

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 120 OF 2018 (IKJ)

13<sup>TH</sup> SEPTEMBER 2018  
HONOURABLE JUSTICE KAWALEY  
IN OPEN COURT

IN THE MATTER OF THE COMPANIES LAW (2018 REVISION)

AND IN THE MATTER OF CHINA HEALTHCARE INC (IN PROVISIONAL LIQUIDATION)



WINDING UP ORDER



UPON the application of Classroom Investments Inc. (the "**Petitioner**") upon its Petition dated 12 July 2018 for an order that China Healthcare Inc (In Provisional Liquidation) (the "**Company**") be wound up.

AND UPON hearing Counsel for the Petitioner and the Company

AND UPON reading the First, Second and Third Affidavits of Jeffrey David Davis, each respectively sworn on 28 June 2018, the First Affidavit of Cosimo Borrelli, sworn 27 June 2018, the First Affidavit of Samantha Wood, sworn 28 June 2018, the Second Affidavit of Timmy Myles, sworn 3 August 2018, the First Affidavit of Kelly Longton Naphtali, sworn on 7 August 2018, the First Affidavit of Kwan Yi Wing, sworn 3 September 2018, the First Affirmation of Wai-Man Lau (also known as Raymond Lau), affirmed 6 September 2018 and the First Affidavit of Mary Helen Austin, sworn 7 September 2018, together with the exhibits thereto

IT IS ORDERED THAT:

1. The Company be wound up in accordance with the Companies Law (2018 Revision) (the "**Companies Law**").

2. **Cosimo Borrelli** of Borrelli Walsh Limited, Level 17, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong and **Samantha Wood** of Borrelli Walsh (Cayman) Limited, G/F Harbour Place, 103 South Church Street, George Town, Grand Cayman KY1-1204, Cayman Islands be appointed as joint official liquidators of the Company (the "JOLs").
3. The JOLs shall not be required to give security for their appointment.
4. The JOLs have the power to act jointly and severally in their capacity as liquidators of the Company.
5. The JOLs be authorised to take any such action as may be necessary or desirable to obtain recognition of the JOLs and/or their appointment and/or powers in any other relevant jurisdiction and to make applications to the courts of such jurisdictions for that purpose.
6. In addition to the powers set out in Part II of the Third Schedule to the Companies Law, the JOLs be authorised to exercise all of the powers set out in paragraphs 1, 2, 4, 5, 6, 7, 8, 10 and 11 of Part I of the Third Schedule to the Companies Law and section 110(2) thereof without further sanction of the Court.
7. The JOLs be authorised to do any acts or things considered by them to be necessary or desirable in connection with the liquidation of the Company and the winding up of its affairs in the Cayman Islands and/or elsewhere.
8. Without prejudice to the generality of the foregoing, the JOLs be authorised and be granted leave to take all such actions as may be necessary to:
  - (a) exercise the rights to which a registered holder of any shares or other securities registered in the name of the Company, or to which an owner of any shares or securities held by or on behalf of the Company (whether as principal or as agent), is entitled including, but without prejudice to the generality of the foregoing power, the right to receive dividends and the benefits of other corporate actions in relation to such shares or other securities; the right to pass or sign shareholder resolutions and to attend meetings and exercise any voting power pertaining to such shares or other securities and to direct nominees of the



Company in whose names shares or other securities beneficially owned by the Company are registered to exercise all or any such rights as the JOLs shall direct;

