

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 0001 OF 2018 ( )

IN THE MATTER OF SECTION 46 OF THE COMPANIES LAW (2016 REVISION)  
AND IN THE MATTER OF NEW GENERATION IDEAS COMPANY LIMITED

BETWEEN:

- (1) HIS ROYAL HIGHNESS PRINCE FAISAL BIN ABDULLAH BIN  
ABDULAZIZ AL SAUD



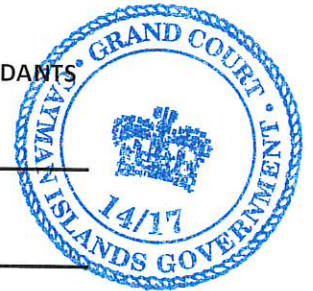
PLAINTIFF

AND:

- (1) NEW GENERATION IDEAS COMPANY LIMITED  
(2) HER ROYAL HIGHNESS PRINCESS FAHDAH HUSAIN ABDULRAHMAN  
AL-ATHEL

DEFENDANTS

ORIGINATING SUMMONS



LET THE FIRST DEFENDANT of c/o Genesis Trust & Corporate Services Limited, PO Box 448, Elgin Court, Elgin Avenue, George Town, Grand Cayman KY1-1106, Cayman Islands and THE SECOND DEFENDANT of 3582 Ishaq ibn Ibrahim, Al Ghadir, Riyadh 13311 - 6938, Kingdom of Saudi Arabia attend before the Judge in Chambers, at the Law Courts, George Town, Grand Cayman on the     day of             2018, at     am/pm on the hearing of an application by the Plaintiff of c/o Harneys, Harbour Place, 103 South Church Street, George Town, PO Box 10240, Grand Cayman, KY1-1002, Cayman Islands for an order that:

1. Pursuant to section 46 of the Companies Law (2016 Revision) (the **Law**), the Register of Members of the First Defendant be rectified by :
  - a. striking out the name of Princess Fahdah Husain Abdulrahman Al-Athel in respect of the ordinary share held by her in the First Defendant (**Share**); and

- b. cancelling the Share such that the sole share held in the First Defendant be the share held by the Plaintiff.
2. Pursuant to section 47 of the Law, notice of such rectification to be given to the Registrar of Companies.
3. The costs of this Originating Summons be paid by the Second Defendant.
4. Such further or other orders as the Court thinks fit.

**AND FURTHER TAKE NOTICE THAT** the particulars by which the Plaintiff claims the above relief are as follows:

- A. The First Defendant was incorporated as a Cayman Islands exempted company on 16 August 2011. On the Company's incorporation, Walkers Nominees Limited (*Walkers*) was its sole director. On 17 August 2011, Walkers: (i) resigned its sole directorship and transferred it to an individual named Dr Ayman Aljuwayer (*Dr Aljuwayer*); and (ii) transferred to the Plaintiff one share. It was the Plaintiff's intention at all material times that he would be the sole shareholder of the First Defendant.
- B. Dr Aljuwayer was entrusted by the Plaintiff with dealing with the incorporation of the First Defendant as well as managing its day to day affairs. The sole and specific purpose of the incorporation of the First Defendant was for the Plaintiff to purchase and hold property through its Delaware subsidiary New Generation Ideas LLC, for his sole benefit and for his children in due course.
- C. On 28 September 2011, Dr Aljuwayer, unbeknownst to the Plaintiff, and in breach of his fiduciary power over the First Defendant's shares conferred by Article 8(a) of the First Defendant's Articles of Association, arranged for the issue of a share in the First Defendant to the Second Defendant. Dr Aljuwayer instructed Walkers at this time that the Plaintiff had requested him to change the First Defendant's ownership structure so that it would be owned 50/50 by the Plaintiff and the Second Defendant. In fact, the Plaintiff had made no such request to Dr Aljuwayer and, in

telling Walkers to the contrary, Dr Aljuwayer was not telling the truth. In the circumstances, the instructions given by Dr Aljuwayer to Walkers were given for an improper purpose, namely to deprive the Plaintiff of his sole ownership of the First Defendant.

