

Amended this 21st day of June 2024 pursuant to the Order of the Hon Justice Asif dated 20th June 2024



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

**IN THE MATTER OF THE APPLICATION FOR INTERIM RELIEF UNDER SECTION 11A
OF THE GRAND COURT ACT (2015 REVISION) AND SECTION 54 OF THE
ARBITRATION ACT, 2012**

CAUSE NO: FSD 0191 OF 2024 (JAJ)

BETWEEN **COACH KECHENG WEI** **PLAINTIFF**

AND

(1) NEURAL GALAXY INC.

(2) HESHENG LIU

(3) GOUPING FENG

(4) ROBERT DESIMONE

DEFENDANTS

**AMENDED ORIGINATING SUMMONS AND
ARBITRATION APPLICATION**

TO: **Neural Galaxy Inc** of 3-212 Governors Square, 23 Lime Tree Bay Avenue, P.O. Box 30746, Seven Mile Beach, Grand Cayman KY-1203, Cayman Islands.

AND TO: **Hesheng Liu**, of Neural Galaxy Inc, 1500 District Avenue, Burlington MA 0180.

AND TO: **Guoping Feng** of Neural Galaxy Inc, 1500 District Avenue, Burlington MA 0180.

AND TO: **Robert Desimone** of Neural Galaxy Inc, 1500 District Avenue, Burlington MA 0180.

LET THE DEFENDANTS within (i) 14 days after service of this Summons on the First Defendant and (ii) such time as may be fixed by the Court after service of this Summons on the Second to Fourth Defendants, counting the day of service, return the accompanying Acknowledgement of Service to the Courts office, PO Box 190, George Town, Grand Cayman.

By this Summons, which is issued on the application of Plaintiff of 68-1 Longhy Yanlan Mountain, Houshayu, Shunyi District, Beijing, China, the Plaintiff claims against the Defendants for the following orders:

1. For an interim injunction against the Defendants in the form of the enclosed draft Order at Annex A.
2. Such further and other relief as this Honourable Court may deem just and equitable.

If the Defendants do not acknowledge service, such judgment may be given or order made against or in relation to them as the Court may think just and expedient.

Dated this 18th day of June 2024

Re-dated on 21st day of June 2024



APPLEBY (CAYMAN) LTD.

NOTES:

1. This Summons may not be served later than 4 calendar months (or, if leave is required to effect service out of the jurisdiction, 6 months) beginning with the above date unless renewed by order of the Court.
2. If a defendant does not attend personally or by his attorney at the time and place above-mentioned such order will be made as the Court may think just and expedient.

IMPORTANT

Directions for Acknowledgement of Service are given with the accompanying form.

This Amended Originating Summons and Arbitration Application was issued by Appleby (Cayman) Ltd., of 9th Floor, 60 Nexus Way, PO Box 190, Camana Bay, Grand Cayman KY1-1104, Cayman Islands, Attorneys-at-Law for the Plaintiff, whose address for service is that of its said attorneys (Ref. 466114.0001/AB/DC)

**DIRECTIONS FOR ACKNOWLEDGEMENT OF SERVICE
OF ORIGINATING SUMMONS**

The accompanying form of Acknowledgement of Service should be completed by an Attorney acting on behalf of the Defendant or by the Defendant if acting in person. After completion it must be delivered or sent by post to the Law Courts, PO Box 495G, George Town, Grand Cayman.

Notes for Guidance

1. Each Defendant (if there are more than one) is required to complete an Acknowledgement of Service and return it to the Courts Office.
2. If you wish to defend claims made in the originating summons, or intend to attend the proceedings and to participate in them so far as necessary (although not necessarily in an adversarial manner) you should tick the "Yes" box in paragraph 2 of the acknowledgment of service.
3. For the purpose of calculating the period of 14 days for acknowledging service, a writ served on the Defendant personally is treated as having been served on the day it was delivered to him.
4. Where the Defendant is sued in a name different from his own, the form must be completed by him with the addition in paragraph 1 of the words "sued as (the name stated on the Originating Summons)".
5. Where the Defendant is a FIRM and an attorney is not instructed, the form must be completed by a PARTNER by name, with the addition in paragraph 1 of the description "Partner in the firm of ([insert name of firm])" after his name.
6. Where the Defendant is sued as an individual TRADING IN A NAME OTHER THAN HIS OWN, the form must be completed by him with the addition in paragraph 1 of the description "trading as ([insert name trading under])" after his name.
7. Where the Defendant is a LIMITED COMPANY the form must be completed by an Attorney or by someone authorised to act on behalf of the Company, but the Company can take no further step in the proceedings without an Attorney acting on its behalf.
8. Where the Defendant is a MINOR or a MENTAL PATIENT, the form must be completed by an Attorney acting for a guardian *ad litem*.
9. A Defendant acting in person may obtain help in completing the form at the Courts Office.

