



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD

OF 2024 ()

(RPJ)

IN THE MATTER OF SECTION 238 OF THE COMPANIES ACT (AS REVISED)

AND IN THE MATTER OF WINTRIX DC GROUP

PETITION

To the Grand Court of the Cayman Islands

The humble petition of WinTriX DC Group, whose registered office is at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, (the "**Petitioner**") shows that:

- 1 The Petitioner, formerly known as Chindata Group Holdings Limited, is and was at all material times incorporated as an exempted limited company under the laws of the Cayman Islands.
- 2 The Petitioner is a leading carrier-neutral hyperscale data center solution provider in Asia-Pacific emerging markets, focusing on the China, India and Southeast Asia markets. Its data centers are highly integrated, specialized and mission-critical infrastructure used by its clients to analyze, manage and store their clients' most important data, business

FILED by Maples and Calder (Cayman) LLP, attorneys for the Petitioner, whose address for service is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: CJM/MKS/AID/753588.25/76995316v4)

systems and processes. It has more than 33 hyperscale data centres across China, India and Malaysia.

- 3 At all material times prior to the merger described in more detail in paragraphs 5 to 8 below (the "**Merger**"), the Petitioner's Class A ordinary shares, each with a par value of US\$0.00001, were represented by American depositary shares ("**ADS**") that were listed on the Nasdaq Global Select Market under the symbol "CD", with each ADS representing two Class A ordinary shares.
- 4 The Petitioner brings this Petition pursuant to section 238(9) of the Companies Act (As Revised) in connection with the Merger and seeks this Honourable Court's determination of the fair value of the shares in the Petitioner held by the dissenting shareholders named in the Verified List enclosed with this Petition (the "**Dissenters**"), together with the fair rate of interest, if any, on the amount payable by the Petitioner to the Dissenters.
- 5 On 11 August 2023 the Petitioner executed a merger agreement with BCPE Chivalry Bidco Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands (the "**Parent**") and BCPE Chivalry Merger Sub Limited, an exempted company incorporated under the laws of the Cayman Islands and a wholly owned subsidiary of the Parent (the "**Merger Agreement**" and "**Merger Sub**" respectively).
- 6 The consideration for the Merger was US\$4.30 per share or US\$8.60 per ADS (the "**Per Share Merger Consideration**").
- 7 On 4 December 2023 at 10.30 a.m. (Beijing time) the Petitioner held an Extraordinary General Meeting, at which a special resolution approving the Merger Agreement was passed.
- 8 On 18 December 2023 the Plan of Merger was executed and filed with the Registrar of Companies of the Cayman Islands. The Certificate of Merger was issued by the Registrar on the same date and the Merger became effective with the result that, pursuant to the Merger Agreement, Merger Sub merged with and into the Petitioner and ceased to exist, with the Petitioner continuing as the surviving company.

- 9 During the period 14 November 2023 to 28 November 2023, the Dissenters served on the Petitioner their written objections to the Merger in accordance with section 238(2) of the Companies Act.
- 10 On 27 December 2023 the Petitioner sent to each of the Dissenters, save for Camelot Event-Event Driven Fund, a series of Frank Funds Trust, notices of authorisation of the Merger, notifying the Dissenters that the Merger had been approved at the Extraordinary General Meeting in accordance with section 238(4) of the Companies Act.
- 11 On 4 January 2024 the Petitioner sent Camelot Event-Event Driven Fund, a series of Frank Funds Trust ("**Camelot**") a notice of authorisation of the Merger, notifying Camelot that the Merger had been approved at the Extraordinary General Meeting as required under section 238(4) of the Companies Act.
- 12 During the period 28 December 2023 to 16 January 2024 the Dissenters notified the Petitioner of their dissent to the Merger in accordance with section 238(5) of the Companies Act.
- 13 On 23 January 2024 the Petitioner made a fair value offer to the Dissenters solely for the purpose of section 238(8) of the Companies Act and without prejudice to the Petitioner's position at trial. The fair value offer was a payment of US\$4.30 per share, being the Per Share Merger Consideration.
- 14 A Verified List containing the names and addresses of all shareholders of the Petitioner who have delivered a notice under section 238(5) of the Companies Act and with whom agreement as to the fair value of their shares has not been reached is filed with this Petition.

YOUR PETITIONER THEREFORE HUMBL Y PRAYS THAT:

- (1) This Honourable Court determines the fair value of the Dissenters' shares, together with a fair rate of interest, if any, on the amount payable by the Petitioner to the Dissenters.
- (2) The Petitioner's costs of and incidental to the Petition be paid by the Dissenters.

