



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 231 OF 2022 (IKJ)

IN THE MATTER OF THE COMPANIES ACT (2022 REVISION) (AS AMENDED)

AND IN THE MATTER OF ORIENTE GROUP LIMITED

ORDER FOR APPOINTMENT OF RESTRUCTURING OFFICERS

UPON the application of Oriente Group Limited (the "**Company**") by way of petition dated 21 October 2022 seeking, *inter alia*, an order that Mr Kenneth Fung of FTI Consulting (Hong Kong) Limited and Mr Andrew Morrison and Mr David Griffin, both of FTI Consulting (Cayman) Ltd be appointed as restructuring officers of the Company (the "**Restructuring Officers**") (the "**Petition**")

AND UPON reading the First Affirmation of Chu Lawrence Sheng Yu affirmed on 21 October 2022, the First Affidavit of Andrew Richard Victor Morrison sworn on 19 October 2022, the First Affidavit of David Martin Griffin sworn on 19 October 2022, the First Affirmation of Kenneth Fung affirmed on 20 October 2022, the First Affirmation of Geoffrey Scott Prentice affirmed on 7 November 2022, the First Affidavit of Liu Chak Kwan Kelvin sworn on 10 November 2022, and the exhibits thereto

AND UPON reading the winding up petition presented in respect of the Company on 27 September 2022 by Tsangs Group Holdings Limited and Liu Chak Kwan Kelvin (the "**Creditors**") in Cause No. FSD 202 of 2022 (IKJ) (the "**Cayman Islands Winding Up Petition**")



AND UPON reading the winding up petition presented in respect of the Company on 10 November 2022 by the Creditors to the High Court of the Hong Kong Special Administrative Region (in Companies (Winding Up) Proceedings No. 419 of 2022) (the "**Hong Kong Winding Up Petition**")

AND UPON upon hearing counsel for the Company and upon hearing counsel for the Creditors

IT IS ORDERED that:

- 1 Mr Kenneth Fung of FTI Consulting (Hong Kong) Limited of Level 35, Oxford House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong, and Mr Andrew Morrison and Mr David Griffin, both of FTI Consulting (Cayman) Ltd, Suite 3212, 53 Market Street, Camana Bay P.O. Box 30613, Grand Cayman KY1-1203, Cayman Islands be appointed as Restructuring Officers of the Company.
- 2 The Restructuring Officers shall not be required to give security for their appointment.
- 3 The Restructuring Officers, acting jointly and severally, and without prejudice to the powers retained by the Company's board of directors (the "**Board**") pursuant to paragraph 5 below, are hereby, until further Order, authorised to take the following actions, within and outside of the Cayman Islands, without further sanction by the Court:
 - 3.1 monitor, oversee and supervise the Board in its management of the Company, and take all necessary steps to develop and implement a restructuring of the Company's financial indebtedness in consultation with the Board and under the general supervision of the Court:
 - (a) in a manner designed to allow the Company and its subsidiaries or such joint-ventures, associated company or other entities in which



the Company has an interest (the "**Group**") to continue as a going concern;

- (b) with a view to making a compromise or arrangement with the Company's creditors or any class thereof and any corporate and/or capital reorganisation of the Company and/or the Group (including but not limited to any share subscription and placement of shares in the Company and/or the Group); and
- (c) including (without limitation) by way of a scheme of arrangement between the Company and its creditors or any class thereof pursuant to section 86 and/or 91I of the Companies Act (2022 Revision) (the "**Act**" and a "**Scheme**") and/or by way of an analogous process available in any other foreign jurisdiction and/or by way of a consensual process which may include disposal of certain of the assets of the Company and/or the Group with a view to maximising value and returns for the creditors of the Company,

(the "**Restructuring**");

- 3.2 seek recognition of these proceedings (the "**Restructuring Proceedings**") and/or the appointment of the Restructuring Officers in any jurisdiction that the Restructuring Officers consider necessary, together with such other relief as they may consider necessary for the proper exercise of their functions within that jurisdiction;
- 3.3 review the actions and activities of the Board and the continuation of the business of the Company and/or the Group (and attend Board meetings of Group entities) so as to ensure that the Board is acting with a view to protecting the position of, and maximising returns to, the creditors and other stakeholders of the Company;



