



CAUSE NO. FSD 124 of 2024 (JAJ)

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

IN THE MATTER OF THE COMPANIES ACT (2023 REVISION)

AND IN THE MATTER OF META DATA LIMITED

**(Previously known as ONESMART INTERNATIONAL EDUCATION GROUP LIMITED
精銳國際教育集團有限公司)**

**BEFORE THE HONOURABLE JUSTICE JALIL ASIF KC
IN OPEN COURT**

WINDING UP ORDER

UPON the Petition presented by China Minsheng Banking Corp., Ltd. Hong Kong Branch (the “**Petitioner**”) on 19 April 2024 for an order that Meta Data Limited (previously known as OneSmart International Education Group Limited 精銳國際教育集團有限公司) (the “**Company**”) be wound up

AND UPON reading the First Affirmation of Liu Chang affirmed on 19 April 2024 and Exhibit LC-1 thereto, the First Affirmation of Sophie Jane Lyall affirmed on 19 April 2024 and Exhibit SJL-1 thereto, the First Affirmation of Xiaoming Li dated affirmed on May 2024, the First Affidavit of Chan Milton Tsz Yu affirmed on 23 May 2024 and Exhibit CMTY-1 thereto, the First Affidavit of Yuan Wen sworn on 31 May 2024 and Exhibit YW-1 thereto, the First Affidavit of Simon Richard Conway sworn on 18 April 2024 and Exhibit SRC-1 thereto, the First Affirmation of Ka Yee Annette Lee affirmed on 18 April 2024 and Exhibit KYAL-1 thereto, and the First Affirmation of Yat Kit Jong affirmed on 18 April 2024 and Exhibit YKJ-1 thereto

AND UPON reading the Petitioners’ skeleton argument filed on 31 May 2024

AND UPON hearing counsel for the Petitioner and counsel for the Company

AND UPON the Court being satisfied that the Company is unable to pay its debts, and should be wound up, and that Simon Richard Conway, Yat Kit Jong and Ka Yee and Ka Yee Annette Lee are qualified

This **ORDER** is filed by Campbells LLP, Attorneys-at-law for the Petitioner whose address for service is Floor 4 Willow House, Cricket Square, George Town, Grand Cayman KY1-1104, Cayman Islands (ref JMH/00975-4237)

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insolvency practitioners who are willing and properly able to accept appointment as joint official liquidators of the Company

IT IS HEREBY ORDERED THAT:

1. The Company’s oral application for the hearing to be adjourned is dismissed.
2. The Company be wound up in accordance with the Companies Act (2023 Revision).
3. The timing of the winding up order be recorded as 10.12 am on 7 August 2024.
4. The following persons are hereby appointed as joint official liquidators of the Company:

Name	Address	Contact details
Simon Richard Conway	PwC Corporate Finance & Recovery (Cayman) Limited PO Box 258, 18 Forum Lane Camana Bay, Grand Cayman KY1 1104 Cayman Islands	Simon.r.conway@pwc.com +1 (345) 914 8688
Yat Kit Jong	PricewaterhouseCoopers Limited 20/F Prince's Building Central Hong Kong SAR	Victor.yk.jong@hk.pwc.com +852 2289 8888
Ka Yee Annette Lee		Annette.lee@hk.pwc.com +852 2289 8888

5. The joint official liquidators are authorised to act jointly and severally in their capacity as liquidators of the Company.
6. The joint official liquidators are not required to give security for their appointment.
7. In addition to their powers conferred on them by Part II of the Third Schedule to the Companies Act which are exercisable without sanction of this Court, the joint official liquidators may exercise the power in paragraph 10 of Part I of the Third Schedule to the Companies Act to engage staff (whether or not employees of the Company) to assist the joint official liquidators in the performance of their functions without the need for further sanction by the court.
8. The joint official liquidators are authorised to seek recognition of their appointment in the British Virgin Islands, the Hong Kong SAR, the PRC and the US to make applications to the courts of such jurisdictions for that purpose.
9. The joint official liquidators may appoint counsel, attorneys, and/or any other professional advisors and agents in the Cayman Islands, the British Virgin Islands, the Hong Kong SAR, the PRC and the US

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as they may consider necessary to advise and assist them in the performance of their duties and on such reasonable terms as they may think fit and to pay their reasonable remuneration out of the assets of the Company.

10. Subject to section 109(2) of the Companies Act, the joint official liquidators' reasonable remuneration and expenses shall be paid out of the assets of the Company in accordance with the Companies Winding Up Rules (2023 Consolidation) and Part III of the Insolvency Practitioners' Regulations (2023 Consolidation).
11. No disposition of the Company's property by or with the authority of the joint official liquidators in carrying out their duties and functions and the exercise of their powers under this Order shall be void by reason of section 99 of the Companies Act.
12. No suit, action or other proceeding shall be proceeded with or commenced against the Company except with leave of the Court and subject to such terms as the Court may impose.
13. The Petitioner's costs of and incidental to the Petition shall be paid out of the assets of the Company as an expense of the liquidation, to be taxed on the indemnity basis if not agreed with the joint official liquidators.

Dated 7 August 2024

Filed 8 August 2024



THE HONOURABLE JUSTICE JALIL ASIF KC
JUDGE OF THE GRAND COURT

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