- D. The sole director of the First Defendant from 17 August 2011 until 30 August 2015 was Dr Aljuwayer. The Plaintiff and the Second Defendant did not become directors in the First Defendant until Dr Aljuwayer's resignation in August 2015.
- E. The Plaintiff did not become aware of the Second Defendant's assertion that she held a share in the First Defendant until 16 November 2016 when the Second Defendant made an offer to sell her purported shareholding in the First Defendant to the Plaintiff through the parties' respective Saudi Arabian legal advisors. The Plaintiff's response to the said offer was to seek further details surrounding the purported shareholding.
- F. The Second Defendant issued a petition to wind up the First Defendant on 17 July 2017 on alleged just and equitable grounds under section 92 (e) of the Companies Law notwithstanding that the Second Defendant ought never have been allotted a share in the First Defendant and as a consequence, the Second Defendant's *locus standi* to present a petition on just and equitable grounds is in dispute.
- G. The issue of a share in the First Defendant to the Second Defendant by Dr Aljuwayer was a clear breach of his fiduciaries duties as a director of the First Defendant. As a result of the improper allotment of the Share to the Second Defendant, the Plaintiff's shareholding in the First Defendant has been diluted by 50% and there is a risk that the First Defendant will be unlawfully wound up.
- H. In all the circumstances, the Plaintiff is entitled to orders as prayed in order to restore sole ownership of the First Defendant to the Plaintiff and ensure that the Second Defendant does not unlawfully derive benefit from the First Defendant through the improper exercise of Dr Aljuwayer's powers.

**AND LET THE DEFENDANTS** within fourteen (14) days (or, in the case of a defendant resident outside of the jurisdiction, within such other period as the court may determine) after service of this Summons on them counting the day of service, return the accompanying Acknowledgment of Service to the Courts Office, PO Box 495, George Town, Grand Cayman KY1-1106, Cayman Islands.

Dated this 4 day of January 2018



**Harney Westwood & Riegels**  
**Attorneys-at-Law for the Plaintiff**

- NOTES:**
- 1 This Summons may not be served later than four (4) calendar months (or, if leave is required to effect service out of jurisdiction, six (6) months) beginning with the above date unless renewed by order of the Court.
  - 2 If a defendant does not attend personally or by his attorney at the time and place above-mentioned such order will be made as the Court may think just and expedient.

**IMPORTANT**

Directions for Acknowledgment of Service are given with the accompanying form.

**THIS ORIGINATING SUMMONS** was issued by Harney Westwood & Riegels, Attorneys-at-Law for the Plaintiffs, whose address for service is 4<sup>th</sup> Floor, Harbour Place, 103 South Church Street, PO Box 10240, Grand Cayman KY1-1002, Cayman Islands (Ref: **NXH/GMK/049965.0001**).

## **DIRECTIONS FOR ACKNOWLEDGMENT OF SERVICE OF ORIGINATING SUMMONS**

The accompanying form of Acknowledgment of Service should be completed by an Attorney acting on behalf of the Defendant[s] or by the Defendant[s] if acting in person. After completion it must be delivered or sent by post to the Law Courts, PO Box 495, George Town, Grand Cayman KY1-1106, Cayman Islands.

### **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 Courts Office.
- 2 If you wish to defend claims made in the originating summons, or intend to attend the proceedings and to participate in them so far as necessary (although not necessarily in an adversarial manner) you should tick the "Yes" box in paragraph 2 of the Acknowledgment of Service.
- 3 For the purpose of calculating the period of fourteen (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.
- 4 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 Originating Summons)".
- 5 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 "Partner in the firm of (.....)" after his name.
- 6 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.
- 7 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.

- 8 Where the Defendant is a MINOR or a MENTAL PATIENT, the form must be completed by an Attorney acting for a guardian ad litem.
- 9 A Defendant acting in person may obtain help in completing the form at the Courts Office.

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(2) HIS ROYAL HIGHNESS PRINCE FAISAL BIN ABDULLAH BIN  
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PLAINTIFF

AND:

(3) NEW GENERATION IDEAS COMPANY LIMITED  
(4) HER ROYAL HIGHNESS PRINCESS FAHDAH HUSAIN ABDULRAHMAN  
AL-ATHEL

DEFENDANTS

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ACKNOWLEDGMENT OF SERVICE OF ORIGINATING SUMMONS

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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.**

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1. State the full name of the Defendant by whom or on whose behalf the service of the Originating Summons is being acknowledged.

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2. State whether the Defendant intends to contest or otherwise participate in the proceedings (tick appropriate box)

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YES

NO

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Service of the Originating Summons is acknowledged accordingly.

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[Attorney] for

[Defendant in Person]

Address for Service:

**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 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.

Harney Westwood & Riegels  
4th Floor, Harbour House  
103 South Church Street  
PO Box 10240  
Grand Cayman KY1-1002  
Cayman Islands  
**(Ref: NXH/GMK/049965.0001]**

Indorsement by Defendant's Attorney (or by Defendant if suing in person) of his name, address and reference, if any, in the box below.