



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

FSD CAUSE NO. ²⁷⁶ OF 2024 (JAJ)

IN THE MATTER OF SECTION 124(1) OF THE COMPANIES ACT (2023 REVISION)

AND IN THE MATTER OF KONGZHONG CORPORATION (IN VOLUNTARY LIQUIDATION)

PETITION FOR COURT SUPERVISION
OF A VOLUNTARY LIQUIDATION

To the Grand Court

The humble petition of Mr Michael Green of Deloitte & Touche LLP, 60 Nexus Way, 8th floor, Camana Bay, P.O. Box 1787, Grand Cayman KY1-1109, Cayman Islands and Mr Kam Chung Hang (Forrest) of Deloitte Touche Tohmatsu, 35/F, One Pacific Place, 88 Queensway, Hong Kong as joint voluntary liquidators (the “JVLs” and “Petitioners”) of KongZhong Corporation (in Voluntary Liquidation) (the “Company”), shows that:

1. The Company was incorporated as an exempted company in the Cayman Islands with limited liability on 6 May 2002 under registration number 117485.
2. The current registered office of the Company is Maples Corporate Services Limited, P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands.
3. Pursuant to the Company’s Amended and Restated Memorandum and Articles of Association, amended by special resolution dated 20 March 2017 to be effective on 13 April 2017 (the “Articles”), the objects for which the Company was established are unrestricted.

This **PETITION** is filed by Campbells LLP, Attorneys for the Petitioners, whose address for service is Floor 4, Willow House, Cricket Square, George Town, Grand Cayman, Cayman Islands KY1-1090 (Ref: SDA/LF/MCH/17263-43670).#3023836v7

4. Based on the Company's Articles, the authorized share capital of the Company is US\$500,000 divided into 1,000,000,000 shares of a nominal or par value of US\$0.0000005 each.
5. Based on the Register of Members of the Company, Linkedsee Limited is the sole member of the Company holding 2,000,000,000 Ordinary Shares.
6. The sole director of the Company as at the date of commencement of the voluntary liquidation was Jianwen Gu (the "**Director**") who has served as a director since August 2023.
7. At all relevant times the Company was an online games developer and operator based in the People's Republic of China ("**PRC**") operating three main business units namely internet games, mobile games, and wireless value-added services.
8. By the written resolutions of the sole member dated 29 July 2024, it was resolved that the Company be wound up voluntarily and the Petitioners be appointed as the joint voluntary liquidators of the Company. As a result, pursuant to sections 116(c) and 117(1)(a) of the Companies Act, the Company commenced voluntary liquidation on 29 July 2024.
9. Pursuant to section 124(1) of the Companies Act, where a company is being wound up voluntarily its liquidator shall apply to the Court for an order that the liquidation continue under the supervision of the Court unless, within twenty-eight days of the commencement of the liquidation, the directors have signed a declaration of solvency in the prescribed form.
10. The deadline for the Directors to file a declaration of solvency was 26 August 2024. No declaration of solvency was filed.
11. On 2 August 2024, the JVLs wrote to the Director asking him to confirm in writing the JVLs' understanding that he would not provide a declaration of solvency. No response has been received from the Director.

12. The Company was previously listed on the NASDAQ global market exchange prior to being taken private through the statutory merger provisions found in Part XVI of the Companies Act (as amended), the merger agreement for which was executed on 1 December 2016. To effect the merger, the Company made its shareholders a cash offer in exchange for which the shares would be cancelled. Four (4) shareholders of the Company (the “**Dissenters**”) rejected the offer, exercising their rights to dissent from the merger in accordance with section 238 of the Companies Act (as amended). The merger was subsequently completed on 13 April 2017. As the Dissenters and the Company were unable to agree upon a price to be paid for the Dissenters’ shares, the Company issued a petition to this Honourable Court to determine the fair value of its shares on 5 June 2017. Following a judgment of this Honourable Court on 2 February 2018 for directions in relation to the fair value, to the JVLs’ knowledge, two (2) of the Dissenters settled with the Company. On 5 June 2024, this Honourable Court ordered that the Company pay the remaining two (2) Dissenters a total of US\$4,589,403.90 fair value for their shares, and interest, plus costs associated with the proceedings within 14 days of the order. To the JVLs’ knowledge, payment was not made to the Dissenters within the specified period, and the Company subsequently received a statutory demand on 21 June 2024 for payment within 21 days. The Company has not made payment in relation to the statutory demand.

