

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION



CAUSE NO: FSD 106 OF 2019

IN THE MATTER OF THE COMPANIES LAW (2018 REVISION)
AND IN THE MATTER OF VISUNEX MEDICAL SYSTEMS CO. LTD



WINDING UP PETITION



TO THE GRAND COURT

The humble petition of Light Medtec Limited New Richport Center, 763 Mengzi Road, Shanghai 200023, People's Republic of China (the "**Petitioner**") shows that:

1. Visunex Medical Systems Co. Ltd (the "**Company**") is an exempted limited company incorporated under the laws of the Cayman Islands on 27 September 2012, with company number 272016. The registered office of the Company is located at the offices of Campbells Corporate Services Limited, Floor 4, Willow House, Cricket Square, Grand Cayman KY1-9010, Cayman Islands (the "**Registered Office**"). The objects for which the Company was established are unrestricted.
2. The Company is a medical technology business that develops technology and information systems for preserving vision in new born infants, and develops tools to aid in the diagnosis and management of paediatric vision disorders.
3. Pursuant to a convertible note purchase agreement dated on or around April 2016 made between the Company and the Petitioner (the "**First Agreement**"), the Petitioner agreed to purchase, and the Company agreed to sell and issue to the Purchaser, a convertible note in the form attached to the First Agreement in the principal amount of US\$2,000,000 (the "**First Note**"). Pursuant to clause 1(a) of the First Agreement, the First Note is repayable on demand by the Petitioner at any time on or after the Maturity Date. "Maturity Date" is defined in clause 1(a) of the First Note as the three hundred and sixty-fifth day after the Issuance Date of the First Note. The Issuance Date is not defined in the First Note, but the First Note was in fact issued on or around April 2016. The amount of US\$2,000,000 was advanced by the Petitioner to the Company pursuant to the First Note.

4. Pursuant to a convertible note purchase agreement dated 18 August 2016 made between the Company and the Petitioner (the "**Second Agreement**"), the Petitioner agreed to purchase, and the Company agreed to sell and issue to the Purchaser, a convertible note in the form attached to the Second Agreement in the principal amount of US\$500,000, with a possible further amount of US\$1,500,000 to be advanced subject to the satisfaction of certain conditions precedent (the "**Second Note**"). Pursuant to clause 1(a) of the Second Agreement, the Second Note is repayable on demand by the Petitioner at any time on or after the Maturity Date. "Maturity Date" is defined in clause 1(a) of the Second Note as the three hundred and sixty-fifth day after the Issuance Date of the Second Note, and the "Issuance Date" is defined in the Second Note as 18 August 2016. The sum of US\$700,000 was ultimately advanced by the Petitioner to the Company pursuant to the Second Note.
5. The Maturity Date under the First Note was on or around April 2017, and the Maturity Date under the Second Note was 18 August 2017. As such, the Maturity Date under both the First Note and the Second Note (together the "**Notes**") has passed.
6. By way of a letter of demand from Walkers, Cayman Islands legal counsel to the Petitioner, to the Company dated 25 February 2019, the Petitioner demanded repayment of the amount of US\$3,737,062.90 (being the principal amount due under each of the Notes together with accrued interest) (the "**Debt**") by no later than 8 March 2019. The Company has failed to repay or satisfy the Debt or any part thereof, which remains due and payable by the Company to the Petitioner.
7. The Company has failed to repay the Debt, is unable to pay its debts as they fall due and is therefore insolvent and should be wound up.
8. In the alternative, it is just and equitable that the Company should be wound up.

Your Petitioner therefore humbly prays that:

- (1) The Company be wound up by the Court in accordance with the Companies Law (2018 Revision) (the "**Companies Law**").
- (2) Kris Beighton and Jeffrey Stower of KPMG, P.O. Box 493, SIX Cricket Square, Grand Cayman KY1-1106, Cayman Islands and Rosalie Lui of KPMG Hong Kong, 8th Floor,

Prince's Building, 10 Chater Road, Hong Kong SAR 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.
9. 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 1 of the Third Schedule to the Companies Law and section 110(2) thereof without further sanction of the Court.
10. 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.
11. Without prejudice to the generality of the foregoing, the JOLs be authorised to take all such actions as may be necessary to:
 - (a) to 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 attend meetings and to 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 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 or Associated Companies as may be deemed appropriate by the JOLs; and/or to take such other action in relation to all such Subsidiaries 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) liaise with management of the Group to stabilise and preserve value in the onshore business of the Company and the Group;
- (d) 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 or elsewhere;
- (e) take steps to locate, demand and secure cash held by all Group companies in bank accounts in the Cayman Islands, Hong Kong or elsewhere;
- (f) negotiate with key creditors; and

- (g) 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 2018, 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.

(15) Such further or other relief be granted as the Court deems appropriate.

AND your Petitioner will ever pray etc.

DATED the 12th day of June 2019.

Walkers

WALKERS

Attorneys at Law for the Petitioner

NOTE: This petition is intended to be served on the Company at its registered office.

This Petition is presented by Walkers, Attorneys at Law, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, 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 *10 July 2017* at *11* 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 no. 349 949 4296.