



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD OF 2023

IN THE MATTER OF THE COMPANIES ACT (2023 REVISION)

AND IN THE MATTER OF PRECISIOBIOTIX, INC

PETITION

TO: The Grand Court of the Cayman Islands

THE HUMBLE PETITION of Tianshi Capital, Inc, of Unit 1278, 12/F, Hong Kong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong (the "**Petitioner**") shows that:

A. SUMMARY

1. The Petitioner seeks the appointment of joint official liquidators over PrecisioBiotix, Inc (the "**Company**").
2. The Petitioner is a creditor of the Company and seeks the winding up of the Company pursuant to Section 92(d) of the Companies Act (2023 Revision) (the "**Companies Act**") on the ground that the Company is unable to pay its debts.

B. BACKGROUND

3. The Petitioner is incorporated in the Independent State of Samoa.
4. The Company is an exempted company which was incorporated in the Cayman Islands on 1 November 2013 with registration number 282348 and which has its registered office at CO Services

This Petition was presented by Campbells LLP of Floor 4, Willow House, Cricket Square, George Town, Grand Cayman KY1-9010, Cayman Islands, Attorneys at Law for the Petitioner, whose address for service is that of their attorneys. (Ref: PDK/CEA – 00439/41397)

Cayman Limited, PO Box 10008, Willow House, Cricket Square, Grand Cayman, Cayman Islands. The Company is a precision biological antibacterial company that utilizes lysins, phages and novel delivery systems to create best or first-in-class treatments for large unmet or under met bacterial conditions, with a focus on skin. The Company carries on its business both in Canada and China.

C. PARTICULARS OF THE DEBT

5. Pursuant to the terms of a series of Convertible Loan Agreements entered into between the Company and the Petitioner dated 19 January 2021, 25 February 2021, 12 March 2021, 26 March 2021, 15 April 2021, 8 May 2021, 3 June 2021, 6 July 2021, 6 August 2021, 31 August 2021, 8 November 2021, 6 December 2021, 12 January 2022, 9 February 2022, 11 March 2022 and 12 April 2022 (the “**Loan Agreements**”), the Petitioner lent the Company the following sums:

Date of Loan Agreement	Sum lent (USD)	Date of lending
19 January 2021	250,000	2 February 2021
25 February 2021	250,000	26 February 2021
12 March 2021	250,000	12 March 2021
26 March 2021	250,000	2 April 2021
15 April 2021	250,000	15 April 2021
8 May 2021	250,000	10 May 2021
3 June 2021	250,000	4 June 2021
6 July 2021	250,000	6 July 2021
6 August 2021	250,000	9 August 2021
31 August 2021	250,000	31 August 2021
8 November 2021	250,000	12 November 2021
6 December 2021	250,000	6 December 2021

2

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12 January 2022	250,000	12 January 2022
9 February 2022	250,000	9 February 2022
11 March 2022	250,000	11 March 2022
12 April 2022	250,000	9 May 2022

6. The Petitioner therefore lent the Company a total sum of US\$ 4,000,000 pursuant to the Loan Agreements.
7. Under the terms of the Loan Agreements, the Company agreed to pay to the Petitioner interest on the outstanding principal amount of the sums lent at a contractual rate of 8% per annum, calculated on the basis of a year of 365 days for the actual number of days elapsed.
8. The Company is therefore indebted to the Petitioner in the total sum of US\$4,424,493.15 inclusive of interest up to, and including, 13 December 2022, which sum is due and owing.

D. STATUTORY DEMAND

9. In light of the matters set out above, the Petitioner caused a statutory demand under Section 93(a) of the Companies Act to be hand-delivered to the registered office of the Company on 13 December 2022 (the “**Statutory Demand**”) under which the Petitioner demanded payment of total indebtedness as at that date in the amount of US\$4,424,493.15 (the “**Statutory Demand Debt**”).
10. The Statutory Demand notified the Company that if the Statutory Demand Debt was not paid within 21 days, the Company would be deemed to be insolvent and that a winding up petition would be presented against the Company in accordance with Section 92(d) of the Companies Act.
11. As at the date of this petition, the Company has failed to make payment to the Petitioner in respect of the Statutory Demand Debt, or any other amounts due and owing.

