



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

CAUSE NO: FSD: OF 2023 ()

**IN THE MATTER OF SECTION 111(2) OF THE COMPANIES ACT (2023 REVISION)
AND IN THE MATTER OF NANOCRED CAYMAN CO. LTD. (IN VOLUNTARY LIQUIDATION)**

RECALL PETITION

To the Grand Court

The humble petition of Maples Liquidation Services Limited (the "**Petitioner**" or the "**Voluntary Liquidator**") of PO Box 1093 GT, Boundary Hall, Cricket Square, Grand Cayman, KY1-1102, Cayman Islands, as voluntary liquidator of NanoCred Cayman Co. Ltd. (the "**Company**") shows that:

The Company

1. The Company was incorporated under the Companies Act (as amended) (the "**Act**") as an exempt company with incorporation number 352038 on 31 May 2019. The Company was

This RECALL PETITION is filed by Maples and Calder (Cayman) LLP, attorneys for the Petitioner, whose address for service is PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: LRS/JRN/819215.03/75743190)

originally incorporated under the name Mobimagic Cayman Co., Ltd. before being changed on 21 May 2020.

2. The current registered office of the Company is at Maricorp Services Ltd., PO Box 1103, 2nd Floor, Strathvale House, 90 North Church Street, George Town, Grand Cayman, KY1-1102, Cayman Islands.
3. The Amended and Restated Memorandum and Articles of Association of the Company are dated 19 August 2020. The objects for which the Company was established are unrestricted.
4. The share capital of the Company is US\$86,206.8965 divided into 172,413,793 ordinary shares of nominal or par value of US\$0.0005 each.

Voluntary winding up

5. On 7 June 2023, the Company held an extraordinary general meeting whereby the shareholders passed resolutions that (amongst other things):
 - 5.1. by special resolution, the Company be wound up voluntarily; and
 - 5.2. by ordinary resolution, the Petitioner be appointed as Voluntary Liquidator of the Company.
6. The voluntary liquidation of the Company is deemed to have commenced on 7 June 2023 pursuant to section 117(1)(a) of the Act.
7. The Petitioner's consent to act as the voluntary liquidator of the Company dated 12 June 2023 was filed with the Registrar of Companies on 16 June 2023. Accordingly, the Petitioner's appointment as Voluntary Liquidator took effect from 12 June 2023. A declaration of solvency by the director of the Company dated 7 June 2023 was filed with the Registrar of Companies on 16 June 2023. A notice of winding up dated 12 June 2023 was filed with the Registrar of Companies on 12 June 2023.

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8. Notice of the voluntary liquidation of the Company was published in the Cayman Islands Gazette on 16 June 2023 and creditors were required to prove their claims or debts on or before 7 July 2023. No proof of debt or claim was submitted.
9. Notice of the final meeting of the Company had been published in the Cayman Islands Gazette on 16 June 2023 with the final meeting due to be convened on 12 July 2023. However, before the final meeting took place, it was noted that the Company needs to remain active and should not be liquidated and so the final meeting was not held.

Recall of voluntary liquidation of the Company

10. Pursuant to section 111(2) of the Act the Court may, at any time after a liquidation has commenced under section 116(c) of the Act but before the final meeting required by section 127 of the Act has been held, upon the application of the voluntary liquidator, make an order recalling the liquidation and placing the company into active status and good standing as it was prior to the commencement of the liquidation.
11. An application under section 111(2) of the Act must be accompanied by:
 - 11.1. a special resolution of the company stating that the company will not be wound up and setting out the reasons for such decision; and
 - 11.2. proof of recall notice published in the Gazette; and
 - 11.3. such other documents as the Court may consider necessary.
12. On 16 October 2023 the shareholders of the Company passed unanimous written resolutions that resolved, by special resolution, that the Company not be wound up for the reasons set out in the resolutions and, by ordinary resolution, that the Voluntary Liquidator be authorised to apply to the Court to recall the voluntary liquidation.
13. A recall notice was published in the Gazette on 20 October 2023.

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14. In the premises the Court is respectfully requested to make an order recalling the liquidation and placing the Company into active status and good standing.

Your Petitioner therefore humbly prays that:

1. The voluntary liquidation of the Company be recalled.
2. The Company be placed into active status and good standing as it was prior to the commencement of the voluntary liquidation.
3. The Voluntary Liquidator be discharged from office.
4. The costs of and incidental to this Petition be paid on as an expense of the voluntary liquidation of the Company.
5. Such further or other order or directions as the Court sees fit.

AND your Petitioner will ever pray etc.

DATED this 16th day of November 2023

Maples and Calder (Cayman) LLP

Maples and Calder (Cayman) LLP
Attorneys-at-Law for the Petitioner

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