



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 90 OF 2021 (NSJ)

IN THE MATTER OF THE COMPANIES ACT (2021 REVISION)

AND IN THE MATTER OF JIAN YING OURGAME HIGH GROWTH INVESTMENT FUND

CONSENT ORDER

UPON the consent of the Petitioner and the Fund (terms as defined in the Order dated 27 April 2021 in these proceedings (the "**Order**"))

AND UPON the Petitioner and the Fund agreeing, in good faith, to pursue directions by consent for the hearing of the Petition to avoid the need for the Summons for Directions

AND UPON the Petitioner and the Fund acknowledging that:

1. the 68,038,189 Shares (per the screenshot at page 26 of Exhibit XH1 to the First Affirmation of Xiong Hui; the "**Former Scripless Shares**") are part way through a conversion process and that the relevant share certificates appear currently to be in the name of "HKSCC Nominees Limited";
2. there may still be steps required to be taken by Guotai Junan International Holdings Limited ("**Guotai**"), or others, to ensure that the share certificates in respect of the Former Scripless Shares are registered in the name of the Fund and that those certificates are provided to Guotai; and



3. they will each provide any and all instructions and/or consents necessary to enable Guotai to take custody of the share certificates in respect of the Former Scripless Shares registered in the name of the Fund

((2) and (3) together being the **"Safe Custody Arrangement"**)

AND UPON the Fund confirming that:

- (a) insofar as it is aware: (i) the Fund beneficially and legally holds the Scrip Shares (as defined in the Second Affirmation of Xiong Hui); and, (ii) upon completion of the withdrawal of the Former Scripless Shares from CCASS the Fund will beneficially and legally hold the Former Scripless Shares;
- (b) insofar as it is aware, Guotai is in possession of the share certificates for the Scrip Shares;
- (c) it has asked Guotai to also hold the share certificates in respect of the Former Scripless Shares pending the determination of the JPL Summons; and
- (d) the Closing Date (as defined therein) under the Share Purchase Agreement dated 20 December 2019 between Choi Shun Investment Limited and the Fund (the **"SPA"**) was deferred indefinitely by agreement

AND UPON the Fund undertaking that (the **"Additional Undertakings"**):

- (i) it will not request or procure any other person to request, either directly or indirectly, that physical share certificates in respect of the Former Scripless Shares (or any of them) be removed from the custody of Guotai without the Petitioner's prior written consent (such consent not to be unreasonably withheld if



Guotai refuses to continue to hold the share certificates, seeks to convert the share certificates to scripless shares and/or seeks to levy significant charges);

- (ii) it will not take any steps, either directly or indirectly, to deal in any way (including by sale, transfer, disposition, mortgage, charge and otherwise) with any asset of the Fund, including but not limited to, the shares held by the Fund in Ourgame (whether certificated or otherwise), including any steps to convert any such shares to or from certificated form, before the determination of the JPL Summons without the Petitioner's prior written consent (such consent not to be unreasonably withheld), save as strictly necessary to meet administrative costs charged by the Fund's securities broker and/or financial institution out of the Proceeds in accordance with the second part of paragraph 4 of the Order. For the avoidance of doubt, save as specifically set out in this sub-paragraph (ii) and/or sub-paragraph (iii) below, any actions in respect of the SPA and/or the Safe Custody Arrangement do not fall within the scope of this undertaking;
- (iii) it will not agree the Closing Date under the SPA (as defined therein) before the determination of the JPL Summons without the Petitioner's prior written consent (such consent not to be unreasonably withheld); and
- (iv) it will inform the Petitioner in writing if it receives notice of any extraordinary general meeting of Ourgame within 2 calendar days of receiving such a notice and will provide written confirmation to the Petitioner as to how it intends to vote in respect of each resolution at least 7 calendar days prior to any such extraordinary general meeting of Ourgame.



The terms of the Additional Undertakings are subject to the proviso that the Fund may agree otherwise in writing with the Petitioner or appear before the Court, including on an urgent basis, to apply for a variation or discharge of the aforesaid terms.

BY CONSENT IT IS ORDERED that:

1. The Fund shall file and serve any additional evidence in response to the JPL Summons by no later than 5.00pm (Cayman Islands time) on Friday, 4 June 2021.
2. The date for the Petitioner's evidence in reply pursuant to paragraph 3 of the Order be extended from 5.00pm (Cayman Islands time) on Tuesday, 11 May 2021 to 5.00pm (Cayman Islands time) on Friday, 11 June 2021.
3. The date for the exchange of the skeleton arguments pursuant to paragraph 4 of the Order be extended from 5.00pm (Cayman Islands time) on Thursday, 13 May 2021 to 5.00pm (Cayman Islands time) on Friday, 18 June 2021.
4. The hearing of the JPL Summons listed for Friday, 14 May 2021, pursuant to paragraph 1 of the Order, be adjourned until the first available date on or after Wednesday, 23 June 2021.
5. The hearing of the Summons for Directions listed for Friday, 14 May 2021, pursuant to paragraph 6 of the Order, be adjourned until the first available date on or after Wednesday, 23 June 2021.
6. Liberty for the Petitioner to apply to have the JPL Summons and/or the Summons for Directions relisted before 23 June 2021, including on an urgent basis, if

We consent to an order in the above terms

Walkers

Walkers
for and on behalf of the Petitioner

Kobre & Kim (Cayman)

Kobre & Kim (Cayman)
for and on behalf of the Fund

THIS ORDER was filed by Walkers, Attorneys-at-Law for the Petitioner whose address for service is that of their said attorneys, 190 Elgin Avenue, George Town, Grand Cayman KY1-9001