

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 57 OF 2019

BETWEEN:

XIO GP LIMITED

PLAINTIFF

AND

- (1) JOSEPH PACINI
(2) CARSTEN GEYER
(3) FEI (MURPHY) QIAO

DEFENDANTS



WRIT OF SUMMONS

TO:

- (1) Joseph Pacini of 11 The Barton, Cobham, Surrey KT11 2NJ, United Kingdom and/or The Harbour View Place, Room 6208, 1 Austin Road West, Kowloon, Hong Kong;
- (2) Carsten Geyer of 16 Ennismore Gardens, London SW7 1AA, United Kingdom and/or Flat 10, Saville Row, London W1S 3PZ, United Kingdom; and
- (3) Fei (Murphy) Qiao of Suite 4515-16; 8 Century Avenue; Pudong New District, Shanghai, People's Republic of China and/or Flat 7, 2F Yuen Kwai Building, Whampoa Estate, 119 Dock Estate, Kowloon, Hong Kong

THIS WRIT OF SUMMONS has been issued against you by the above-named Plaintiff, XiO GP Limited of c/o Forbes Hare, Cassia Court, 10 Market Street Suite 716, Camana Bay, Grand Cayman, KY1-9006, Cayman Islands, in respect of the claim set out on the next page.

Within [] days after the service of this Writ on you, counting the day of service, you must either satisfy the claim or return to the Court Office, P.O. Box 495G, George Town, Grand Cayman, the accompanying Acknowledgment of Service stating therein whether you intend to contest these proceedings.

If you fail to satisfy the claim or to return the Acknowledgment within the time stated, or if you return the Acknowledgment without stating therein an intention to contest the proceedings, the Plaintiff may proceed with the action and judgment may be entered against you forthwith without further notice.

Issued this 8th day of April 2019

NOTE – This Writ may not be served later than 4 calendar months (or, if leave is required to effect service out of the jurisdiction, 6 months) beginning with the date of issue unless renewed by order of the Court.

IMPORTANT

Directions for Acknowledgment of Service are given with the accompanying form.

STATEMENT OF CLAIM

1. The Plaintiff is a company incorporated in the Cayman Islands. The sole registered member and sole registered director of the Plaintiff is Xiang (Athene) Li.
2. Under the Plaintiff's memorandum and articles of association, new or additional directors can only be appointed by a special resolution of the members or by the existing directors. An existing director can only be removed by a special resolution of the members.
3. On 2 April 2019, without any lawful basis for doing so, the Defendants purported to appoint themselves as directors of the Plaintiff ("Appointment") and also purported to remove Xiang (Athene) Li as a director ("Removal").
4. Also on 2 April 2019, by a purported resolution of "XiO Group Partners" (an entity unknown to the Plaintiff), the Defendants, amongst other things, purported to resolve ("Resolutions"):
 - (1) to cause the Plaintiff to issue three new shares, with one share to be issued to each of the Defendants;
 - (2) to cause the Plaintiff to engage the law firm Willkie Farr & Gallagher to be retained by XiO Fund 1 LP ("Fund", of which the Plaintiff is the sole general partner) to represent it in certain arbitration proceedings; and
 - (3) to approve any payment by the Plaintiff and/or the Fund of the costs and expenses of Willkie Farr & Gallagher.
5. Further, on 2 April 2019, the Defendants purported to pass a board resolution of the Plaintiff ("Board Resolution") purportedly (1) retaining Willkie Farr & Gallagher to represent the Fund in the said arbitrations, and (2) approving payment by the Plaintiff and/or the Fund of the costs and expenses of Willkie Farr & Gallagher.
6. The Defendants had no right, power or authority to appoint themselves as directors of the Plaintiff and accordingly the Appointment was a nullity.
7. The Defendants had no right, power or authority to remove the Ms Li as a director of the Plaintiff and accordingly the Removal was a nullity.
8. In the premises, each of the Resolutions and the Board Resolution was a nullity.

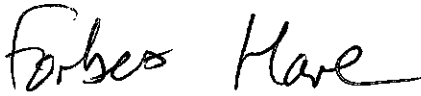
9. Further, the Defendants had (and have) no right, power or authority to engage Willkie Farr & Gallagher in any capacity on behalf of the Plaintiff or the Fund. Only the Plaintiff has the right, power and authority to appoint law firms to represent the Fund.

AND THE PLAINTIFF CLAIMS:

- 1) A declaration that none of the Defendants is a director of the Plaintiff;
- 2) A declaration that each of the Appointment, Removal, Resolutions and Board Resolution is a nullity.
- 3) A permanent injunction restraining each of the Defendants from:
 - a. In any way holding themselves (or any of them) out as, or purporting to act as, directors of the Plaintiff;
 - b. Purporting to appoint any legal representatives (of any nature and in any jurisdiction and in respect of proceedings in any court or tribunal) to act on behalf of the Plaintiff;
 - c. Purporting to give instructions to any legal representatives (of any nature and in any jurisdiction and in respect of proceedings in any court or tribunal) in respect of any of the matters or affairs of the Plaintiff (including, without limitation, any legal proceedings, before any court or tribunal, to which the Plaintiff, or the Cayman exempt limited partnership XiO Fund 1 LP of which the Plaintiff is the sole general partner, is a party or may become a party);
 - d. Causing, permitting or taking any steps to cause the register of directors of the Plaintiff to be altered so as to show any person other than the existing registered director (Xiang (Athene) Li) as being a director of the Plaintiff and/or so as to delete the name of Xiang (Athene) Li as being a director of the Plaintiff or to show her directorship as having been terminated in any manner; and/or
 - e. Causing, permitting or taking any steps to cause the register of members of the Plaintiff to be altered in any manner howsoever.

