



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

**CAUSE NO.: FSD of 2022 ( )**

**BETWEEN**

- (1) REN CI**
- (2) DAOYI HOLDING LIMITED**

Plaintiffs

**- and -**

- (1) NEBULA (CAYMAN) LIMITED**
- (2) CHANG SHUAI**
- (3) WANG YANZHI**
- (4) ZHANG FAN**
- (5) HU HAO**
- (6) JIANG YAMENG**
- (7) MAN HO KEE HARRY**
- (8) LCA NINJA PTE. LTD.**
- (9) MATRIX PARTNERS CHINA VI HONG KONG LIMITED**
- (10) ALPHA STARTUP FUND LP**

Defendants

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**WRIT OF SUMMONS**

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**TO: Nebula (Cayman) Limited**  
 #3-212 Governors Square, 23 Lime Tree Bay Avenue, Grand Cayman KY1-1203  
 Cayman Islands

This WRIT OF SUMMONS is filed by Kobre & Kim (Cayman), Attorneys-at-Law for the Plaintiff whose address for service is  
 Physical address: 9 Forum Lane, Suite 3207, Camana Bay, Grand Cayman, Cayman Islands KY1-9006.  
 Mailing address: 10 Market Street, P.O. Box 410, Camana Bay, Grand Cayman KY1-9006.

- AND TO: Chang Shuai**  
Room 302, No. 71, Lane 999, Loushanguan Road, Changning District, Shanghai, China
- AND TO: Wang Yanzhi**  
Room 105, No. 1-2, Nanshan Street, Wendeng City, Shandong Province, China
- AND TO: Zhang Fan**  
No. 1601, Building 8, Xiba Hexili, Chaoyang District, Beijing, China
- AND TO: Hu Hao**  
47D, Building 6, Runfu (Phase 3), Huaruncheng, Nanshan District, Shenzhen City, Guangdong Province, China
- AND TO: Jiang Yameng**  
No. 3501, Building 35, Fuhuanyuan, Fuhai Yuyuan, Monet Garden, Houshayu Area, Shunyi District, Beijing, China
- AND TO: Man Ho Kee Harry**  
Flat B 39/F Tower 3 The Legend 23 Tai Hang Drive, Hong Kong
- AND TO: LCA Ninja Pte. Ltd.**  
8 Marina View #41-03 Asia Square Tower 1, Singapore 018960
- AND TO: Matrix Partners China VI Hong Kong Limited**  
2701, 27<sup>th</sup> Floor, Central Plaza, 18 Harbour Road Wanchai, Hong Kong
- AND TO: Alpha Startup Fund LP**  
Harneys Services (Cayman) Limited, 4<sup>th</sup> Floor, Harbour Place, 103 South Church Street, PO Box 10240, Grand Cayman, KY1-1002, Cayman Islands

THIS WRIT OF SUMMONS has been issued against you by the above-named Plaintiffs in respect of the claim set out on the next page.

Within 14 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 Plaintiffs may proceed with the action and judgment may be entered against you forthwith without further notice.

Issued this 4<sup>th</sup> day of October 2022.

**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 on the accompanying form.

### **GENERAL INDORSEMENT**

The Plaintiffs' claim is for:

- (1) A declaration that the purported resolutions of the First Defendant's board of directors dated 3 September 2022, and any subsequent resolutions to which the First Plaintiff did not expressly concur, were not passed in compliance with the mandatory requirements of the First Defendant's Articles of Association and are therefore invalid, null and void and/or otherwise of no legal effect.
- (2) A declaration that the actions of the Second to Seventh Defendants in purporting to pass the resolutions of the First Defendant's board of directors dated 3 September 2022 and/or failing to oppose the passing of such resolutions constitutes a breach by each of them of their respective fiduciary duties owed to the First Defendant.
- (3) For the avoidance of doubt, a declaration that the purported appointment of the Special Committee (as defined in the purported resolutions of the First Defendant's board of directors dated 3 September 2022) is invalid, null and void and/or otherwise of no legal effect.
- (4) A declaration that any actions taken by the Special Committee are invalid, null and void and/or otherwise of no legal effect.
- (5) A permanent injunction restraining the Second to Seventh Defendants from acting upon the purported resolutions of the First Defendant's board of directors dated 3 September 2022, to which the First Plaintiff did not expressly concur.

