

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

CAUSE NO. FSD 16 OF 2015(NRLC)

**The Hon. Justice Nigel R.L. Clifford, QC
3 March 2015**

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)

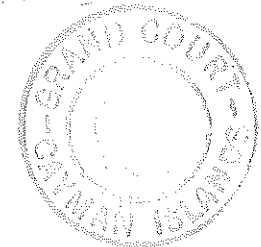
AND

**IN THE MATTER OF BOSHIWA INTERNATIONAL HOLDING LIMITED (In
Provisional Liquidation)**

ORDER FOR DIRECTIONS

UPON the Application of the Petitioners

AND UPON the agreement of the Company to the directions in this Order



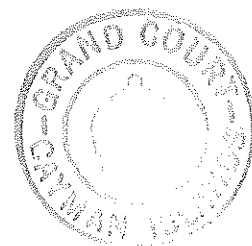
AND UPON READING

- (i) the Petitioners' Summons for Directions filed on 30 January 2015 which is listed to be heard on 3 March 2015 and the Petitioners' Summons filed on 17 February 2015,
- (ii) the correspondence at Tab 18 of the Core Bundle
- (iii) the affidavits and affirmations (including exhibits) filed by the Petitioners to verify the Petition and filed in support of the application for the appointment of Provisional Liquidators namely:
 - a. the first affidavit of Ning David Lin sworn on 9 January 2015;
 - b. the first and second affirmations of Chong Cha Hwa affirmed on 12 January 2015 and 2 February 2015;
 - c. the first and second affirmations of Tsang Wing Tai affirmed on 8 and 27 January 2015;

- d. the first and second affidavits of Hwa Guo Wai sworn on 8 and 27 January 2015;
- e. the first and second affirmations of Sonny Payne affirmed on 28 January 2015 and 9 February 2015;
- f. the first affidavit of Li Shu Jun sworn on 6 February 2015;
- g. the first affirmation of Christopher Bennett sworn on 2 February 2015;
- h. the first affirmation of David Yen Ching Wai sworn on 30 December 2014;
- i. the first affirmation of Stephen Liu Yiu Keung sworn on 30 December 2014;
- j. the first affirmation of Keiran Hutchison sworn on 2 January 2015;
- k. the first affidavit of Peter Chen sworn on 11 February 2015;
- l. the first, second and third affidavits of Edwin Gomez sworn on 17 February 2015 and 2 March 2015

IT IS ORDERED THAT:

1. The Petition presented on 30 January 2015 shall stand as Points of Claim.
2. The Company do file and serve Points of Defence on the Petitioners' attorneys-at-law on or before 13 April 2015.
3. The Petitioners do file and serve Points of Reply, if so advised on or before 1 May 2015.
4. The parties do mutually serve upon each other by 1 June 2015 Lists of Documents stating what documents are or have been in their possession, custody or power relating to any matter in question in this action.
5. There be inspection of the documents on 4 days' notice.
6. The Petitioners and the Company do exchange signed witness statements on or before 27 August 2015.

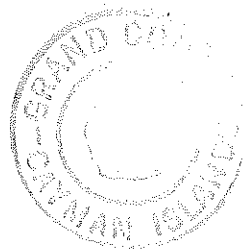


7. A Pre-Trial Review be set down to be heard on 3 September 2015
8. No party shall call expert evidence without leave of the Court and without having notified the other parties of the discipline and issues on which expert evidence is proposed to be given and applies for such leave at the Pre-Trial Review.
9. The JPLs do file and serve on the Court, the Petitioners' attorneys-at-law and the Company's attorneys-at-law a report on or before 1 June 2015 and at such other intervals as the JPLs consider it appropriate to report to the Court.
10. The matter be set down for trial at the first available date after and including 18 September 2015 with a time estimate of 10 days.
11. The Joint Provisional Liquidators be granted leave to seek recognition in proceedings in the Courts of Hong Kong and in particular recognition of the Order dated 11 Feb 2015 and this Order.
12. A Letter of Request be issued to the proper judicial authority of Hong Kong in the terms of the draft Letter of Request attached to this Order.
13. The JPLs, the Company and the Petitioners be at liberty to apply generally.
14. The costs of this application be costs in the Petition.