- 4) A declaration that Wilkie Farr & Gallagher is not and has not at any time been retained by either the Plaintiff or XiO Fund 1 LP in either of the ICC arbitrations 23050/PTA and 23051/PTA or for any other purpose whatsoever.
- 5) Costs;
- 6) Further or other relief.

Dated this 8th day of April 2019



Forbes Hare
Attorneys-at-law for the Plaintiff

THIS WRIT was issued by Forbes Hare, Attorneys-at-law for the Plaintiff, whose address for service is: Cassia Court, Suite 716, 10 Market St., Camana Bay, Grand Cayman KY1-9006, Cayman Islands (AJHA).

DIRECTIONS FOR ACKNOWLEDGMENT OF SERVICE OF WRIT OF SUMMONS

1. The accompanying form of Acknowledgment of Service should be completed by an Attorney acting on behalf of the Defendant or by the Defendant if acting in person.

After completion it must be delivered or sent by post to the Law Courts, PO Box 495, George Town, Grand Cayman KY1-1106, Cayman Islands.

2. A Defendant who states in his Acknowledgement of Service that he intends to contest the proceedings must also serve a defence on the Attorney for the Plaintiff (or on the Plaintiff if acting in person).

If a Statement of Claim is indorsed on the Writ (i.e. the words "Statement of Claim" appear on the top of page 2), the Defence must be served within 14 days after the time of acknowledging service of the Writ, unless in the meantime a summons for judgment is served on the Defendant.

If the Statement of Claim is not indorsed on the Writ, the Defence need not be served until 14 days after a Statement of Claim has been served on the Defendant.

If the Defendant fails to serve his defence within the appropriate time, the Plaintiff may enter judgment against him without further notice.

3. A Stay of Execution against the Defendant's goods may be applied for where the Defendant is unable to pay the money for which any judgment is entered. If a Defendant to an action for a debt or liquidated demand (i.e. a fixed sum) who does not intend to contest the proceedings states, in answer to Question 3 in the Acknowledgement of Service, that he intends to apply to for a stay, execution will be stayed for 14 days after his Acknowledgement, but he must, within that time, issue a Summons for a stay of execution, supported by an affidavit of his means. The affidavit should state any offer which the Defendant desires to make for payment of the money by instalments or otherwise.

Notes for Guidance

- 1 Each Defendant (if there are more than one) is required to complete an Acknowledgment of Service and return it to the Courts Office.
- 2 If you wish to defend claims made in the writ, or intend to attend the proceedings and to participate in them so far as necessary (although not necessarily in an adversarial manner) you should tick the "Yes" box in paragraph 2 of the Acknowledgment of Service.
- 3 For the purpose of calculating the period of fourteen (14) days for acknowledging service, a writ served on the Defendant personally is treated as having been served on the day it was delivered to him.
- 4 Where the Defendant is sued in a name different from his own, the form must be completed by him with the addition in paragraph 1 of the words "sued as (the name stated on the Originating Summons)".
- 5 Where the Defendant is a FIRM and an attorney is not instructed, the form must be completed by a PARTNER by name, with the addition in paragraph 1 of "Partner in the firm of (.....)" after his name.
- 6 Where the Defendant is sued as an individual TRADING IN A NAME OTHER THAN HIS OWN, the form must be completed by him with the addition in paragraph 1 of the description "trading as (.....)" after his name.
- 7 Where the Defendant is a LIMITED COMPANY the form must be completed by an Attorney or by someone authorised to act on behalf of the Company, but the Company can take no further step in the proceedings without an Attorney acting on its behalf.
- 8 Where the Defendant is a MINOR or a MENTAL PATIENT, the form must be completed by an Attorney acting for a guardian ad litem.
- 9 A Defendant acting in person may obtain help in completing the form at the Courts Office.

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AND:

(1) JOSEPH PACINI
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DEFENDANT

ACKNOWLEDGMENT OF SERVICE OF WRIT OF SUMMONS

If you intend to instruct an Attorney to act for you, give him this form **IMMEDIATELY**.

Important. Read the accompanying directions and notes for guidance carefully before completing this form. If any information required is omitted or given wrongly, **THIS FORM MAY HAVE TO BE RETURNED.**

1. State the full name of the Defendant by whom or on whose behalf the service of the Writ of Summons is being acknowledged.

2. State whether the Defendant intends to contest or otherwise participate in the proceedings (tick appropriate box)

YES NO

3. If the claim against the Defendant is for a debt or liquidated demand, AND he does not intend to contest the proceedings, state if the Defendant intends to apply for a stay of execution against any judgment entered by the Plaintiff (tick box)

YES NO

Service of the Writ is acknowledged accordingly.

[Attorney] for
[Defendant in Person]
Address for Service:

NOTES ON ADDRESS FOR SERVICE

Attorney: where the Defendant is represented by an attorney, state the attorney's place of business in the Cayman Islands. A Defendant may not act by a foreign attorney.

Defendant in person: where the Defendant is acting in person, he must give his post office box number and the physical address of his residence or, if he does not reside in the Cayman Islands, he must give an address in Grand Cayman where communications for him should be sent. In the case of a limited company, "residence" means its registered principal office.

Indorsement by Plaintiff's Attorney (or by Plaintiff if suing in person) of his name, address and reference, if any, in the box below.

Forbes Hare
Cassia Court
10 Market Street, Suite 716
Camana Bay
Grand Cayman, KY1-9006
Cayman Islands
(Ref: AJHA/LM)

Indorsement by Defendant's Attorney (or by Defendant if suing in person) of his name, address and reference, if any, in the box below.