- (3) This Honourable Court makes such further order or grants such further relief as it deems appropriate.

DATED this 23rd day of February 2024

FILED this 23rd day of February 2024

Maples and Calder (Cayman) LLP

Maples and Calder (Cayman) LLP
Attorneys-at-Law for the Petitioner

NOTE: This Petition is intended to be served on the Dissenters by service on their respective Attorneys.

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD OF 2024 ()

IN THE MATTER OF SECTION 238 OF THE COMPANIES ACT (AS REVISED)
AND IN THE MATTER OF WINTRIX DC GROUP

VERIFIED LIST PURSUANT TO SECTION 238(9)(b)
OF THE COMPANIES ACT (AS REVISED)

This is the Verified List of the Petitioner referred to in the Petition and filed pursuant to section 238(9)(b) of the Companies Act (As Revised).

S/n	Dissenter / Member	Address	Number of Shares Dissented
1.	Citadel Multi-Asset Master Fund Ltd	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands	6,667,282
2.	405 ACM Ltd.	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands	2,788,572
3.	Alpine Partners (BVI), L.P.	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands	14,260,000
4.	Athos Asia Event Driven Master Fund	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709,	5,860,556

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S/n	Dissenter / Member	Address	Number of Shares Dissented
		Grand Cayman KY1-1107, Cayman Islands	
5.	Corbin ERISA Opportunity Fund, Ltd	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands	1,230,194
6.	FMAP ACL Limited	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands	6,104,282
7.	FourWorld Global Opportunities Fund, Ltd.	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands	1,460,928
8.	FourWorld Special Opportunities Fund, LLC	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands	2,045,204
9.	FW Deep Value Opportunities Fund I, LLC	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands	1,080,194
10.	WUSO Holdings Corporation	c/o Collas Crill LLP, Floor 2, Willow House, Cricket Square, PO Box 709, Grand Cayman KY1-1107, Cayman Islands	6,020,002
11.	Blackwell Partners LLC - Series A	c/o Campbells, 1301, 13/F, York House, The Landmark, 15 Queen's Road Central Hong Kong	3,065,646
12.	Maso Capital Investments Ltd	c/o Campbells, 1301, 13/F, York House, The Landmark, 15 Queen's Road Central Hong Kong	300,446
13.	Star V Partners LLC	c/o Campbells, 1301, 13/F, York House, The Landmark, 15 Queen's Road Central Hong Kong	987,954
14.	MSIV LLC	c/o Campbells, 1301, 13/F, York House, The Landmark, 15 Queen's Road Central Hong Kong	7,133,072
15.	Oasis Core Investments Fund Ltd	c/o Ogier, 11 th Floor, Central Tower, 28 Queen's Road Central, Hong Kong	31,000,000
16.	Oasis Focus Fund LP	c/o Ogier, 11 th Floor, Central Tower, 28 Queen's Road Central, Hong Kong	35,890,320

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S/n	Dissenter / Member	Address	Number of Shares Dissented
17.	Muirfield Value Partners, LP	c/o Carey Olsen, Willow House, Cricket Square, Grand Cayman, KY1-1001	5,020,564
18.	Wexford Focused Trading Fund	c/o Carey Olsen, Willow House, Cricket Square, Grand Cayman, KY1-1001	85,484
19.	Wexford Spectrum Trading Fund	c/o Carey Olsen, Willow House, Cricket Square, Grand Cayman, KY1-1001	1,142,858
20.	Wexford Catalyst Trading Fund	c/o Carey Olsen, Willow House, Cricket Square, Grand Cayman, KY1-1001	371,658
21.	Canada Pension Plan Investment Board	c/o Walkers (Hong Kong), 15th Floor, Alexander House, 18 Charter Road, Central Hong Kong	21,896,412
22.	MY Asian Opportunities Master Fund, L.P.	MY Asian Opportunities GP Limited on behalf of MY Asian Opportunities Master Fund, LP, c/o MY Alpha Management HK Advisors Limited, Unit 201, 2/F, 100 QRC, 100 Queen's Road Central, Hong Kong	12,696,000
23.	Camelot Event-Driven Fund, a series of Frank Fund Trust	c/o Carey Olsen, Willow House, Cricket Square, Grand Cayman, KY1-1001	166,176
Total			167,273,804

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