DATED this 3rd day of March 2015
FILED this 3rd day of March 2015



The Hon. Justice Nigel R.L. Clifford Q.C.
JUDGE OF THE GRAND COURT



This Order was filed by Ritch & Conolly, Attorneys at Law for the Petitioners, whose address for service is P.O. Box 1994, 4th Floor Queensgate House, 113 South Church Street, Grand Cayman KY1-1104, Cayman Islands (Ref: 15000/CB)

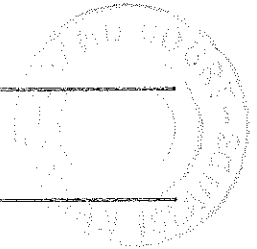
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**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD 16 OF 2015 [NRLC]

**IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)
AND IN THE MATTER OF BOSHIWA INTERNATIONAL HOLDING LIMITED
("the Company")**

LETTER OF REQUEST



TO: THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION, G/F, High Court Building, 38 Queensway, Hong Kong, People's Republic of China

AND TO: THE CHIEF SECRETARY, HONG KONG SPECIAL ADMINISTRATIVE REGION GOVERNMENT, Room 321, 3/F, East Wing, Central Government Offices, 2 Tim Mei Avenue Admiralty, Hong Kong, People's Republic of China

WHEREAS a petition ("Petition") to wind-up Boshiwa International Holding Limited (the "Company") was presented to this Court on 30 January 2015 pursuant to Section 92 (e) of the Companies Law (2013 Revision)

AND WHEREAS a "real and substantial connection" exists between the Company and the Cayman Islands by virtue of (inter alia):

- a. this Court has exercised its jurisdiction in relation to the Company and insolvency law in the Cayman Islands;
- b. The Company was incorporated in the Cayman Islands as an Exempted company on 24 March 2009.

AND WHEREAS Mr. David Yen Ching Wai and Mr. Stephen Liu Yiu Keung from Ernst & Young Transactions Ltd, Hong Kong and Mr. Keiran Hutchison of Ernst & Young Ltd, Cayman Islands

were appointed as joint provisional liquidators of the Company with power to act jointly and severally and without giving security (the "Provisional Liquidators") by Order of this Court made on 11 February 2015 annexed hereto ("Appointment Order").

AND WHEREAS the Provisional Liquidators have demonstrated to the satisfaction of this Court that it is necessary, just and convenient for the purposes of discharging their obligations and in order to enter and take possession of all property and assets of the Company for the benefit of the Company's shareholders and that it is in the interest of justice to assist the Provisional Liquidators in exercising all the powers, duties and discretions afforded to them by the Appointment Order (and applicable law) that this Letter of Request should be issued.

THE COURT HEREBY REQUESTS the High Court of the Hong Kong Special Administrative Region, pursuant to its inherent jurisdiction, to assist and act in aid of this Court in this proceeding by ordering that:

1. The Appointment Order and the Provisional Liquidators be recognized such that the Appointment Order be treated in all respects in the same manner as if the Appointment Order had been made and the Provisional Liquidators had been appointed by the High Court of Hong Kong Special Administrative Region insofar as that is consistent with the laws of Hong Kong, including recognition of the powers and authority of the Provisional Liquidators to act on behalf of the Company including, inter alia, to enter upon or take possession of all the property and assets of the Company, without limitation, to enter and secure any premises of the Company or any office where the Provisional Liquidators have reason to believe there are assets, property, or books and records of whatever nature of the Company, to preserve the assets of the Company as defined in the Appointment Order and to take control of the subsidiaries or companies controlled by the Company if the Provisional Liquidators consider it expedient to do so for the sole purpose of protecting the assets of the Company as defined in the Appointment Order;
2. In accordance with such recognition and for the avoidance of doubt, Section 186 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) shall apply to the Company so that no action or proceeding shall be proceeded with or commenced against the Company within the jurisdiction of the High Court of Hong Kong except by leave of the High Court of Hong Kong and subject to such terms as that Court may impose; and
3. The Provisional Liquidators have liberty to apply to the High Court of Hong Kong in respect of any matter concerning the Company and arising during the period of appointment of the Provisional Liquidators, as may be necessary to assist the Provisional Liquidators in preserving the Assets of the Company as defined in the Appointment Order or in investigating the affairs of the Company.