- 3.4 review and approve in advance filings to be made by the Company with regulatory bodies, and responses to quasi-governmental bodies as appropriate;
- 3.5 seek out investors and financiers for the purpose of investing in and/or providing finance to the Company;
- 3.6 monitor, consult with and otherwise liaise with the creditors and shareholders of the Company to determine whether the Restructuring will be successfully approved and implemented, including the establishment of a creditors' committee if deemed appropriate by the Restructuring Officers (in their absolute discretion) with such committee to operate as if it were a creditors' committee under Order 9 of the Companies Winding Up Rules, 2018 (as amended) (the "**Rules**");
- 3.7 review the financial position of the Company and the Group, and, in particular, assess the feasibility of proposals for the Restructuring;
- 3.8 operate and open or close any bank accounts in the name of and on behalf of the Company and to be joint (and not several) signatories on such bank accounts should the Restructuring Officers determine that it is appropriate or necessary to do so, and to receive funds for the purpose of paying the costs and expenses of the Restructuring Proceedings and the related Restructuring;
- 3.9 act in the name and on behalf of the Company, and execute all agreements, deeds, receipts and other documents and, for that purpose, to use the Company seal when necessary;
- 3.10 subject to the sanction of the Court for transactions in excess of US\$1 million, draw, accept, make and endorse any bill of exchange or promissory note or borrow funds for the purpose of the day to day expenses of the



Restructuring Proceedings, in the name and on behalf of the Company, with the same effect in respect of the Company's liability as if the bill or note had been drawn, accepted, made or endorsed or the loan had been entered into by or on behalf of the Company in the course of its business;

- 3.11 prove, rank and claim in the bankruptcy, insolvency or sequestration of any contributory for any balance against the estate of such contributory, and to receive dividends in the bankruptcy, insolvency or sequestration in respect of that balance, as a separate debt due from the bankrupt, insolvent or sequestrated contributory and rateably with the other separate creditors;
- 3.12 make payments to creditors which may have the effect of preferring such creditors, in order to minimise the interruption to the day to day activities of the Company;
- 3.13 to authorise the Board to exercise such of the above powers relating to the Company on such terms as the Restructuring Officers consider fit;
- 3.14 to take such steps as the Restructuring Officers may consider necessary or appropriate in respect of any and all proceedings to which the Company is party in the Cayman Islands and/or elsewhere, including but not limited to, the proceedings in respect of the Cayman Islands Winding Up Petition, the Hong Kong Winding Up Petition and the arbitration commenced on or about 27 May 2022 at the Hong Kong International Arbitration Centre; and
- 3.15 do all other things which are incidental to the exercise of the powers set out above.

4 The Restructuring Officers are hereby directed to:

- 4.1 notify all known creditors and shareholders of the Company, of their appointment in such manner as the Restructuring Officers shall determine in accordance with Order 1A, rule 7(3) of the Rules;



- 4.2 prepare a report about the financial condition of the Company within 28 days of the date hereof and at least every three months thereafter or as the Court may otherwise request from time to time (the "**Reports**"), including but not limited to the matters in Order 1A, rule 8(2) of the Rules;
 - 4.3 file the Reports with the Court, and serve the Reports on all known creditors and shareholders of the Company, in a manner to be determined by the Restructuring Officers in their absolute discretion;
 - 4.4 if deemed appropriate by the Restructuring Officers, to enter into a protocol with a foreign officeholder and/or the Board which sets out the terms upon which the foreign officeholder/Restructuring Officers and/or the Board shall cooperate with respect to the management of the Company. If entered into, such protocol to be included with the Restructuring Officers' next Report to the Court;
 - 4.5 prepare and advise upon the Restructuring, including a Scheme if appropriate and/or in respect of any other proposal in respect of the Company's indebtedness; and
 - 4.6 without limiting their powers hereunder, to discuss and consult with the Board (or any relevant sub-committee thereof) in respect of the exercise of the powers conferred on them pursuant to this Order relating to matters concerning the Company and/or the Group prior to the exercise of the same (if circumstances permit).
- 5 The Board is hereby authorised to continue to manage the Company's day-to-day affairs in all respects and exercise the powers conferred upon it by the Company's Memorandum and Articles of Association ("**M&A**");



- 5.1 subject to the Restructuring Officers' oversight and monitoring of the exercise of such powers in relation to matters relating to the ordinary course of business of the Company pursuant to paragraph 3 hereof;
- 5.2 subject to the Restructuring Officers granting prior approval of the exercise of such powers and to matters outside the ordinary course of business of the Company;

provided always that should the Restructuring Officers consider at any time that the Board is not acting in the best interests of the Company and its creditors, the Restructuring Officers shall have the power to report the same to the Court and seek such directions from the Court as the Restructuring Officers are advised to be appropriate;

- 5.3 save that, for so long as the Restructuring Officers are appointed:
 - (a) any change to the members of the Board and the members of the Board's subcommittees, other than by resignation, shall be approved by the Restructuring Officers before such change becomes effective, provided that the Restructuring Officers shall not unreasonably withhold their approval; and
 - (b) no new shares shall be issued nor shall any rights attaching to shares be altered without the prior approval of the Restructuring Officers in relation to the Company;
- 5.4 without limitation to the foregoing, the Board continues to retain the following powers:
 - (a) to continue to conduct the ordinary, day to day, business operations of the Company;



- (b) subject to paragraph 3.8 above, to continue to operate the bank accounts of the Company in the ordinary course of the Company's business; and
- (c) subject to the approval and consent of the Restructuring Officers (which will not be unreasonably withheld), to open and close bank accounts on behalf of the Company.