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CAUSE NO: FSD OF 2024

BETWEEN

COACH KECHENG WEI

PLAINTIFF

AND

(1) NEURAL GALAXY INC.

(2) HESHENG LIU

(3) GOUPING FENG

(4) ROBERT DESIMONE

DEFENDANTS

**ACKNOWLEDGEMENT OF SERVICE
OF ORIGINATING SUMMONS**

If you intend to instruct an Attorney to act for you, give him this form IMMEDIATELY.

Important: Read the accompanying directions and notes for guidance carefully before completing this form. If any information required is omitted or given wrongly, **THIS FORM MAY HAVE TO BE RETURNED.**

1. State the full name of the Defendant by whom or on whose behalf the service of the Originating Summons is being acknowledged:

State whether the Defendant intends to contest or otherwise participate in the proceedings (tick appropriate box)

Yes

No

Service of the Originating Summons is acknowledged accordingly

Dated this day of

**[Attorneys] for
[Defendant in person]**

Address for service:
[Address]

Notes on address for service

[Notes]

Attorney: where the Defendant is represented by an attorney, state the attorney’s place of business in the Cayman Islands. A Defendant may not act by a foreign attorney.

Defendant in person: where the Defendant is acting in person, he must give his post office box number and the physical address of his residence or, if he does not reside in the Cayman Islands, he must give an address in Grand Cayman where communications for him should be sent. In the case of a limited company, “residence” means its registered or principal office.

Please complete overleaf

Indorsement by Plaintiff's Attorney (or by plaintiff if suing in person) of his name, address and reference, if any, in the box below.

Appleby (Cayman) Ltd.
Attorneys-at-Law
9th Floor
60 Nexus Way
PO Box 190,
Camana Bay
Grand Cayman KY1-1104
Cayman Islands
(Ref.: 466114.0001)

Indorsement by defendant's Attorney (or by defendant if suing in person) of his name, address and reference, if any, in the box below.

[Insert Address]

(Ref: [Reference])

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BETWEEN	COACH KECHENG WEI	PLAINTIFF
AND	(1) NEURAL GALAXY INC.	
	(2) HESHENG LIU	
	(3) GOUPING FENG	
	(4) ROBERT DESIMONE	
		DEFENDANTS

[DRAFT] ORDER

PENAL NOTICE

IF YOU, THE 1st – 4th DEFENDANTS DISOBEY THIS ORDER YOU MAY BE HELD TO BE IN CONTEMPT OF COURT AND MAY BE LIABLE TO BE IMPRISONED, FINED OR HAVE YOUR ASSETS SEIZED.

ANY OTHER PERSON, PARTICULARLY INCLUDING THE DIRECTORS OR AGENTS OF NEURAL GALAXY INC, WHO KNOWS OF THIS ORDER AND DOES ANYTHING WHICH HELPS OR PERMITS THE 1st – 4th DEFENDANTS TO BREACH ITS TERMS MAY ALSO BE HELD TO BE IN CONTEMPT OF COURT AND MAY BE LIABLE TO BE IMPRISONED, FINED OR HAVE THEIR ASSETS SEIZED.

THE ORDER

An application was made today [date] by Counsel for Mr Wei, the Plaintiff, to Justice [name]. Upon hearing Counsel for the Plaintiff, Justice [name] heard the application and read the affidavits listed in Schedule 2 at the end of this Order.

As a result of the application, **IT IS ORDERED** that:

1. INTERIM INJUNCTION

- (1) Until the Plaintiff can apply to the arbitral tribunal or the High Court of Hong Kong for interim injunctive relief pending the final arbitral award in the same or similar terms to paragraphs 1(a)-(c) of this Order, in the arbitration commenced by the Plaintiff on 17 June 2024 by way of service of the Notice of Arbitration dated 17 June 2024 at Hong Kong International Arbitration Centre in Hong Kong and pursuant to clause 10.6 of the Fourth Amended and Restated Shareholders Agreement made between the parties hereto and other parties named therein and dated 31 July 2021 (**SHA**):
 - (a) The First Defendant, whether by itself, its servants, agents, proxies or otherwise howsoever shall not:
 - i. pass any resolution or purport to give effect to any resolution of the Second to Fourth Defendants which removes or purports to remove the Plaintiff from the board of directors of the First Defendant;
 - ii. remove the Plaintiff from the register of directors of the First Defendant.
 - (b) The Second to Fourth Defendants whether by themselves, their servants, agents, proxies or otherwise howsoever shall not pass any resolution whether at the meeting of the Founders (as defined in the SHA) purportedly convened by resolution of the board of directors of the Plaintiff on 7 June 2021 and scheduled to take place at 10am Eastern Standard Time / 10pm China Standard Time on 21 June 2024, or at all, which removes or purports to remove the Plaintiff as a director of the First Defendant.
 - (c) The Defendants (and each of them) whether by themselves, their servants, agents, proxies or otherwise howsoever shall not remove or purport to remove the Plaintiff as a director of the First Defendant by any other means.

