

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

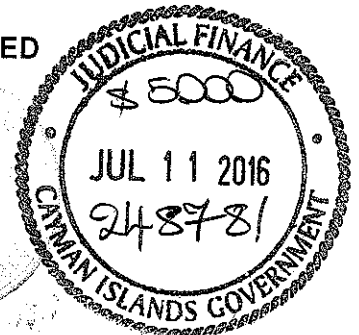
FSD CAUSE NO: 102 OF 2016

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)

SHANGHAI INTERNATIONAL CAPITAL MANAGEMENT (CAYMAN) LIMITED



WINDING UP PETITION



TO: The Grand Court of the Cayman Islands

THE HUMBLE PETITION of Ogier of 89 Nexus Way, Camana Bay, Grand Cayman, Cayman Islands KY1-9009 SHOWS THAT:

1. The SHANGHAI INTERNATIONAL CAPITAL MANAGEMENT (CAYMAN) LIMITED (the "**Company**") was incorporated on 13 March 2013 as an Exempted Company limited by shares under the Companies Law (2004 Revision) and reinstated to the Register of Companies on 9 March 2016. The Company's registration number is 276156.
2. The Company's registered office is P.O. BOX 309, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

The Company's business

3. The Company was incorporated and continues to act as a manager of a Cayman registered fund, Shanghai Global Acquisition Fund I, an exempted limited partnership. The Company is a subsidiary of Shanghai International Capital Management (Holding) Limited, a company registered and organised under the laws of Hong Kong (the "**Hong Kong Parent**").
4. In 2015 the Company retained the Petitioner to provide legal advice in respect of a dispute between the Company and the Hong Kong Parent; the Petitioner duly provided those services.
5. In accordance with the terms of the Petitioner's retainer, invoices were raised against the Company in respect of the professional fees incurred in advising the Company. Payment of

those invoices was repeatedly delayed, made only in part or not at all. The Petitioner made numerous and persistent requests calling for its fees to be satisfied but the Company did not engage in any meaningful dialogue with the Petitioner, nor make payment of the sums due.

Grounds for Winding Up

6. On 8 June 2016 the Petitioner served on the Company a statutory demand dated 7 June 2016 in respect of its unpaid fees in the principal amount of US\$93,053.70, with interest of US\$11,503.84 comprising a total debt of US\$104,557.54 (the “**Statutory Demand**”). Service was effected by posting the Statutory Demand to the registered address of the Company.
7. The Statutory Demand expired on Wednesday, 29th June 2016. To date, the Company has failed to pay the amounts due and owing as set out in the Statutory Demand. Accordingly, the Company is deemed to be unable to pay its debts as they fall due and, the Court has jurisdiction to wind up the Company pursuant to s.93(a) of the Companies Law (2013 Revision).

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

1. Andrew Morrison and David Griffin of FTI Consulting (Cayman) be appointed Joint Official Liquidators of the Company (the “**Official Liquidators**”).
2. The Official Liquidators shall not be required to give security for their appointment.
3. The Official Liquidators are hereby authorised to take such steps as may be necessary or expedient for the protection of the Company’s assets, and for that purpose may exercise any of the powers specified in Part II of the Third Schedule to the Companies Law (2013 Revision).
4. The Official Liquidators be authorised to act jointly and severally.
5. The Official Liquidators shall be at liberty to apply for further directions concerning their functions and the exercised or proposed exercise of their powers.

6. The Official Liquidators shall within 14 days notify all known creditors and shareholders of their appointment and there shall be no other requirement to advertise.
7. No suit, action or other proceedings shall be proceeded with or commenced against the Company except with the leave of the Court and subject to such terms as the Court may impose.
8. No disposition of the Company's property by or with the authority of the Official Liquidators in carrying out their duties, functions and exercise of their powers under this Order shall be voided by virtue of section 99 of the Companies Law (2013 Revision).
9. The Official Liquidators are authorised to take such action as may be necessary to obtain recognition of their appointment as official liquidators of the Company in any other relevant jurisdiction and to make applications to the courts of such jurisdictions for that purpose.
10. The remuneration and expenses of the Official Liquidators shall be paid out of the assets of the Company as an expense of the liquidation.
11. The Petitioner's costs of and incidental to this petition shall be paid from the assets of the Company as expenses within the liquidation.
12. In the alternative the Court make such other order as it thinks fit as it is entitled so to do under s.95 of the Companies Law (2013 Revision).

YOUR PETITIONER WILL EVER PRAY ETC:

DATED this 30th day of June 2016



Ogier

Attorneys for the Company

NOTE: This petition is intended to be served on the Company.

This petition is presented by Ogier whose address for services is whose address for service is: 89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands

NOTICE OF HEARING

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

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.