6 The Board is hereby directed to:

- 6.1 provide the Restructuring Officers, within 3 business days of a request for the same, with such information as they may require in order that the Restructuring Officers should be able to properly carry out their duties and functions and exercise their powers under this Order and as officers of the Court, without purporting to impose any conditions as to the confidentiality of such information or its use, including, without limitation, such information as the Restructuring Officers may reasonably require to enable them to monitor the cash-flow of the Company and the Group and to prepare the Report; and
- 6.2 provide the Restructuring Officers with advance materials, advance notice of all of the Company's Board meetings and such meetings of management or subcommittees of the Board as the Restructuring Officers may request, and to permit the Restructuring Officers to attend such meetings at their discretion and to provide promptly upon their request copies of the minutes of all such meetings.

7 That notwithstanding the presentation of the Petition and the Winding Up Petition, in the event an Order for the winding up of the Company is subsequently made on the Winding Up Petition:

- 7.1 payments made into or out of the bank accounts of the Company;



7.2 dispositions of the property of the Company; and

7.3 any transfer of shares or alteration in the status of the Company's members,

in each case, by or with the authority of the Restructuring Officers (made between the date of presentation of the Winding Up Petition and the date of any winding up order), and in the course of the Restructuring Officers carrying out their duties and functions and/or the exercise of their powers under any Order granted pursuant to the Petition, shall not be voided by virtue of section 99 of the Act.

8 Pursuant to section 91G of the Act, no suit, action or other proceedings, other than criminal proceedings, shall be proceeded with or commenced against the Company, no resolution shall be passed for the Company to be wound up and no winding up petition may be presented against the Company, except with the leave of this Honourable Court and subject to such terms as this Honourable Court may impose.

9 With respect to liabilities incurred and falling due during the period in which the Restructuring Officers are in office, in addition to the powers at paragraph 3 above, the Restructuring Officers are hereby be empowered to (subject to sections 91D and 109 of the Act, Order 20 of the Rules and the Insolvency Practitioners' Regulations 2018 (as amended) (the "**Regulations**")):

9.1 discharge debts incurred by the Company (acting by the Board and/or the Restructuring Officers) after the commencement of these Restructuring Proceedings (including those of the Company's legal and professional advisors) as expenses or disbursements properly incurred in the Restructuring Proceedings;

9.2 render and pay invoices with respect to the Restructuring Officers' remuneration at their usual and customary rates on account out of the



assets of the Company on the basis of and subject to the requirements of the Regulations;

9.3 appoint and engage clerks, servants, employees, managers and agents (whether or not as employees of the Company and whether located in the Cayman islands or elsewhere) to assist them in the performance of their duties for the purpose of the Restructuring Proceedings, and to remunerate them out of the assets of the Company as an expense of the Restructuring Proceedings on the basis of and subject to the requirements of the Regulations; and

9.4 appoint, retain and employ attorneys, barristers, solicitors or other lawyers and professional advisors either (a) jointly with the Board for and on behalf of the Company; or (b) by the Restructuring Officers personally, in the Cayman Islands, Hong Kong and/or elsewhere as the Restructuring Officers may consider necessary the purpose of advising and assisting the Restructuring Officers in the execution of their powers and the performance of their duties in accordance with Order 25 of the Rules, and to remunerate such attorneys, barristers, solicitors or other lawyers and professional advisors for their reasonable fees and expenses out of the assets of the Company as an expense of the Restructuring Proceedings on the basis of and subject to the requirements of the Regulations.

10 The title of these proceedings be appended with the words "(Restructuring Officers Appointed)".

11 The costs of and incidental to this Petition shall be paid forthwith out of the assets of the Company as an expense of the Restructuring Proceedings.

12 The Restructuring Officers be at liberty to apply generally.



13 A case management conference shall be listed for hearing on or about 11 March 2023 for the purpose of the Court assessing the progress made with respect to the formulation of any compromise or arrangement.

DATED the day of 2022

FILED the day of 2022

The Honourable Mr Justice Kawaley
JUDGE OF THE GRAND COURT

This **ORDER** was filed by Walkers, Attorneys-at-Law for the Company, whose address for service is that of its Attorneys-at-Law, Walkers, 190 Elgin Avenue, George Town, Grand Cayman, KY1-9001, Cayman Islands.

Agreed as to form and content

Walkers (Cayman) LLP

WALKERS (CAYMAN) LLP

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PARTNERSHIP**

Attorneys for the Creditors