



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

CAUSE NO: FSD 129 OF 2024 (IKJ)

**IN THE MATTER OF THE COMPANIES ACT (2023 REVISION)
AND IN THE MATTER OF FLOREAT PRINCIPAL INVESTMENT MANAGEMENT LIMITED**

WINDING UP PETITION

To the Grand Court

The humble petition of Credit Suisse London Nominees Limited, a company incorporated under the laws of England and Wales (the **Petitioner**) whose registered office is situated at Compliance Department, Credit Suisse, Private Banking, 16th Floor, Five Cabot Square, London, E14 4QR, acting by way of Mr Michael Pearson and Ms Trudy-Ann Scott of FFP Limited, 2nd Floor, Harbour Centre, 159 Mary Street, George Town, Grand Cayman, Cayman Islands as Receivers over certain shares held by the Petitioner in Principal Investing Fund I Limited, Long View II Limited and Global Fixed Income Fund I Limited, shows that:

1. The Petitioner presents this petition for the winding up of Floreat Principal Investment Management Limited (the **Company**) and the appointment of Karen Scott and Russell Homer of Chris Johnson Associates Ltd as joint official liquidators.
2. The Company is an exempted company registered pursuant to the Companies Act (2023 Revision) (as amended) (the **Companies Act**). It was incorporated on 21 February 2018 with registration number 333406. The registered office of the Company is c/o Walkers Corporate Limited, 190 Elgin Avenue, George Town, Cayman Islands.
3. The Petitioner is a creditor of the Company and seeks the winding up of the Company on the basis that the Company is unable to pay its debts.

The business of the Company

4. The Company is understood to carry on business in relation to holding management shares in, and providing investment management services to, investment funds, or at least in relation to Principal Investing Fund I Limited. The Petitioner has limited information regarding the Company, but believes that any creditors are likely to be located in the Cayman Islands due to the nature of the business of the Company.

The Debts

5. The Company is indebted to the Petitioner in the sum of US\$5,600,000 pursuant to the Interim Costs Order (defined below). The Petitioner is therefore a creditor of the Company.
6. The Company is further indebted to the Petitioner for the further costs payable pursuant to the Costs Order (defined below) over and above the Interim Payment (defined below), those costs being subject to taxation. The Petitioner is therefore a contingent or prospective creditor of the Company.
7. In the Winding Up Proceedings in relation to Principal Investing Fund I Limited under Cause No FSD 268 of 2021 (IKJ) (**PIF Petition**), by the Order dated 27 July 2023 (**Costs Order**), the Grand Court ordered the Company (which was the Second Respondent in those proceedings) to pay the Petitioner's costs of the PIF Petition (the Petitioner also being the Petitioner in those proceedings). Whilst certain limited costs orders were made in favour of the Company, the Court recognised that the Petitioner was the substantial net beneficiary of the various costs orders and therefore ordered, at paragraph 15 of the Costs Order that the Company "*shall make a payment to the Petitioner on account of the costs that it has been ordered to pay in these proceedings, the amount and timing of such payment to be determined...*", with the Costs Order going on to set out directions for the filing of evidence and submissions, and then for a determination to be made on the papers.
8. Following the filing of evidence and written submissions in relation to the quantum and timing of the payment on account of costs ordered at paragraph 15 of the Costs Order, the Grand Court determined the matter on the papers and, by its Judgment delivered on 26 January 2024 (**Interim Costs Judgment**), ruled that the sum of US\$5,600,000 should be paid by the Company to the Petitioner way of payment on account, and that such payment should be made within 28 days.
9. By the Order of the Grand Court dated 29 January 2024, reflecting the Interim Costs Judgment, the Company was ordered to make a payment in the sum of US\$5,600,000 (**Interim Payment**) on account of the costs that it has been ordered to pay in those proceedings (**Interim Costs Order**).

10. In particular, paragraph 1 of the Interim Costs Order provides:

"The [Company] shall make a payment in the sum of US\$5,600,000 on account of the costs that it has been ordered to pay in these proceedings, such payment to be made in cleared funds to the Petitioner's attorney by the date 28 days from the date of this Order"
11. The Interim Payment was ordered to be made by the date 28 days from the date of the Order, and therefore fell to be paid on or before the date 28 days from 29 January 2024, that date being the 26 February 2024.
12. The Company failed to pay the sum of US\$5,600,000 (or any part thereof) to the Petitioner on or before 26 February 2024 (or any time thereafter).
13. The Petitioner has made application to the Company for payment of the Interim Payment, but the Company has failed and neglected to pay or satisfy the same or any part thereof.
14. Further, the Petitioner is a contingent creditor of the Company for the balance of the costs awarded by the Costs Order, such costs being subject to taxation.
15. The Petitioner duly served its Bill of Costs in relation to the Costs Order on the Company on 24 January 2024, such Bill of Costs detailing the Petitioner's claim in the taxation proceedings for the total sum of US\$17,967,958.69.
16. The Petitioner and the Company have agreed, as recorded in the Consent Order in the PIF Petition dated 4 March 2024, that the time for commencing taxation proceedings in relation to the Costs Order be extended to 24 May 2024.
17. The Petitioner anticipates that the taxation proceedings will complete within a period of 3-6 months from commencement and that it will, at the conclusion of those proceedings, be awarded a sum for its costs by the taxing officer significantly in excess of the Interim Payment. Noting the way in which the Court calculated the quantum of the Interim Payment, the further costs liability over and above the Interim Payment is expected to be at the absolute lowest at least a further US\$5,600,000, and is in fact, noting that some costs have been awarded on the indemnity basis, expected to be significantly higher (**Further Costs Payment**).
18. The Petitioner is therefore a contingent creditor for the significant sum of the Further Costs Payment, such liability being contingent only on the completion of the taxation process. Given that the Company is unable to pay the Interim Costs Payment, the Petitioner has no basis to believe that the Company will be in a financial position to make the Further Costs Payment.