- (b) take control of such of the direct and/or indirect subsidiaries ("**Subsidiaries**") of the Company, and/or joint ventures, investment, associated companies, business or other entities (together the "**Associated Companies**") in which the Company holds an interest (or such shares of such subsidiaries and/or associated companies as are owned directly or indirectly by the Company), in each case wherever located (together, the "**Group**"), as the JOLs shall think fit; and/or to call or cause to be called such meetings of such Subsidiaries and/or Associated Companies and/or to sign such resolutions (in accordance with the provisions of any relevant constitutional or related documentation of such companies) and take such other steps, including applications to appropriate courts and/or regulators, as the JOLs shall consider necessary to appoint or remove directors, legal representatives, officers, and/or managers to or from such Subsidiaries and/or Associated Companies, and in each case take such steps as are necessary to cause the registered agents (or other equivalent corporate administrators) of such Subsidiaries and/or Associated Companies to give effect to the changes to the boards of directors, legal representatives, officers, and/or managers of such companies or entities, including (without limitation) effecting changes to the company registers of such Subsidiaries and/or Associated Companies as may be deemed appropriate by the JOLs; and/or to take such other action in relation to all such Subsidiaries and/or Associated Companies as the JOLs shall think fit for the purpose of protecting the assets of the Company and managing the affairs of the Company (which, for the avoidance of doubt, shall include the assets and affairs of the Subsidiaries and Associated Companies);
- (c) stabilise and preserve value of the Company and the Group;
- (d) stabilise and preserve value in the onshore business of the Company and the Group in the PRC;



- (e) open and operate bank accounts in the name of the Company or in their own name on behalf of the Company in the Cayman Islands, Hong Kong, the PRC, or elsewhere;
  - (f) take steps to locate, demand and secure cash held by all Group companies in bank accounts in the Cayman Islands, Hong Kong, the PRC, or elsewhere;
  - (g) make applications to, and seek assistance from, the courts of any foreign jurisdictions as may be necessary in the course of their conduct as JOLs of the Company or for the purpose of carrying out any of the functions provided for herein; and
  - (h) communicate on the Company's behalf with the regulators as appropriate.
9. The JOLs be at liberty to appoint such counsel, attorneys, professional advisors, whether in the Cayman Islands or elsewhere, as they may consider necessary to advise and assist them in the performance of their duties in accordance with Order 25 of the Companies Winding Up Rules 2018.
10. No disposition of the property of the Company by or with the authority of the JOLs in carrying out their duties and functions and the exercise of their power under any Order granted pursuant to this Petition shall be voided by virtue of section 99 of the Companies Law.
11. Subject to section 109(2) of the Companies Law and the Insolvency Practitioner's Regulations 2008 (as amended), the JOLs be authorised to render and pay invoices out of the assets of the Company for their own remuneration.
12. The JOLs be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties 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 an expense of the liquidation.
13. The JOLs be at liberty to apply generally.



14. The Petitioner's costs of and incidental to the Petition shall be paid forthwith out of the assets of the Company as an expense of the liquidation, such costs to be taxed on an indemnity basis if not agreed with the JOLs, without prejudice to any further order the Court may make under Section 24 of the Judicature Law (2017 Revision) ("**Section 24**").

**AND IT IS FURTHER DIRECTED THAT:**

15. The Petitioner shall file written submissions in respect of their application under Section 24 to require Dr Hu Chuanping Frank ("**Dr Hu**") to pay for the Petitioner's costs of and incidental to the Petition within 7 days, and the Company and Dr Hu have leave to respond within 14 days thereafter and, unless otherwise ordered, such application shall be determined on the papers without the need for any oral hearing.

**DATED** the 13<sup>th</sup> day of September 2018

**FILED** the 18 day of September 2018

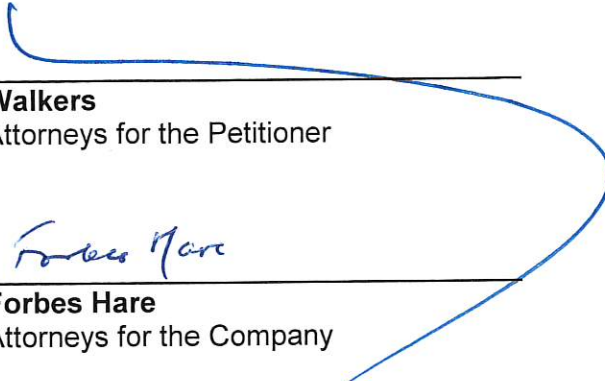
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**The Honourable Mr Justice Kawaley  
JUDGE OF THE GRAND COURT**



**THIS ORDER** was filed by Walkers, Attorneys-at-Law for the Petitioner, whose address for service is that of its said attorneys, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands.

Approved as to form and content:

  
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**Walkers**  
Attorneys for the Petitioner

  
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**Forbes Hare**  
Attorneys for the Company

