



**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION**

**CAUSE NO: FSD 10 OF 2021**

**IN THE MATTER OF THE COMPANIES ACT (2020 REVISION)  
AND IN THE MATTER OF BITAUTO HOLDINGS LIMITED**

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**PETITION**

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**TO: The Grand Court of the Cayman Islands**

**THE HUMBLE PETITION** of Bitauto Holdings Limited whose registered office is c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands ("**Petitioner**") shows that:

1. The Petitioner is and was at all material times incorporated as an exempted limited company under the laws of the Cayman Islands.
2. The Petitioner is a provider of internet content and marketing services and transaction services for China's automotive industry. It manages its businesses in three segments, namely, advertising and subscription, transaction services and digital marketing solutions. Through its websites, web-based platforms as well as corresponding mobile applications, the Petitioner provides a variety of services in respect of each of its businesses to customers and business partners, which include automakers, automobile dealers, auto finance partners and insurance companies in China.
3. At all material times prior to the merger described in more detail in paragraphs 5 to 8 below ("**Merger**"), the Petitioner's American depository shares ("**ADSs**"), each representing one ordinary share of the Petitioner, were listed on the New York Stock Exchange under the symbol "BITA".
4. The Petitioner brings this Petition pursuant to s.238(9) of the Companies Act (2020 Revision) ("**Companies Act**") in connection with the Merger and seeks this Honourable Court's

This Petition is filed by Maples and Calder, Attorneys-at-Law for the Petitioner, whose address for service is care of their said Attorneys at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: MWI/MKS/779837.000003)

determination of the fair value of the shares in the Petitioner ("**Share(s)**") held by the dissenting shareholders ("**Dissenters**") named in the Verified List enclosed with this Petition together with the fair rate of interest, if any, on the amount payable by the Petitioner to the Dissenters.

5. On 12 June 2020 the Petitioner executed a merger agreement ("**Merger Agreement**") with Yiche Holding Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands ("**Parent**"), and Yiche Mergersub Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands and a wholly owned subsidiary of Parent ("**Merger Sub**"). The consideration for the Merger was US\$16 per Share (or US\$16 per ADS) ("**Merger Consideration**").
6. On 23 October 2020 at 10:00 a.m. Beijing time (22 October 2020 at 9:00 p.m. Cayman Islands time) the Merger Agreement was approved by a special resolution passed at an Extraordinary General Meeting of the Petitioner ("**EGM**").
7. On 4 November 2020, the Plan of Merger was executed and filed with the Registrar of Companies of the Cayman Islands ("**Registrar**"). The Certificate of Merger was issued by the Registrar on the same date and the Merger became effective with the result that, pursuant to the Merger Agreement, Merger Sub merged with and into the Company and ceased to exist, with the Company continuing as the surviving company.
8. Between 13 and 19 October 2020 the Dissenters served on the Petitioner their written objections to the Merger in accordance with s.238(2) of the Companies Act.
9. On 11 November 2020 the Petitioner sent to the Dissenters notices of authorisation of the Merger, notifying the Dissenters that the Merger was approved at the EGM in accordance with s.238(4) of the Companies Act.
10. Between 13 and 17 November 2020 the Dissenters notified the Petitioner of their dissent to the Merger in accordance with s.238(5) of the Companies Act.
11. On 9 December 2020, the Petitioner made a fair value offer to the Dissenters solely for the purpose of s.238(8) of the Companies Act and without prejudice to the Petitioner's position at trial. The fair value offer was equivalent to the Merger Consideration.

12. A Verified List containing the names and addresses of all shareholders of the Petitioner who have filed a notice under s.238(5) of the Companies Act and with whom agreement as to the fair value of their shares has not been reached by the Petitioner is filed herewith.

**YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:**

- (1) This Honourable Court determines the fair value of the Dissenters' Shares, together with a fair rate of interest, if any, on the amount payable by the Petitioner to the Dissenters.
- (2) The Petitioner's costs of and occasioned by the Petition be paid by the Dissenters.
- (3) This Honourable Court make such further order or grant such further relief as it deems appropriate.

AND your Petitioner will ever pray etc.

DATED this 11th day of January 2021

FILED this 11th day of January 2021



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**Maples and Calder**

Attorneys-at-law for the Petitioner

**NOTE: This Petition is intended to be served on the Dissenters by service on their attorneys where applicable.**

**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION**

**CAUSE NO: FSD OF 2021 ( )**

**IN THE MATTER OF THE COMPANIES ACT (2020 REVISION)  
AND IN THE MATTER OF BITAUTO HOLDINGS LIMITED**

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**VERIFIED LIST PURSUANT TO SECTION 238(9)(b)  
OF THE COMPANIES ACT (2020 REVISION)**

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This is the Verified List of the Petitioner referred to in the Petition and filed pursuant to s.238(9)(b) of the Companies Act (2020 Revision).

<b>S/n</b>	<b>Dissenter / Member</b>	<b>Address</b>	<b>Number of Shares Dissented</b>
1	Alpine Partners (BVI), LP	Jayla Place, Wickhams Cay 1, PO Box 3190 Road Town, Tortola, British Virgin Islands	1,250,000
2	Boothbay Absolute Return Strategies, LP	Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801	187,183
3	Boothbay Diversified Alpha Master Fund LP	Appleby Global Services (Cayman) Limited, 71 Fort Street, PO Box 500, Grand Cayman, Cayman Islands, KY1-1106	62,215
4	Corbin ERISA Opportunity Fund, Ltd	590 Madison Avenue, 31st Floor, New York, NY, 10022	564,963
5	Corbin Opportunity Fund, LP	590 Madison Avenue, 31st Floor, New York, NY, 10022	363,543
6	FourWorld Global Opportunities Fund, Ltd	Mourant Governance Services (Cayman) Ltd., 94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman KY1-1108, Cayman Islands	1,227,082

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<b>S/n</b>	<b>Dissenter / Member</b>	<b>Address</b>	<b>Number of Shares Dissented</b>
7	FourWorld Special Opportunities Fund, LLC	Mourant Governance Services (Cayman) Ltd., 94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman KY1-1108, Cayman Islands	96,800
8	Integrated Core Strategies (US) LLC	c/o Millennium Management LLC, 666 Fifth Ave, 8th Floor, New York, NY 10103, USA	3,116,679
9	QVT Family Office Fund LP	190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands	937,970
<b>Total</b>			<b>7,806,435</b>

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