



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

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

In Chambers  
27<sup>th</sup> April 2022  
Before the Honourable Justice Parker

**IN THE MATTER OF SECTION 94 OF THE COMPANIES ACT (2021 REVISION)  
AND IN THE MATTER OF TORIDOLL AND HEYI GROUP COMPANY LIMITED**

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**ORDER**

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**UPON** the Amended Summons of Messrs Georgia Chow and Margot MacInnis as joint official liquidators ("**JOLs**") of Toridoll and Heyi Group Company Limited (in official liquidation) (the "**Company**") dated 26 April 2022 ("**Summons**")

**AND UPON** reading the Second Affidavit of Margot MacInnis sworn on 25 April 2022 and the exhibit thereto

**AND UPON** the Judge considering the application to be suitable to be disposed of on the papers without the need for an oral hearing

**IT IS ORDERED** that:

- 1 The requirement for the JOLs to establish a liquidation committee be dispensed with in accordance with the Companies Winding Up Rules O.9, r.1(1).
- 2 The Company's entry into the Share Subscription Agreement between the Company and Toridoll and Heyi Holding Company Limited ("**THHL**") which provides that the shareholder's loan and all account receivables which the Company recognises as credit to THHL be



converted into shares newly issued by THHL, as further described in the Second Affidavit of Margot MacInnis, is hereby approved.

- 3 The Company's entry into the Share Purchase Agreement for the sale of the Company's shares in THHL to Toridoll Holding Limited ("**THL**"), as further described in the Second Affidavit of Margot MacInnis, is hereby approved.
- 4 The Company's entry into the Share Purchase Agreement for the sale of the Company's shares in Toridoll and Heyi Trading (Singapore) Pte. Ltd to Great Fortune Holdings Limited ("**Great Fortune**"), as further described in the Second Affidavit of Margot MacInnis, is hereby approved.
- 5 The Company's execution of a letter confirming that all outstanding accounts receivable owed by Toridoll and Heyi Trading (Singapore) Pte. Ltd to the Company are waived, as further described in the Second Affidavit of Margot MacInnis, is hereby approved.
- 6 The Company's entry into the Share Purchase Agreement for the sale of the Company's shares in Toridoll and Heyi (Singapore) Pte. Ltd to Great Fortune, as further described in the Second Affidavit of Margot MacInnis, is hereby approved.
- 7 The Company's execution of a letter confirming that all outstanding accounts receivable owed by Toridoll and Heyi (Singapore) Pte. Ltd to the Company are waived, as further described in the Second Affidavit of Margot MacInnis, is hereby approved.
- 8 The Company's entry into a Master Agreement which summarises the obligations of the Company, Toridoll Holdings Corporation, THHL, Great Fortune and Mr Zhou Xin in relation to the various agreements to be entered into by each party, as further described in the Second Affidavit of Margot MacInnis, is hereby approved.

9 The JOLs' costs of, and incidental to, the Summons be paid out of the assets of the Company as an expense of the official liquidation.

DATED this 27<sup>th</sup> day of April 2022

FILED this 27<sup>th</sup> day of April 2022

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