IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CLERK OF COURT CIV-02 JUN 26 2019 Cayman Islands Government

CAUSE NO: FSD 118 OF 2019 (RPJ)

IN THE MATTER OF THE COMPANIES LAW (2018 REVISION)

AND IN THE MATTER OF LUMIERE PAVILIONS LIMITED

GRAND COURT CAYMAN ISLANDS GOVERNMENT 14/17

CIVIL REGISTRY PAYMENT $5,000 JUN 26 329015 CAYMAN ISLANDS GOVERNMENT

WINDING UP PETITION

To the Grand Court

The humble petition of Dadi Cinema (HK) Limited, a company incorporated under the laws of Hong Kong (the **Petitioner**) whose registered office is situated at 12th Floor, The Octagon, 6 Sha Tsui Road, Tsuen Wan, Hong Kong shows that:

1. The Petitioner presents this petition for the winding up of Lumiere Pavilions Limited (the **Company**) and the appointment of Margot MacInnis and David Bennett as joint official liquidators.

2. The Company is a resident company registered pursuant to the Companies Law (2018 Revision) (as amended) (the **Companies Law**). It was incorporated on 30 June 2009 with registration number 227786. The registered office of the Company is Vistra (Cayman) Limited, Grand Pavilion, Hibiscus Way, Seven Mile Beach, PO Box 31119, Grand Cayman, Cayman Islands.

3. The Petitioner is a creditor of the Company and seeks the winding up of the Company on the basis that the Company is unable to pay its debts.

The business of the Company

4. The Company engages principally in the design, construction, acquisition, operation, and management of multiplex cinemas in the People's Republic of China.

The Debt

5. In 2017 the Petitioner entered negotiations with the Company over the purchase of certain assets of the Company, including 33 cinemas in mainland China and their associated intangible assets.

6. On 10 July 2017 a term sheet was signed (the **Term Sheet**), pursuant to which it was agreed that:

   (1) the Petitioner would, itself or by an affiliate, pay US$4.9 million in earnest money;

   (2) if a formal sale and purchase agreement were not signed by 31 August 2017 (or another date agreed in writing) the earnest money would be fully reimbursed to the Petitioner; and

   (3) the provisions of the Term Sheet with respect to the earnest money would immediately have effect and be legally binding.

7. On 17 July 2017 Nan Hai Corporation Limited, on behalf of the Petitioner, paid the Company US$4.9 million as earnest money, as agreed.

8. A sale and purchase agreement was not signed on 31 August 2017 or at all, as a result of which the full amount of US$4.9 million became due and repayable to the Petitioner (the **Debt**).

9. By letter dated 5 March 2019 the Petitioner wrote to the Company, noting that the acquisition was not proceeding and demanding repayment of the Debt. Despite this, the Company failed to repay the Debt or any part thereof.

10. On 29 March 2019, a statutory demand (the **Statutory Demand**) in the form prescribed by the Companies Winding Up Rules, 2018 (the **CWR**) was served on the Company at its registered office demanding payment.

11. Pursuant to CWR Order 2, rule 2(6), the Statutory Demand included a statement that if payment was not made within 21 days of the date upon which it was served on the Company, the Company would be deemed to be insolvent and a winding up petition may be presented against the Company in accordance with section 92(d) of the Companies Law.

12. The Company has not raised with the Petitioner any dispute as to the existence of the Debt, and on 28 and 29 May 2019 the Company paid the Petitioner a total of US$1,000,000 in part repayment of the Debt.

13. The remainder of the Debt, US$3,900,000, has not been repaid, and remains outstanding as of the date of presentation of this Petition.

14. Based on the Company's failure within three weeks of service of the Statutory Demand to pay in full the sum demanded in the Statutory Demand or secure or compound for that sum pursuant to section 93(a) of the Companies Law, the Company is deemed to be unable to pay its debts within the meaning of 92(d) and is liable to be wound up.

15. Margot MacInnis and David Bennett have undertaken due conflicts checks and diligence in relation to the Company and meet the residency, eligibility and insurance requirements of the Insolvency Practitioners Regulations, 2018. Margot MacInnis and David Bennett also consent to their appointment as joint official liquidators.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

(1) The Company be wound up in accordance with the Companies Law.

(2) Margot MacInnis and David Bennett 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 in any other relevant jurisdiction and to make applications to the courts of such jurisdictions for that purpose.

(6) The JOLs be authorised to exercise any of the powers listed in Parts I and II of Schedule 3 to the Companies Law and section 110(2) thereof, without further sanction or intervention of the Court.

(7) The JOLs be authorised to do any act or thing 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 or elsewhere.

(8) 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 CWR Order 25 and on such terms as they may think fit and to remunerate them out of the assets of the Company.

(9) No disposition of the Company's property by or with the authority of the JOLs in carrying out their duties and function sand exercise of their powers under this Order shall be voided by virtue of section 99 of the Companies Law.

(10) 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.

(11) 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.

(12) The Petitioner's costs shall be paid out of the assets of the Company as an expense of the liquidation, such costs to be taxed on the indemnity basis if not agreed with the JOLs.

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

Dated this 24 day of June, 2019

Filed this 26 day of June, 2019

Appleby (Cayman) Ltd.

Appleby (Cayman) Ltd.
Attorneys-at-Law for the Petitioner

TIME ESTIMATE: The estimated length of the hearing of this Petition is a half day.

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

This Petition is presented by Appleby (Cayman) Ltd, Attorneys-at-Law for the Petitioner, whose address for service is 71 Fort Street, PO Box 190 GT, Grand Cayman, KY1-1104, Cayman Islands (Ref: 445185.0001/SJ/ES)

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 no. 349 949 4296.