Grounds for Winding Up

19. The Company is liable to be wound by the Court pursuant to section 92(d) of the Companies Act as it is unable to pay its debts.

Failure to satisfy statutory demand – section 93(a) Companies Act

20. On 27 February 2024, a statutory demand (**Statutory Demand**) in the form prescribed by the Companies Winding Up Rules (2023 Consolidation) (the **CWR**) was served on the Company at its registered office demanding payment of the Interim Payment pursuant to the Interim Costs Order.
21. Pursuant to CWR Order 2, rule 2(6), the Statutory Demand included a statement that if payment was not made within 21 days of the date upon which it was served on the Company, the Company would be deemed to be insolvent and a winding up petition may be presented against the Company in accordance with section 92(d) of the Companies Act.
22. To date, the Interim Payment has not been paid. Accordingly, the Interim Payment remains outstanding in full as of the date of presentation of this Petition.
23. Based on the Company's failure to satisfy the Statutory Demand or otherwise make arrangements for the payment of the Interim Payment, the Company is deemed to be unable to pay its debt and is liable to be wound up.

Company unable to pay debts – section 93(c) Companies Act

24. Further or alternatively, in the premises, and noting the Company's failure to pay the Interim Payment and its breach thereby of the Interim Costs Order, it can readily be inferred that the Company does not have sufficient liquid assets to pay the Interim Payment or the Further Costs Payment, and therefore that the Company is unable to pay its debts.

Proposed Official Liquidators

25. Karen Scott and Russell Homer of Chris Johnson Associates Limited, Elizabethan Square, PO Box 2499, 80 Shedden Road, George Town, Grand Cayman KY1-1104, Cayman Islands have undertaken due conflicts checks and diligence in relation to the Company and meet the residency, eligibility and insurance requirements of the Insolvency Practitioners Regulations (2023 Consolidation). Karen Scott and Russell Homer also consent to their appointment as joint official liquidators.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

- (1) The Company be wound up in accordance with the Companies Act.
- (2) Karen Scott and Russell Homer of Chris Johnson Associates Ltd, Elizabethan Square, PO Box 2499, 80 Shedden Road, George Town, Grand Cayman KY1-1104, Cayman Islands 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 take any such action as may be necessary or desirable to obtain recognition of the JOLs and/or their appointment in any other relevant jurisdiction and to make applications to the courts of such jurisdictions for that purpose.
- (6) The JOLs be authorised to exercise the following powers listed in Part I of Schedule 3 to the Companies Act and section 110(2) thereof, without function sanction or intervention of the Court:
 - a. The power to bring or defend any extant action or other legal proceeding in the name and on behalf of the Company.
 - b. The power to carry on the business of the Company so far as may be necessary for its beneficial winding up.
 - c. The power to engage staff (whether or not as employees of the Company) to assist that person in the performance of that person's functions.
 - d. The power to engage attorneys and other professionally qualified persons to assist that person in the performance of that person's functions.
- (7) The JOLs be authorised to exercise any of the powers listed in Part II of Schedule 3 to the Companies Act and section 110(2) thereof, without further sanction or intervention of the Court.
- (8) The JOLs be authorised to do any act or thing 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 or elsewhere.
- (9) 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 CWR Order 25.

- (10) No disposition of the Company's property by or with the authority of the JOLs in carrying out their duties and functions and exercise of their powers under this Order shall be voided by virtue of section 99 of the Companies Act.
- (11) Subject to section 109(2) of the Companies Act and the Insolvency Practitioner's Regulations (2023 Consolidation), the JOLs be authorised to render and pay invoices out of the assets of the Company for their own remuneration.
- (12) 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.
- (13) The Petitioner's costs shall be paid 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) Such further or other relief be granted as the Court deems appropriate.

Dated this 24th day of April 2024

Filed this 26th day of 2024

Appleby (Cayman) Limited

Appleby (Cayman) Ltd.
Attorneys-at-Law for the Petitioner

TIME ESTIMATE: The estimated length of the hearing of this Petition is 1 hour.

NOTE: This petition is intended to be served on the Company at its registered office.

This **Petition** is presented by Appleby (Cayman) Ltd, Attorneys-at-Law for the Petitioner, whose address for service is 9th Floor, 60 Nexus Way, PO Box 190, Camana Bay, Grand Cayman, Cayman Islands KY1-1104

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman on 5th July 2024 at 10:00 am.

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 no. 349 949 4296.