2. EFFECT OF THIS ORDER

- (1) A Defendant who is an individual who is ordered not to do something must not do it himself or in any other way. He must not do it through others acting on his behalf or on his instructions or with his encouragement.
- (2) A Defendant which is a corporation and which is ordered not to do something must not do it itself or by its directors, officers, employees, or agents, or in any other way

3. SERVICE OUT OF THE JURISDICTION AND SUBSTITUTED SERVICE

- (1) The Plaintiff is hereby granted leave to serve the Originating Summons dated 18 June 2024, this Order and the First Affirmation of Coach Kecheng Wei dated 19 June 2024 and Exhibit CKW-1 thereto (the **Documents**) on the Second to Fourth Defendants outside the jurisdiction pursuant to Order 11 of the Grand Court Rules (2023).
- (2) The Plaintiff is hereby granted leave to serve the Documents by way of substituted service pursuant to GCR O.65, r.4 on:
 - (a) the Second Defendant by:
 - i. Hand delivering a copy of the documents to the offices of Mourant Ozannes (Hong Kong) LLP at 1002-1008, 10/F Gloucester Tower, Landmark, 15 Queen's Road Central, Hong Kong; and
 - ii. Emailing a copy of the documents to the email address: hesheng.liu@neuralgalaxy.com and michael.popkin@mourant.com;
 - (b) the Third Defendant by:
 - i. Hand delivering a copy of the documents to the offices of Mourant Ozannes (Hong Kong) LLP at 1002-1008, 10/F Gloucester Tower, Landmark, 15 Queen's Road Central, Hong Kong; and
 - ii. Emailing a copy of the documents to the email address: fengg@mit.edu;
 - (c) the Fourth Defendant by:
 - i. Hand delivering a copy of the documents to the offices of Mourant Ozannes (Hong Kong) LLP at 1002-1008, 10/F Gloucester Tower, Landmark, 15 Queen's Road Central, Hong Kong; and

- ii. Emailing a copy of the documents to the email address: desimone@mit.edu.
- (3) The Plaintiff is hereby granted leave to serve all further materials in relation to the proceedings by way of substituted service pursuant to GCR O.65, r.4 on the Second to Fourth Defendants in the manner set forth in paragraph 3 (above).
- (4) Service of the Documents and all further materials in relation to the proceedings in the manner set forth in paragraph 3(2) above shall be deemed good and sufficient service.

4. UNDERTAKINGS

- (1) The Plaintiff gives to the Court the undertakings set out in Schedule 1 to this Order.

5. DURATION OF THIS ORDER

- (1) This Order will remain in force up to and including [date] (**the Return Date**), unless before then it is varied or discharged by a further Order of the Court, or (if sooner) the arbitral tribunal or the High Court of Hong Kong grant interim injunctive relief in the same terms as this Order. The application in which this Order is made shall come back to the Court for further hearing on the Return Date.

6. VARIATION OR DISCHARGE OF THIS ORDER

- (1) The Defendant (or anyone notified of this Order) may apply to the Court at any time to vary or discharge this Order (or so much of it as affects that person), but anyone wishing to do so must first inform the Plaintiff's attorneys in writing on not less than 7 days' notice.

7. NAME AND ADDRESS OF PLAINTIFF'S ATTORNEYS

The Plaintiff's attorneys are:

Appleby (Cayman) Ltd.
9th Floor
60 Nexus Way
PO Box 190
Camana Bay
Grand Cayman
Cayman Islands
KY1-1104 (Ref. [INSERT])
Telephone: (345) 949 4900
Fax: (345) 949 4901

SCHEDULE 1**Undertakings given to the Court by the Plaintiff**

- a. If the Court later finds that this Order has caused loss to the Defendant(s), and decides that the Defendant(s) should be compensated for that loss, the Plaintiff will comply with any order the Court may make.
- b. As soon as practicable, the Plaintiff will serve the Originating Summons on each of the Defendants, together with this Order.
- c. As soon as practicable the Plaintiff will serve on each of the Defendants a summons for the Return Date together with a copy of the affidavits and exhibits containing the evidence relied on by the Plaintiff.
- d. Anyone notified of this Order will be given a copy of it by the Plaintiff's attorneys.
- e. The Plaintiff will pay the reasonable costs of anyone other than the Defendants which have been incurred as a result of this Order including the costs of ascertaining whether that person holds any of the Defendants' assets and that if the Court later finds that this Order has caused such a person loss, and decides that the person should be compensated for that loss, the Plaintiff will comply with any Order the Court may make.

SCHEDULE 2

Affidavit

The Judge read the following affidavit before making this Order:

- (1) First Affirmation of Coach Kecheng Wei dated 18 June 2024 and Exhibit CKW-1 thereto