



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

**CAUSE NO: FSD      OF 2021 (    )**

**IN THE MATTER OF THE COMPANIES ACT (2021 REVISION)  
AND IN THE MATTER OF GRIDSUM HOLDING INC.**

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**PETITION**

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

**THE HUMBLE PETITION** of Gridsum Holding Inc. whose registered office is International Corporation Services Ltd., P. O. Box 472, Harbour Place, 2nd Floor, North Wing, 103 South Church Street, George Town, GRAND CAYMAN KY1-1106, CAYMAN ISLANDS ("**Petitioner**") shows that:

- 1      The Petitioner is and was at all material times an exempted company with limited liability incorporated under the laws of the Cayman Islands.
- 2      The Petitioner is a provider of data analysis software for multinational and domestic enterprises and government agencies in China.
- 3      At all material times prior to the merger described in more detail below ("**Merger**"), the Petitioner's American depository shares ("**ADSs**"), each representing one class B ordinary share of the Petitioner, were listed on the NASDAQ Global Select Market under the symbol "GSUM".
- 4      The Petitioner brings this Petition pursuant to s.238(9) of the Companies Act (2021 Revision) ("**Companies Act**") in connection with the Merger and seeks this Honourable Court's determination of the fair value of the shares in the Petitioner ("**Share(s)**") held by the dissenting shareholder

- 5 ("Dissenter") 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 Dissenter.
- 6 On 30 September 2020 the Petitioner entered into an Agreement and Plan of Merger ("**Merger Agreement**") with Gridsum Corporation, an exempted company with limited liability incorporated under the laws of the Cayman Islands ("**Parent**"), and Gridsum Growth Inc., an exempted company with limited liability incorporated under the laws of the Cayman Islands and a wholly-owned subsidiary of Parent ("**Merger Sub**"), pursuant to which Merger Sub merged with and into the Petitioner ("**Merger**"), with the Petitioner continuing as the surviving company and becoming a wholly-owned subsidiary of Parent. The consideration agreed to be paid to the shareholders of the Petitioner was US\$2.00/Share (or US\$2.00/ADS) ("**Merger Consideration**").
- 7 On 12 February 2021 the Dissenter delivered to the Petitioner his written objection to the Merger in accordance with s.238(2) of the Companies Act.
- 8 On 22 February 2021 at 10:00 am (Beijing time) (21 February 2021 at 9:00 pm Cayman Islands time) the Merger Agreement was approved by a special resolution passed at an Extraordinary General Meeting of the Petitioner ("**EGM**").
- 9 On 12 March 2021 the Petitioner sent to the Dissenter notice of authorisation of the Merger by the shareholders at the EGM in accordance with s.238(4) of the Companies Act.
- 10 On 16 March 2021 the Petitioner received from the Dissenter notice of dissent to the Merger (dated 15 March 2021) in accordance with s.238(5) of the Companies Act.
- 11 On 25 March 2021 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.
- 12 On 26 April 2021, 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.

13 A Verified List containing the name and address of the shareholder of the Petitioner who 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 Dissenter's Shares, together with a fair rate of interest, if any, on the amount payable by the Petitioner to the Dissenter.
- (2) The Petitioner's costs of and occasioned by the Petition be paid by the Dissenter.
- (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 4<sup>th</sup> day of June 2021

FILED this 4<sup>th</sup> day of June 2021



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**Harney Westwood & Riegels**  
**Attorneys-at-law for the Petitioner**

**NOTE: This Petition is intended to be served on the Dissenter personally.**

**THIS PETITION** is filed by Harney Westwood & Riegels Attorneys-at-Law for the Petitioner, whose address for service is 3rd Floor, Harbour Place, 103 South Church Street, PO Box 10240, Grand Cayman KY1-1002, Cayman Islands (Ref: 055526.0001/ KLP)

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VERIFIED LIST PURSUANT TO SECTION 238(9)(b)  
OF THE COMPANIES ACT (2021 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 (2021 Revision).

A #	B Dissenter / Member	C Address	D Number of Shares dissented
1.	Kevin X Lu	2361 Brandini Dr., Dublin, CA 94568, USA	173,821