

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO FSD <sup>0084</sup> OF 2016



IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)  
AND IN THE MATTER OF GRAND T G GOLD HOLDINGS LIMITED

WINDING UP PETITION

TO THE GRAND COURT



The humble petition of Lau Kin, Flat F, 15/F, Imperial Heights, 52 Tai Chung Kiu Road, Belair Gardens, Shatin, New Territories, Hong Kong (the "**Petitioner**") shows that:

1. Grand T G Gold Holdings Limited (the "**Company**") is an exempted limited company incorporated under the laws of the Cayman Islands on 1 May 2006, with company number 166736. The registered office of the Company is situated at Codan Trust Company (Cayman) Limited, P.O. Box 2681, Cricket Square, Hutchins Drive, George Town, Grand Cayman KY1-1111, Cayman Islands. The objects for which the Company was established are unrestricted.
2. Pursuant to the Company's memorandum and articles of association as amended on 20 August 2010 (the "**Articles**"), the Company's authorised share capital is HK\$120,000,000, divided into 30,000,000,000 shares of HK\$0.04 each.
3. The Company is listed on the Growth Enterprise Market of the Hong Kong Stock Exchange (the "**HKEX**") (stock code: 8299). Trading in the shares of the Company on the HKEX has been suspended since 11 November 2010.
4. The Company is the holding company of a group of companies incorporated in the British Virgin Islands, Hong Kong, the PRC, Singapore and Macau (together, the "**Group**"). The main focus of the business operations of the Group are gold exploration, mining, and mineral processing in the People's Republic of China (the "**PRC**").
5. Pursuant to a loan agreement dated 28 February 2014 and a supplemental loan Agreement made between Dragon Hill Development Ltd ("**Dragon Hill**") and the

Company dated 25 January 2016 (the "**Loan Agreement**"), Dragon Hill lent and the Company borrowed the sum of HK\$16,882,000 (the "**Loan**"). The Company has not repaid the Loan.

6. Upon the maturity of the Loan Agreement, on 30 April 2016, the principal amount of the Loan together with accrued interests in the sum of HK\$2,612,230.43 became due and payable.
7. By a Deed of Assignment made between Dragon Hill and the Petitioner dated 3 May 2016, Dragon Hill assigned all of its rights, title and interests under the Loan Agreement to the Petitioner (the "**Assignment**"). A Notice of Assignment was served on the Company on 4 May 2016. The Assignment was made in accordance with the laws of Hong Kong.
8. The Company accordingly is indebted to the Petitioner in the total sum of HK\$19,494,230.43 (the "**Debt**"), comprising HK\$16,882,000 principal and interest of HK\$2,612,230.43 as of 3 May 2016, being the date of the Assignment.
9. Notwithstanding a letter of demand issued by the Petitioner to the Company on 25 May 2016 requesting payment of the Debt on or before 1 June 2016, the Company has failed to pay or satisfy the Debt or any part thereof, which remains due and payable by the Company to the Petitioner.
10. The Company has failed to pay the Debt, is unable to pay its debts and is therefore insolvent and should be wound up.
11. In the alternative, it is just and equitable that the Company should be wound up.

**Your Petitioner therefore humbly prays that:**

- (1) The Company be wound up by the Court in accordance with the Companies Law (2013 Revision) (the "**Companies Law**").
- (2) Lai Kar Yan (Derek) and Yeung Lui Ming (Edmund) of Deloitte China, 35/F One Pacific Place, 88 Queensway, Hong Kong and Stuart Sybersma of Deloitte & Touche, P.O. Box 1787, Citrus Grove, 106 Goring Avenue, George Town, Grand Cayman KY1-1109, Cayman Islands, be appointed as joint official liquidators of the Company (the "**JOLs**").