3

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E. RELIEF SOUGHT

12. In the premises:
 - a) the Petitioner is a creditor of the Company and has standing to present this petition under Section 94(1)(b) of the Companies Act; and
 - b) the Company is unable to pay its debts pursuant to Section 92(d) of the Companies Act and is therefore insolvent and should be wound up.
13. The Petitioner nominates Mr. Declan Magennis and Mr. Russell Smith of BDO CRI (Cayman) Ltd. to act as joint official liquidators of the Company.

YOUR PETITIONER THEREFORE HUMBLY PRAYS AS FOLLOWS:

1. The Company be wound up by the Court in accordance with the Companies Act.
2. Mr. Declan Magennis and Mr. Russell Smith of BDO CRI (Cayman) Ltd. be appointed as joint official liquidators of the Company (the "JOLs").
3. The JOLs shall not be required to give security for their appointment.
4. The JOLs have the power to act jointly and severally in their capacity as liquidators of the Company.
5. The JOLs be authorised to do any acts or things considered by them to be necessary or desirable in connection with the liquidation of the Company and the winding up of its affairs in the Cayman Islands and/or elsewhere.
6. The JOLs be authorised to take any such action as may be necessary or desirable to obtain recognition of the JOLs and / or their appointment and / or powers in any other relevant jurisdiction

4

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and to make applications to the courts of such jurisdictions for that purpose.

7. In addition to the powers set out in Part II of the Third Schedule to the Companies Act, the JOLs be authorised to exercise all of the powers set out in Part I of the Third Schedule to the Companies Act pursuant to Section 110(2) of the Companies Act without requiring further sanction of the Court.
8. The JOLs be at liberty to appoint such counsel, attorneys, 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 in accordance with Order 25 of the Companies Winding Up Rules, 2018.
9. No disposition of the property of the Company by or with the authority of the JOLs in carrying out their duties and functions and the exercise of their power under any Order granted pursuant to this petition shall be voided by virtue of Section 99 of the Companies Act.
10. Subject to Section 109(2) of the Companies Act and the Insolvency Practitioners' Regulations, 2018, the JOLs be authorised to render and pay invoices out of the assets of the Company for their own remuneration.
11. The JOLs be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties and, for the avoidance of doubt, all such payments shall be made as and when they fall due out of the assets of the Company as an expense of the liquidation.
12. The JOLs be at liberty to apply generally.
13. The Petitioner's costs of and incidental to the Petition shall be paid forthwith out of the assets of the Company as an expense of the liquidation, such costs to be taxed on the indemnity basis if not agreed with the JOLs.
14. That the Receivers be authorised to exercise the following powers:

5

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- To pay any class of creditors in full;
 - To make any compromise or arrangement with creditors or persons claiming to be creditors or having or alleging themselves to have any claims (present or future, certain or contingent, ascertained or sounding only in damages) against the segregated assets of the Fund or for which the segregated assets of the Fund may be held liable;
 - To compromise on such terms as may be agreed all debts or liabilities (present or future, certain or contingent, ascertained or sounding only in damages) as between the Fund and any party against whom the Fund may have a claim;
 - To deal with all questions in any way relating to or affecting the assets or the orderly closure of the Fund;
 - To engage staff to assist them in the performance of their functions;
 - To engage attorneys and other professionally qualified persons in the Cayman Islands or elsewhere to assist them in the performance of their functions;
 - To take possession of, collect and get in the segregated assets of the Fund and for that purpose to take all such proceedings as they consider necessary;
 - To do all acts and execute, in the name of an on behalf of the Fund, all deeds, receipts and other documents;
 - To convene meetings of creditors; and
 - To do all other things incidental to the exercise of their powers.
15. That any act required or authorised to be done by the JOLs may be done by any one of them.

16. Such further or other relief as the Court deems appropriate.

Dated the 13th day of January 2023



Campbells LLP

This Petition and the verifying and supporting affidavits of Mark Engel and Russell Smith are intended to be served on the Company.

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman, on *10 March 2023* at *9:30 am/pm*

Any correspondence or communication with the Court relating to the hearing of this Petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone (345) 949 4296.

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