, no responses to the Notices have been received.
20. On 22 December 2015, Mr. Krys resigned as a JVL of the Company with effect from that date the Petitioner is now the sole voluntary liquidator of the Company.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

1. The liquidation of the Company continue under the supervision of this Honourable Court.
2. Mr Cosimo Borrelli of Borrelli Walsh Limited, Level 17, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong and Ms Margot MacInnis of Borrelli Walsh

(Cayman) Limited, G/F Harbour Place, 103 South Church Street, Grand Cayman, Cayman Islands, be appointed joint official liquidators of the Company ("JOLs").

3. The JOLs shall take all such steps as may be necessary or appropriate to take possession, custody and control of the assets, books and records of the Company to the extent that the Company's property is not already in their possession, custody or control.
4. The JOLs shall have the power to act jointly and severally.
5. The JOLs shall not be required to give security for their appointment.
6. In addition to the powers set out in Part II of Schedule 3 of the Law, the JOLs shall have the power without further sanction of the Court to engage attorneys and other professionally qualified persons to assist them in the performance of their functions.
7. The JOLs shall be entitled to receive remuneration for their services by reference to the time properly given by them and their staff in attending to matters arising in the winding-up and the hourly rates and the amount of remuneration shall be determined in accordance with the Insolvency Practitioners Regulations 2008 (as amended).
8. The JOLs be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties.
9. The JOLs be at liberty to pay themselves (up to 80% of the JOLs' remuneration pending approval by the Court), their agents, employees, attorneys, solicitors and whomsoever 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 the Company as expenses of the liquidation.
10. The JOLs shall not be required to convene any meeting of creditors or establish any liquidation committee.
11. The JOLs shall forthwith prepare a final report and accounts (in accordance with CWR O.10, r.2) and copies shall be distributed by way of email notice sent to

their last known email address to: (i) Chen Dar Cin, sole director of the Company; (ii) Sky Charm Group Limited, sole shareholder of the Company; (iii) all known creditors of the Company.

12. The JOLs shall apply for an order for dissolution on a date to be fixed by the Court.
13. Such other orders or directions shall be made as the Court deems fit.

AND YOUR PETITIONER WILL EVER PRAY ETC:

DATED this 12th day of April 2016

FILED this day of April 2016



**WALKERS
ATTORNEYS-AT-LAW FOR THE COMPANY**

This petition is intended to be served on:

1. The Company; and
2. Sky Charm Group Limited.

This **PETITION** is presented by Walkers, attorneys-at-law, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands, for the Petitioner whose address for service is care of his said attorneys-at-law.

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this petition will take place at the Law Courts, George Town, Grand Cayman on _____ at 10:00am.

Any correspondence or communication with the Court relating to the hearing of this petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone 345 949 4296.