- (3) The JOLs shall not be required to give security for their appointment.
- (4) The JOLs have the power to act jointly and severally in their capacity as liquidators of the Company.
- (5) The JOLs be authorised to exercise all the powers set out in paragraphs 1, 2, 4, 7, 8 and 10 of Part 1 of the Third Schedule of the Companies Law and section 110(2) thereof without the further sanction of this Honourable Court.
- (6) Without prejudice to the generality of the foregoing, the JOLs be authorised to take all such actions as may be necessary to:
  - (a) exercise the rights to which a registered holder of any shares or other securities registered in the name of the Company, or to which an owner of any shares or securities held by or on behalf of the Company (whether as principal or as agent), is entitled including, but without prejudice to the generality of the foregoing power, the right to receive dividends and the benefits of other corporate actions in relation to such shares or other securities; the right to attend meetings and to exercise any voting power pertaining to such shares or other securities and to direct nominees of the Company in whose names shares or other securities beneficially owned by the Company are registered to exercise all or any such rights as the JOLs shall direct;
  - (b) take control of such of the direct and/or indirect subsidiaries ("**Subsidiaries**") of the Company, and/or joint ventures, investment, associated companies, business or other entities (together the "**Associated Companies**") in which the Company holds an interest (or such shares of such subsidiaries and/or associated companies as are owned directly or indirectly by the Company), in each case wherever located (together, the "**Group**"), as the JOLs shall think fit; and/or to call or cause to be called such meetings of such Subsidiaries and/or Associated Companies and/or to sign such resolutions (in accordance with the provisions of any relevant constitutional or related documentation of such companies) and take such other steps, including applications to appropriate courts and/or regulators, as the JOLs shall consider necessary to appoint or remove directors, legal representatives, officers, and/or managers to or from such Subsidiaries and/or Associated Companies, and in each case take such steps as are necessary to

cause the registered agents (or other equivalent corporate administrators) of such Subsidiaries or Associated Companies to give effect to the changes to the boards of directors, legal representatives, officers, and/or managers of such companies or entities, including (without limitation) effecting changes to the company registers of such Subsidiaries or Associated Companies as may be deemed appropriate by the JOLs; and/or to take such other action in relation to all such Subsidiaries or Associated Companies as the JOLs shall think fit for the purpose of protecting the assets of the Company and managing the affairs of the Company (which, for the avoidance of doubt, shall include the assets and affairs of the Subsidiaries and Associated Companies);

- (c) liaise with management of the Group to stabilise and preserve value in the onshore business of the Company and the Group;
  - (d) take steps to locate, demand and secure cash held by all Group companies in bank accounts in the Cayman Islands, Hong Kong, Macau, Singapore, the PRC, or elsewhere;
  - (e) negotiate with key non-PRC based and PRC based creditors;
  - (f) communicate on the Company's behalf with the regulators as appropriate; and
  - (g) make applications to, and seek the assistance and recognition from, the courts of any foreign jurisdictions as may be necessary or desirable in the course of their conduct as JOLs of the Company or for the purposes of carrying out any of the functions provided for herein.
- (9) The JOLs be at liberty to appoint such counsel, attorneys and/or professional advisors, whether in the Cayman Islands or elsewhere, as they may consider necessary to advise and assist them in the performance of their duties in accordance with Order 25 of the Companies Winding Up Rules 2008 (as amended).
- (10) No disposition of the property of the Company by or with the authority of the JOLs in carrying out their duties and functions and the exercise of their power under any Order granted pursuant to this Petition shall be voided by virtue of section 99 of the Companies Law.

- (11) Subject to section 109(2) of the Companies Law and the Insolvency Practitioner's Regulations 2008 (as amended), the JOLs be authorised to render and pay invoices out of the assets of the Company for their own remuneration.
- (12) The JOLs be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties and, for the avoidance of doubt, all such payments shall be made as and when they fall due out of the assets of the Company as an expense of the liquidation.
- (13) The JOLs be at liberty to apply generally.
- (14) The costs of the Petition and the Petitioner's costs be paid forthwith out of the assets of the Company on the indemnity basis.
- (15) Such further or other relief be granted as the Court deems appropriate.

AND your Petitioner will ever pray etc.

DATED the 7<sup>th</sup> day of June 2016.

*Walkers*

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**WALKERS**  
Attorneys at Law for the Petitioner

**NOTE:** This petition is intended to be served on the Company at its registered office.

This Petition is presented by Walkers, Attorneys at Law, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands, for the Petitioner whose address for service is care of his said Attorneys at Law.

**NOTICE OF HEARING**

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman on \_\_\_\_\_ at \_\_\_\_\_ am/pm.

Any correspondence or communication with the Court relating to the hearing of this Petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone no. 349 949 4296.