



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

**CAUSE NO. FSD 313 OF 2020 (RPJ)**

**IN THE MATTER OF SECTION 94 OF THE COMPANIES ACT (2021 REVISION)**

**AND IN THE MATTER OF TORIDOLL AND HEYI GROUP COMPANY LIMITED**

**IN OPEN COURT  
29 JANUARY 2021  
BEFORE THE HONOURABLE JUSTICE PARKER**

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**ORDER**

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**UPON** the Winding up Petition (the "**Petition**") dated 14 December 2020 presented by Toridoll Holdings Corporation (the "**Petitioner**") for the winding up of Toridoll and Heyi Group Company Limited (the "**Company**")

**AND UPON** the oral application at the hearing by counsel for the Company for an adjournment of the Petition hearing

**AND UPON** reading the First Affirmation of Margot MacInnis affirmed on 4 December 2020, the First Affirmation of Georgia Chow affirmed on 8 December 2020, the First Affirmation of Satoshi Shinkuma affirmed on 14 December 2020, the First Affirmation of Tiphonie Wilmot affirmed on 6 January 2021, the Second Affirmation of Satoshi Shinkuma affirmed on 22 January 2021, the First Affirmation of Laima Blij affirmed on 22 January 2021, the Third Affirmation of Satoshi Shinkuma affirmed on 28 January 2021 and the First Affidavit of Elvira Pearce sworn on 28 January 2021

**AND UPON** reading the skeleton arguments filed on behalf of the Petitioner on 22 January 2021 and 28 January 2021

**AND UPON** hearing counsel for the Petitioner and the Company

**IT IS ORDERED THAT:**

1. The Company be wound up in accordance with section 92(d) of the Companies Act.

This Order is filed by Ogier, Attorneys-at-Law for the Petitioner, whose address for service is:  
89 Nexus Way, Camana Bay, Grand Cayman KY1-9009, Cayman Islands (MKS/GEL/427525.00001)



2. Ms. Georgia Chow of Grant Thornton, Hong Kong, and Ms. Margot MacInnis of Grant Thornton Specialist Services, Cayman Islands be appointed as official liquidator of the Company (the "**JOLs**").
3. The registered office of the Company be moved to HSM Corporate Services Limited, PO Box 31726, 68 Fort Street, George Town, Grand Cayman, KY1-1207, Cayman Islands.
4. The JOLs be authorised to act jointly and severally in their capacity as liquidators of the Company.
5. The JOLs shall not be required to give security for their appointment.
6. The JOLs be authorised to exercise within and outside the Cayman Islands any of the powers conferred on them by the Court pursuant to Section 110(2) and Part II of the Third Schedule of the Companies Act without further sanction or intervention of the Court.
7. The JOLs be authorised to carry out any act or exercise any power considered by them to be necessary or desirable in connection with the liquidation of the Company and the winding-up of its affairs and to prevent the dissipation of the assets of the Company and its subsidiaries in any jurisdiction.
8. The JOLs be authorised to take any such action as may be necessary or desirable to obtain recognition of the Official Liquidators and/or their appointment in any other relevant jurisdiction and to make applications to the courts of such purpose.
9. The JOLs have the power to appoint agents in the Cayman Islands, The People's Republic of China, Hong Kong and Singapore and elsewhere to do any business contemplated by this order which they are unable to do themselves or which can more conveniently be done by an agent.
10. The JOLs be authorised to take control of such of the direct and/or indirect subsidiaries of the Company (the "**Subsidiaries**") and/ joint ventures, investments, associated companies, businesses or other entities in which the Company holds an interest ( or such shares of Company) (the "**Associated Companies**" and, together with the Company and the Subsidiaries, the "**Group**"), in each case wherever located, as the JOLs shall think fit; 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,

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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 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).

11. The JOLs be at liberty to appoint counsel, attorneys, and/or any other 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 and on such terms as they may think fit and to remunerate them out of the assets of the Company.
12. The remuneration and expenses of the JOLs shall be paid out of the assets of the Company.
13. The JOLs be at liberty to apply generally to the Court to make such orders for regulating the future conduct of the affairs of the Company as the Court shall see fit.
14. The Petitioner's costs of and incidental to the Petition shall be paid forthwith out of the assets of the Company on an indemnity basis.

Dated the 3<sup>rd</sup> day of February 2021.

Filed the 3<sup>rd</sup> day of February 2021.



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**THE HONOURABLE JUSTICE PARKER  
JUDGE OF THE GRAND COURT**

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