- (6) A permanent injunction restraining the Second, Third and Fourth Defendants from acting as the Special Committee or taking any steps in reliance upon their purported appointment as the Special Committee.
- (7) A permanent injunction restraining the Second, Sixth and Seventh Defendants from exercising any of their powers as directors of the First Defendant otherwise than *bona fide* in the interests of the First Defendant and in full compliance with the terms of the First Defendant's Forth Amended and Restated Articles of Association adopted by Special Resolution passed on 7 June 2022.
- (8) A declaration that the redemption requests submitted by Eighth, Ninth and Tenth Defendants on 1 and 2 September 2022, respectively (the **Redemption Requests**) were not submitted in accordance with the requirements of the First Defendant's Articles of Association and are therefore invalid, null and void and/or otherwise of no legal effect.
- (9) An order that the First Defendant must not take any action in respect of the Redemption Requests.
- (10) An order that the Third to Fifth Defendants must not hold themselves out as being a director or as having any authority on behalf of the First Defendant.
- (11) An order that the Second, Sixth and Seventh Defendants must not cause or permit the First Defendant to take any action in respect of the Redemption Requests.
- (12) A declaration that any purported removal, termination or dismissal of the First Plaintiff as a director of the First Defendant dated prior to the trial of this matter is invalid, null and void and/or otherwise of no legal effect.
- (13) A declaration that the First Plaintiff remains a director of the First Defendant.
- (14) An order for rectification of the First Defendant's register of directors consequential on the above orders.

And the Plaintiffs claim such further or other relief as appropriate, including loss and damages, and costs.



KOBRE & KIM (CAYMAN)  
*Attorneys-at-Law for the Plaintiffs*

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, P.O. Box 495, George Town, Grand Cayman.

2. A Defendant who states in his Acknowledgment of Service that he intends to contest the proceedings must also serve a defence on the Attorney for the Plaintiffs (or on the Plaintiffs 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 for 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 Plaintiffs 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 Acknowledgment of Service, that he intends to apply for a stay, execution will be stayed for 14 days after his Acknowledgment, 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.

**See over for notes for guidance**

**Please complete overleaf**

**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 Court Office.
2. For the purpose of calculating the period of 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.
3. 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 Writ of Summons)".
4. 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 the description "Partner in the firm of (.....)" after his name.
5. 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.
6. 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.
7. Where the Defendant is a MINOR or a MENTAL PATIENT, the form must be completed by an Attorney acting for a guardian ad litem.
8. A Defendant acting in person may obtain help in completing the form at the Courts Office.

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FINANCIAL SERVICES DIVISION

CAUSE NO.: FSD of 2022 ( )

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- (1) REN CI
- (2) DAOYI HOLDING LIMITED

Plaintiffs

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- (1) NEBULA (CAYMAN) LIMITED
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- (10) ALPHA STARTUP FUND LP

Defendants

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.

Delay may result in judgment being entered against a Defendant whereby he may have to pay the costs of applying to set it aside.

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1. State the full name of the Defendant by whom or on whose behalf the service of the Writ is being acknowledged.
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2. State whether the Defendant intends to contest the proceedings (tick appropriate box)
 

<input type="checkbox"/> yes	<input type="checkbox"/> no
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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

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Service of the Writ is acknowledged accordingly

(Signed) .....  
Attorney for

**Please complete overleaf**

**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 or 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.

Kobre & Kim (Cayman) Attorneys-at-Law Physical Address: 9 Forum Lane, Suite 3207, Camana Bay, Grand Cayman, Cayman Islands KY1-9006 Mailing Address: 10 Market Street, P.O. Box 410, Camana Bay, Grand Cayman, Cayman Islands KY1-9006 Phone: +1 345 749 4000
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Indorsement by defendant's Attorney (or by defendant if suing in person) of his name, address and reference, if any, in the box below.

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