13. Further, and in any event, the JVLs are also of the view that the supervision of the Court would facilitate a more effective, economic and expeditious liquidation of the Company. In particular, the official liquidation would:
 - 13.1. provide the liquidators with power to apply to Court for an order to compel any relevant person (as defined in section 103(1) of the Companies Act) (a “**Relevant Person**”) to transfer or deliver up to the liquidators any property or documents belonging to the Company;

 - 13.2. provide the liquidators with the power to apply to the Court for an order to examine any Relevant Person for the purposes of investigating transactions which occurred prior to the liquidation of the Company;

- 13.3. enable the liquidators to seek the necessary powers to allow them to seek recognition of their appointment from, and commence ancillary proceedings in, other jurisdictions, should this be required; and
 - 13.4. allow the liquidators to carry out a comprehensive investigation into the Company's affairs, including any claims that may vest in the official liquidators (but not voluntary liquidators) for the benefit of stakeholders.
14. The JVLs are qualified insolvency practitioners who consent to being appointed as joint official liquidators of the Company. The JVLs meet the independence and insurance requirements of the Cayman Islands Insolvency Practitioners' Regulations (2023 Consolidation). As to the residency requirement, Mr Michael Green is resident in the Cayman Islands whereas Mr Kam Chung Hang (Forrest) is resident in Hong Kong. Whilst Mr Kam Chung Hang (Forrest) does not meet the residency requirement under Regulation 5 of the Insolvency Practitioners' Regulations (2023 Consolidation), as the Company's business has been conducted in the PRC, the JVLs respectfully suggest that it would be appropriate for the Court to appoint a liquidator who is based in Hong Kong, together with a liquidator who is resident in the Cayman Islands.

THE PETITIONERS THEREFORE HUMBLY SEEK AN ORDER THAT:

1. The liquidation of the Company be continued under the supervision of the Court in accordance with the Companies Act (2023 Revision).
2. Mr Michael Green of Deloitte & Touche LLP, 60 Nexus Way, 8th floor, Camana Bay, P.O. Box 1787, Grand Cayman KY1-1109, Cayman Islands and Mr Kam Chung Hang (Forrest) of Deloitte Touche Tohmatsu, 35/F, One Pacific Place, 88 Queensway, Hong Kong, be appointed as joint official liquidators of the Company ("**JOLs**").
3. The JOLs shall have the power to act jointly and severally in their capacity as JOLs.
4. The JOLs shall not be required to give security for their appointment.

5. In addition to their powers prescribed in Part II of the Third Schedule to the Companies Act (2023 Revision) which are exercisable without sanction of this Court, the JOLs are hereby sanctioned to exercise the following powers, including those set out in Part I of the Third Schedule to the Companies Act (2023 Revision):
 - 5.1. the power to engage staff to assist the JOLs in the performance of their functions in the Cayman Islands, the PRC, Hong Kong and the US;
 - 5.2. the power to engage attorneys and other professionally qualified person to assist the JOLs in the performance of their functions in the Cayman Islands, the PRC, Hong Kong and the US;
and
 - 5.3. take such action as may be necessary or desirable to obtain recognition of their appointment in and/or seek assistance from the court(s) of the PRC, Hong Kong and/or the US and to make applications to the court of such jurisdictions for that purpose.
6. For the avoidance of doubt, all the powers bestowed on the JOLs may be exercised by them within and outside the Cayman Islands.
7. 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 powers under this Order shall be voided by virtue of Section 99 of the Companies Act (2023 Revision).
8. The JOLs are authorised to render and pay invoices out of the assets of the Company for their own remuneration, and are authorised to meet all disbursements in connection with the performance of their duties out of the assets of the Company as an expense of the official liquidation.
9. For the avoidance of doubt, pursuant to section 97 of the Companies Act (2023 Revision), no suit, action or other proceedings, including criminal proceedings, 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.

10. Unless the Court otherwise directs, the JOLs shall not be required to take steps to establish a liquidation committee pursuant to CWR O.9, r.1(1) or to convene a first meeting of creditors pursuant to CWR O.8, r.2(1).
11. The JOLs shall be at liberty to apply generally.
12. The Petitioners' costs of and incidental to this Petition shall be paid forthwith out of the assets of the Company as an expense of the official liquidation.

Dated the 3rd day of September 2024



CAMPBELLS LLP
Attorneys-at-law for the Petitioners